

# FORESTAR *2016* ANNUAL REPORT





**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K**

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

For the Fiscal Year Ended December 31, 2016

or

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

For the Transition Period From \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-33662

**Forestar Group Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**26-1336998**  
(I.R.S. Employer  
Identification No.)

**6300 Bee Cave Road  
Building Two, Suite 500  
Austin, Texas 78746-5149**

(Address of Principal Executive Offices, including Zip Code)

Registrant's telephone number, including area code: (512) 433-5200

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

Title of Each Class	Name of Each Exchange On Which Registered
Common Stock, par value \$1.00 per share	New York Stock Exchange
Preferred Stock Purchase Rights	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

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

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

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

Indicate by check mark whether the registrant has submitted electronically 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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

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

The aggregate market value of the Common Stock held by non-affiliates of the registrant, based on the closing sales price of the Common Stock on the New York Stock Exchange on June 30, 2016, was approximately \$210 million. For purposes of this computation, all officers, directors, and ten percent beneficial owners of the registrant (as indicated in Item 12) are deemed to be affiliates. Such determination should not be deemed an admission that such directors, officers, or ten percent beneficial owners are, in fact, affiliates of the registrant.

As of February 27, 2017, there were 41,694,432 shares of Common Stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Selected portions of the Company's definitive proxy statement for the 2017 annual meeting of stockholders are incorporated by reference into Part III of this Form 10-K.

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## PART I

### Item 1. *Business*

#### Overview

Forestar Group Inc. is a residential and mixed-use real estate development company. In our core community development business we own directly or through ventures interests in 50 residential and mixed-use projects comprised of 4,600 acres of real estate located in 10 states and 14 markets. In addition, we own interests in various other assets that have been identified as non-core that the company is divesting opportunistically over time. At year-end 2016, our remaining non-core assets principally include approximately 523,000 net acres of owned mineral assets principally located in Texas, Louisiana, Georgia and Alabama, 19,000 acres of timberland and undeveloped land (including mitigation banking), four multifamily assets and approximately 20,000 acres of groundwater leases in central Texas. On February 17, 2017, we sold our owned mineral assets for \$85.6 million. In 2016, we had revenues of \$197.3 million and net income of \$58.6 million. Unless the context otherwise requires, references to “we,” “us,” “our” and “Forestar” mean Forestar Group Inc. and its consolidated subsidiaries. Unless otherwise indicated, information is presented as of December 31, 2016, and references to acreage owned include approximate acres owned by us and ventures regardless of our ownership interest in a venture.

#### Key Initiatives

- Reducing costs across our entire organization;
- Reviewing entire portfolio of assets (complete non-core asset sales); and
- Reviewing capital structure (allocate capital to maximize shareholder value).

#### 2016 Transformation Highlights (including ventures):

##### *Core Community Development:*

- Sold 1,940 residential lots for approximately \$68,200 per lot  
Approximately 2,100 lots under option contracts with builders at year-end 2016
- Sold 298 commercial acres for approximately \$44,600 per acre (principally non-core projects)
- Sold 1,792 residential tract acres for approximately \$8,700 per acre (principally non-core projects)

##### *Cost Reductions:*

- Reduced SG&A, including discontinued operations, by over 28% compared with full year 2015

**Divest Non-core Assets:**

- Executed non-core asset sales generating \$481.9 million in pre-tax net proceeds:

<u>Assets</u>	<u>Pre-Tax Net Proceeds</u> (In millions)
Timberland and Undeveloped Land (bulk and retail, ~73,000 acres) . . . . .	\$138.0
Radisson Hotel & Suites . . . . .	128.8
Multifamily properties (five properties) . . . . .	118.7
Oil and Gas Working Interests . . . . .	77.1
Non-core Community Development Projects (five projects) . . . . .	19.3
	<u>\$481.9</u>

- Reduced outstanding debt by \$277.8 million in 2016 and \$323.3 million since third quarter-end 2015

**Business Segments**

We manage our operations through three business segments:

- Real estate,
- Mineral resources, and
- Other.

Our real estate segment provided approximately 96% percent of our 2016 consolidated revenues. We are focused on maximizing real estate value through the entitlement and development of strategically located residential and mixed-use communities. We secure entitlements by delivering thoughtful plans and balanced solutions that meet the needs of communities where we operate. Residential development activities target lot sales to local, regional and national home builders who build quality products and have strong and effective marketing and sales programs. The lots we develop in the majority of our communities are for mid-priced homes, predominantly in the first and second move up categories. We invest in projects principally in regions across the southern half of the United States that possess key demographic and growth characteristics that we believe make them attractive for long-term real estate investment. A majority of our active real estate projects are developed on land we or our ventures acquired in the open market. In 2016, we announced that multifamily is a non-core business and are opportunistically divesting our multifamily portfolio and will no longer allocate capital to new communities in this business. At year-end 2016, a multifamily site in Austin was classified as assets held for sale.

Our mineral resources segment provided three percent of our 2016 consolidated revenues. We promote the exploration, development and production of oil and gas on our owned mineral interests. These interests include 523,000 owned net mineral acres which we determined were non-core in 2016 and we are opportunistically divesting these assets over time. At year-end 2016, we classified our non-core mineral assets as held for sale. On February 17, 2017, we sold these assets for \$85.6 million.

Our other segment, all of which is non-core, provided one percent of our 2016 consolidated revenues. We sell wood fiber from our land, primarily in Georgia, and lease land for recreational uses. We have 19,000 acres of non-core timberland and undeveloped land that was classified as assets held for sale at year-end 2016. In addition, we have non-core water interests in 1.5 million acres, including a 45 percent nonparticipating royalty interest in groundwater produced or withdrawn for commercial purposes or sold from 1.4 million acres in Texas, Louisiana, Georgia and Alabama, and 20,000 acres of groundwater leases in central Texas that were classified as assets held for sale at year-end 2016.

Our results of operations, including information regarding our business segments, are discussed in Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations, and in Item 8, Financial Statements and Supplementary Data.

**Real Estate**

In our real estate segment, we conduct project planning and management activities related to the acquisition, entitlement, development and sale of real estate, primarily residential and mixed-use communities, which we refer to as community development. We own and manage our projects either directly or through ventures, which we use to achieve a variety of business objectives, including more effective capital deployment, risk management, and leveraging a partner’s local market contacts and expertise. Our development projects are principally located in the major markets of Texas.

We have two real estate projects representing approximately 730 acres currently in the entitlement process in California, which includes obtaining zoning and access to water, sewer and roads. In fourth quarter 2016, we classified 3,700 acres in Texas previously in the entitlement process as timberland and undeveloped land as it was determined it was unlikely this project would be entitled and developed in the future, and at year-end 2016 it was classified as assets held for sale. Additional entitlements, such as flexible land use provisions, annexation, and the creation of local financing districts generate additional value for our business and may provide us the right to reimbursement of major infrastructure costs. We use return criteria, which include return on cost, internal rate of return, cash multiples, and margin on sales when determining whether to invest initially or make additional investment in a project. When investment in development meets our return criteria, we will initiate the development process with subsequent sale of lots to home builders or for commercial tracts, internal development, sale to or venture with third parties.

We have 50 entitled, developed or under development projects in 10 states and 14 markets encompassing 4,600 acres planned for residential and commercial uses. We may sell land at any point when additional time required for entitlement or investment in development will not meet our return criteria. In 2016, we sold nearly 73,000 acres of timberland and undeveloped land at an average price of \$1,925 per acre, of which 58,000 acres were bulk timberland and undeveloped land sales and 15,000 acres were retail land sales.

A summary of our real estate projects in the entitlement process<sup>(a)</sup> at year-end 2016 follows:

<u>Project</u>	<u>County</u>	<u>Market</u>	<u>Project Acres<sup>(b)</sup></u>
<b>California</b>			
Hidden Creek Estates . . . . .	Los Angeles	Los Angeles	700
Terrace at Hidden Hills . . . . .	Los Angeles	Los Angeles	30
<b>Total . . . . .</b>			<u>730</u>

(a) A project is deemed to be in the entitlement process when customary steps necessary for the preparation of an application for governmental land-use approvals, such as conducting pre-application meetings or similar discussions with governmental officials, have commenced, or an application has been filed. Projects listed may have significant steps remaining, and there is no assurance that entitlements ultimately will be received.

(b) Project acres, which are the total for the project regardless of our ownership interest, are approximate. The actual number of acres entitled may vary.

A summary of our non-core timberland and undeveloped land classified as assets held for sale at year-end 2016 follows:

	<u>Acres</u>
<b>Timberland</b>	
Georgia .....	11,100
Texas <sup>(a)</sup> .....	<u>7,900</u>
<b>Total</b> .....	<u>19,000</u>

(a) Includes 3,700 acres in Houston that was previously in the entitlement process.

***Products***

The majority of our projects are single-family residential and mixed-use communities. In some cases, commercial land uses within a project enhance the desirability of the community by providing convenient locations for resident support services.

We develop lots for single-family homes on sites we may purchase. We sell residential lots primarily to local, regional and national home builders. We have 4,600 acres, principally in the major markets of Texas, comprised of land planned for approximately 10,200 residential lots and units. We generally focus our lot sales on the first and second move-up primary housing categories. First and second move-up segments are homes priced above entry-level products yet below the high-end and custom home segments.

Commercial tracts are developed internally or ventured with commercial developers that specialize in the construction and operation of income producing properties, such as apartments, retail centers, or office buildings. We also sell land designated for commercial use to regional and local commercial developers. We have about 770 acres of entitled land designated for commercial use.

Cibolo Canyons is a significant mixed-use project in the San Antonio market area. Cibolo Canyons includes 2,100 acres planned to include 1,791 residential lots, of which 1,142 have been sold as of year-end 2016 at an average price of \$75,000 per lot. The residential component includes not only traditional single-family homes but also an active adult section, and is planned to include condominiums. The remaining 58 acres of commercial component is designated principally for multifamily and retail uses. Located at Cibolo Canyons is the JW Marriott® San Antonio Hill Country Resort & Spa (Resort), a 1,002 room destination resort and two PGA Tour® Tournament Players Club® (TPC) golf courses designed by Pete Dye and Greg Norman. We have the right to receive from the Cibolo Canyons Special Improvement District (CCSID) nine percent of hotel occupancy revenues and 1.5 percent of other resort sales revenues collected as taxes by CCSID through 2034 and reimbursement of certain infrastructure costs related to the mixed-use development. The amount we receive is net of annual ad valorem tax reimbursements by CCSID to the third-party owners of the resort through 2020. In addition, these payments will be net of debt service on bonds issued in 2014 by CCSID as discussed below which are collateralized by hotel occupancy tax (HOT) and other resort sales tax through 2034.

In 2014, we received \$50,550,000 from CCSID principally related to its issuance of \$48,900,000 Hotel Occupancy Tax (HOT) and Sales and Use Tax Revenue Bonds, resulting in recovery of our full Resort investment. These bonds are obligations solely of CCSID and are payable from HOT and sales and use taxes levied by CCSID. To facilitate the issuance of the bonds, we provided a \$6,846,000 letter of credit to the bond trustee as security for certain debt service fund obligations in the event CCSID tax collections are not sufficient to support payment of the bonds in accordance with their terms. The letter of credit must be maintained until the earlier of redemption of the bonds or scheduled bond



maturity in 2034. We also entered into an agreement with the owner of the Resort to assign its senior rights to us in exchange for consideration provided by us, including a surety bond to be drawn if CCSID tax collections are not sufficient to support ad valorem tax rebates payable. The surety bond decreases as CCSID makes annual ad valorem tax rebate payments, which obligation is scheduled to be retired in full by 2020.

A summary of activity within our projects in the development process, which includes entitled, developed and under development single-family and mixed-use projects, at year-end 2016 follows:

Project	County	Interest Owned <sup>(a)</sup>	Residential Lots/Units		Commercial Acres	
			Lots/Units Sold Since Inception	Lots/Units Remaining	Acres Sold Since Inception	Acres Remaining
<b>Projects with lots/units in inventory, under development or future planned development, projects with remaining commercial acres only and projects sold out in 2016</b>						
<b>Texas</b>						
<i>Austin</i>						
Arrowhead Ranch . . . . .	Hays	100%	6	378	—	19
The Colony . . . . .	Bastrop	100%	566	—	27	—
Double Horn Creek . . . . .	Burnet	100%	167	—	—	—
Hunter's Crossing . . . . .	Bastrop	100%	510	—	54	51
La Conterra . . . . .	Williamson	100%	202	—	3	—
Westside at Buttercup Creek . . .	Williamson	100%	1,497	—	66	—
			2,948	378	150	70
<i>Corpus Christi</i>						
Caracol . . . . .	Calhoun	75%	65	—	14	—
Padre Island <sup>(b)</sup> . . . . .	Nueces	50%	—	—	—	15
Tortuga Dunes . . . . .	Nueces	75%	95	—	4	—
			160	—	18	15
<i>Dallas-Ft. Worth</i>						
Bar C Ranch . . . . .	Tarrant	100%	467	654	—	—
Keller . . . . .	Tarrant	100%	—	—	1	—
Lakes of Prosper . . . . .	Collin	100%	187	100	4	—
Lantana . . . . .	Denton	100%	3,670	432	44	—
Maxwell Creek . . . . .	Collin	100%	1,001	—	10	—
Parkside . . . . .	Collin	100%	138	62	—	—
The Preserve at Pecan Creek . . .	Denton	100%	631	151	—	7
River's Edge . . . . .	Denton	100%	—	202	—	—
Stoney Creek . . . . .	Dallas	100%	320	376	—	—
Summer Creek Ranch . . . . .	Tarrant	100%	983	245	35	44
Timber Creek . . . . .	Collin	88%	80	521	—	—
Village Park . . . . .	Collin	100%	567	—	3	2
			8,044	2,743	97	53
<i>Houston</i>						
Barrington Kingwood . . . . .	Harris	100%	176	4	—	—
City Park . . . . .	Harris	75%	1,468	—	58	104
Harper's Preserve <sup>(b)</sup> . . . . .	Montgomery	50%	588	1,094	30	49
Imperial Forest . . . . .	Harris	100%	84	347	—	—
Long Meadow Farms <sup>(b)</sup> . . . . .	Fort Bend	38%	1,648	149	194	99
Southern Trails <sup>(b)</sup> . . . . .	Brazoria	80%	954	41	1	—
Spring Lakes . . . . .	Harris	100%	348	—	25	4
Summer Lakes . . . . .	Fort Bend	100%	780	294	56	—
Summer Park . . . . .	Fort Bend	100%	125	74	34	67
Willow Creek Farms II . . . . .	Waller / Fort Bend	90%	154	111	—	—
			6,325	2,114	398	323
<i>San Antonio</i>						
Cibolo Canyons . . . . .	Bexar	100%	1,142	649	97	58
Oak Creek Estates . . . . .	Comal	100%	326	227	13	—

Project	County	Interest Owned <sup>(a)</sup>	Residential Lots/Units		Commercial Acres	
			Lots/Units Sold Since Inception	Lots/Units Remaining	Acres Sold Since Inception	Acres Remaining
Olympia Hills	Bexar	100%	747	7	10	—
Stonewall Estates <sup>(b)</sup>	Bexar	50%	378	8	—	—
			<u>2,593</u>	<u>891</u>	<u>120</u>	<u>58</u>
Total Texas			<u>20,070</u>	<u>6,126</u>	<u>783</u>	<u>519</u>
<b>Colorado</b>						
<i>Denver</i>						
Buffalo Highlands	Weld	100%	—	164	—	—
Cielo	Douglas	100%	—	343	—	—
Johnstown Farms	Weld	100%	281	317	2	—
Pinery West	Douglas	100%	86	—	20	104
Stonebraker	Weld	100%	—	603	—	—
			<u>367</u>	<u>1,427</u>	<u>22</u>	<u>104</u>
<b>Georgia</b>						
<i>Atlanta</i>						
Harris Place	Paulding	100%	22	5	—	—
Montebello <sup>(b)</sup>	Forsyth	90%	—	224	—	—
Seven Hills	Paulding	100%	912	341	26	113
West Oaks	Cobb	100%	6	50	—	—
			<u>940</u>	<u>620</u>	<u>26</u>	<u>113</u>
<b>North &amp; South Carolina</b>						
<i>Charlotte</i>						
Ansley Park	Lancaster	100%	—	307	—	—
Habersham	York	100%	91	96	—	6
Moss Creek	Cabarrus	100%	—	84	—	—
Walden	Mecklenburg	100%	—	384	—	—
			<u>91</u>	<u>871</u>	<u>—</u>	<u>6</u>
<i>Raleigh</i>						
Beaver Creek <sup>(b)</sup>	Wake	90%	31	162	—	—
			<u>31</u>	<u>162</u>	<u>—</u>	<u>—</u>
			<u>122</u>	<u>1,033</u>	<u>—</u>	<u>6</u>
<b>Tennessee</b>						
<i>Nashville</i>						
Beckwith Crossing	Wilson	100%	32	67	—	—
Morgan Farms	Williamson	100%	132	41	—	—
Scales Farmstead	Williamson	100%	26	171	—	—
Weatherford Estates	Williamson	100%	8	9	—	—
			<u>198</u>	<u>288</u>	<u>—</u>	<u>—</u>

Project	County	Interest Owned <sup>(a)</sup>	Residential Lots/Units		Commercial Acres	
			Lots/Units Sold Since Inception	Lots/Units Remaining	Acres Sold Since Inception	Acres Remaining
<b>Wisconsin</b>						
<i>Madison</i>						
Juniper Ridge/Hawks Woods <sup>(b)(d)</sup>	Dane	90%	18	196	—	—
Meadow Crossing II <sup>(b)(c)</sup>	Dane	90%	7	165	—	—
			25	361	—	—
<b>Arizona, California, Missouri, Utah</b>						
<i>Tucson</i>						
Boulder Pass <sup>(b)(d)</sup>	Pima	50%	29	59	—	—
Dove Mountain	Pima	100%	—	98	—	—
<i>Oakland</i>						
San Joaquin River	Contra Costa/ Sacramento	100%	—	—	264	25
<i>Kansas City</i>						
Somerbrook	Clay	100%	185	—	—	—
<i>Salt Lake City</i>						
Suncrest <sup>(b)(c)</sup>	Salt Lake	90%	—	171	—	—
			214	328	264	25
Total			21,936	10,183	1,095	767

(a) Interest owned reflects our total interest in the project, whether directly or indirectly, which may be different than our economic interest in the project.

(b) Projects in ventures that we account for using equity method.

(c) Venture project that develops and sells homes.

(d) Venture project that develops and sells lots and homes.

A summary of our non-core multifamily properties, excluding one multifamily site in Austin classified as held for sale, at year-end 2016 follows:

Project	Market	Interest Owned <sup>(a)</sup>	Type	Acres	Description
Elan 99	Houston	90%	Multifamily	17	360-unit luxury apartment
Acklen	Nashville	30%	Multifamily	4	320-unit luxury apartment
HiLine	Denver	25%	Multifamily	18	385-unit luxury apartment

(a) Interest owned reflects our total interest in the project, whether owned directly or indirectly, which may be different than our economic interest in the project.

Our net investment in owned and consolidated real estate projects by geographic location at year-end 2016 follows:

State	Entitled, Developed, and Under Development Projects	Undeveloped Land and Land in Entitlement  (In thousands)	Total
Texas . . . . .	\$167,772	\$ 2,639	\$170,411
Georgia . . . . .	7,504	409	7,913
North and South Carolina . . . . .	27,915	117	28,032
California . . . . .	1,667	25,957	27,624
Tennessee . . . . .	23,624	22	23,646
Colorado . . . . .	29,514	—	29,514
Other . . . . .	5,863	—	5,863
Total . . . . .	\$263,859	\$ 29,144	\$293,003

Approximately 58 percent of our net investment in real estate is in the major markets of Texas.

**Markets**

Sales of new U.S. single-family homes according to U.S Census Bureau Department of Commerce declined 0.4% on a year over year basis as of December 31, 2016 and 10.4% below prior month’s rate in December 2016, suggesting that the 40 basis point rise in mortgage rates and the return of winter weather affected December 2016 sales. Consumer confidence as measured by The Conference Board increased in December 2016 to its highest level since August 2001, registering 113.7 up from 109.4 in November 2016. The elevated monthly reading was attributed in part to increases in consumers’ outlook for business conditions over the next six-months and more positive outlooks for the labor market and rising incomes. Builder confidence as measured by the NAHB/Wells Fargo Housing Market Index ended 2016 on a high note, jumping seven points to its highest reading since July 2005, largely attributable to a post-election bounce. On a monthly basis, housing starts increased significantly in December 2016 due to volatile multifamily activity, while housing permit activity, viewed as a precursor to starts increased 1.9% year over year basis ending December 2016. Home prices as measured by S&P CoreLogic Case-Shiller Home Price index hit a new high in November 2016 after rising at approximately a 5.5% annual rate over the last two-and-a half years. As of the November 2016 reading, average home prices for the metropolitan statistical areas (MSAs) within the two composite indices were back to their winter 2007 levels. As of year-end 2016, finished vacant supply of new homes and vacant developed lot supply in MSAs in which Forestar’s single family activity is located remained extremely tight, registering below the two month and 24 month equilibrium levels.

**Competition**

We face significant competition for the acquisition, entitlement, development and sale of real estate in our markets. Our major competitors include other landowners who market and sell undeveloped land and numerous national, regional and local developers, including home builders. In addition, our projects compete with other development projects offering similar amenities, products and/or locations. Competition also exists for investment opportunities, financing, available land, raw materials and labor, with entities that may possess greater financial, marketing and other resources than us. The presence of competition may increase the bargaining power of property owners seeking to sell. These competitive market pressures sometimes make it difficult to acquire, entitle, develop or sell land at prices that meet our return criteria. Some of our real estate competitors are well established and financially strong, may have greater financial resources than we do, or may be larger than us and/or have lower cost of capital and operating costs than we have and expect to have.

The land acquisition and development business is highly fragmented, and we are unaware of any meaningful concentration of market share by any one competitor. Enterprises of varying sizes, from individuals or small companies to large corporations, actively engage in the real estate development business. Many competitors are local, privately-owned companies. We have a few regional competitors and virtually no national competitors other than national home builders that, depending on business cycles and market conditions, may enter or exit the real estate development business in some locations to develop lots on which they construct and sell homes. During periods when access to capital is restricted, participants with weaker financial conditions tend to be less active.

### Discontinued Operations

In 2016, we have divested substantially all of our oil and gas working interest properties. As a result of this significant change in our operations, we have reported the results of operations and financial position of these assets as discontinued operations within our consolidated statements of income (loss) and comprehensive income (loss) and consolidated balance sheets for all periods presented. In addition, in second quarter 2016, we changed the name of the oil and gas segment to mineral resources to reflect the strategic shift from oil and gas working interests to owned mineral interests.

### Mineral Resources

Our mineral resources segment is focused on maximizing the value from our owned oil and gas mineral interests through promoting exploration, development and production activities by increasing acreage leased, lease rates, and royalty interests. Our revenue from our owned mineral interests is primarily from oil and gas royalty interests, lease bonus payments and delay rentals received and other related activities. We typically lease our owned mineral interests to third parties for exploration and production of oil and gas.

At year-end 2016, we had approximately 523,000 net acres of owned mineral acres that are classified as assets held for sale. On February 17, 2017, we sold substantially all of our remaining oil and gas assets for a total purchase price of \$85,600,000. Please read **Note 21—Subsequent Events** for additional information about these items. At year-end 2016, we had about 57,000 net acres leased for oil and gas exploration activities, of which about 44,000 net acres were held by production from over 473 gross oil and gas wells that were operated by others, in which we had royalty interests. In addition, we had working interest ownership in 31 of these wells. Many of these wells are part of an oil and gas unit, however; we count each well regardless of the unitization.

A summary of our non-core owned mineral acres<sup>(a)</sup> at year-end 2016 follows:

State	Unleased	Leased <sup>(b)</sup>	Held By Production <sup>(c)</sup>	Total <sup>(d)</sup>
Texas <sup>(e)</sup> . . . . .	210,000	8,000	34,000	252,000
Louisiana <sup>(e)(f)</sup> . . . . .	129,000	5,000	10,000	144,000
Georgia . . . . .	84,000	—	—	84,000
Alabama . . . . .	41,000	—	—	41,000
California . . . . .	1,000	—	—	1,000
Indiana . . . . .	1,000	—	—	1,000
	<u>466,000</u>	<u>13,000</u>	<u>44,000</u>	<u>523,000</u>

<sup>(a)</sup> Includes ventures.

- (b) Includes leases in primary lease term or for which a delayed rental payment has been received. In the ordinary course of business, leases covering a significant portion of leased net mineral acres may expire from time to time in a single reporting period.
- (c) Acres being held by production are producing oil or gas in paying quantities.
- (d) Texas, Louisiana, California and Indiana net acres are calculated as the gross number of surface acres multiplied by our percentage ownership of the mineral interest. Alabama and Georgia net acres are calculated as the gross number of surface acres multiplied by our estimated percentage ownership of the mineral interest based on county sampling. In fourth quarter 2016, we sold approximately 58,300 acres of timberland and undeveloped land in Georgia and Alabama which included selling any owned minerals rights associated with these acres.
- (e) These owned mineral acre interests contain numerous oil and gas producing formations consisting of conventional, unconventional, and tight sand reservoirs. Of these reservoirs, we have mineral interests in and around production trends in the Wilcox, Frio, Cockfield, James Lime, Petet, Travis Peak, Cotton Valley, Austin Chalk, Haynesville Shale, Barnett Shale and Bossier formations.
- (f) A significant portion of our Louisiana net acres was severed from the surface estate shortly before our 2007 spin-off. Under Louisiana law, a mineral servitude that is not producing minerals or which has not been the subject of good-faith drilling operations will cease to burden the property upon the tenth anniversary of the date of its creation. The total number of net acres subject to prescription can fluctuate based on oil and gas development and production activities. Some or all of approximately 70,000 of our Louisiana net acres may revert to the surface owner unless drilling operations or production commences prior to October 2017.

We engage in leasing certain portions of our owned mineral interests to third parties for the exploration and production of oil and gas. The significant terms of these arrangements include granting the exploration company the rights to oil or gas it may find and requiring that drilling be commenced within a specified period. In return, we may receive an initial lease payment (bonus), subsequent payments if drilling has not started within the specified period (delay rentals), and a percentage interest in the value of any oil or gas produced (royalties). If no oil or gas is produced during the required period, all rights are returned to us. Historically, our capital requirements for our owned mineral acres have been minimal.

Our royalty revenues are contractually defined and based on a percentage of production and are received in cash. Our royalty revenues fluctuate based on changes in the market prices for oil and gas, the decline in production in existing wells, and other factors affecting the third-party oil and gas exploration and production companies that operate wells on our minerals including the cost of development and production.

Most leases are for a three to five year term although a portion or all of a lease may be extended by the lessee as long as actual production is occurring. Financial terms vary based on a number of market factors including the location of the mineral interest, the number of acres subject to the agreement, proximity to transportation facilities such as pipelines, depth of formations to be drilled and risk.

***Estimated Proved Reserves (Including Discontinued Operations)***

Our net estimated proved oil and gas reserves, all of which are located in the United States, as of year-end 2016, 2015 and 2014 are set forth in the table below. We engaged independent petroleum engineers, Netherland, Sewell & Associates, Inc. (NSAI), to assist us in preparing estimates of our

proved oil and gas reserves in accordance with the definitions and guidelines of the Securities and Exchange Commission (SEC).

Net quantities of proved oil and gas reserves related to our working and royalty interests follow, including oil and gas working interest assets classified as discontinued operations in 2016:

	Reserves	
	Oil <sup>(a)</sup> (Barrels)	Gas (Mcf)
	(In thousands)	
<b>Consolidated entities:</b>		
Proved developed . . . . .	446	3,836
Proved undeveloped . . . . .	—	—
Total proved reserves 2016 . . . . .	446	3,836
Proved developed . . . . .	5,179	7,957
Proved undeveloped . . . . .	—	—
Total proved reserves 2015 . . . . .	5,179	7,957
Proved developed . . . . .	5,269	10,848
Proved undeveloped . . . . .	2,403	1,801
Total proved reserves 2014 . . . . .	7,672	12,649
<b>Our share of ventures accounted for using the equity method:</b>		
Proved developed . . . . .	—	1,199
Proved undeveloped . . . . .	—	—
Total proved reserves 2016 . . . . .	—	1,199
Proved developed . . . . .	—	1,263
Proved undeveloped . . . . .	—	—
Total proved reserves 2015 . . . . .	—	1,263
Proved developed . . . . .	—	1,751
Proved undeveloped . . . . .	—	—
Total proved reserves 2014 . . . . .	—	1,751
<b>Total consolidated and our share of equity method ventures:</b>		
Proved developed . . . . .	446	5,035
Proved undeveloped . . . . .	—	—
Total proved reserves 2016 . . . . .	446	5,035
Proved developed . . . . .	5,179	9,220
Proved undeveloped . . . . .	—	—
Total proved reserves 2015 . . . . .	5,179	9,220
Proved developed . . . . .	5,269	12,599
Proved undeveloped . . . . .	2,403	1,801
Total proved reserves 2014 . . . . .	7,672	14,400

<sup>(a)</sup> Includes natural gas liquids.

The following summarizes the changes in proved reserves for 2016:

	Reserves	
	Oil (Barrels)	Gas (Mcf)
	(In thousands)	
<b>Consolidated entities:</b>		
Year-end 2015 . . . . .	5,179	7,957
Revisions of previous estimates . . . . .	(11)	631
Extensions and discoveries . . . . .	29	—
Acquisitions . . . . .	—	—
Sales . . . . .	(4,460)	(3,756)
Production . . . . .	(291)	(996)
Year-end 2016 . . . . .	446	3,836
<b>Our share of ventures accounted for using the equity method:</b>		
Year-end 2015 . . . . .	—	1,263
Revisions of previous estimates . . . . .	—	79
Extensions and discoveries . . . . .	—	—
Production . . . . .	—	(143)
Year-end 2016 . . . . .	—	1,199
<b>Total consolidated and our share of equity method ventures:</b>		
Year-end 2016 . . . . .	446	5,035

We do not have any estimated reserves of synthetic oil, synthetic gas or products of other non-renewable natural resources that are intended to be upgraded into synthetic oil and gas.

At year-end 2016, we have no barrels of oil equivalent (BOE) of proved undeveloped (PUD) reserves because we have substantially divested all our non-core oil and gas working interest assets. At year-end 2015, we had no BOE of PUD reserves due to our planned divestiture of oil and gas working interest assets and not allocating capital to this non-core business. At year-end 2014, we had 2,703,000 BOE of PUD reserves.

We did not participate in any drilling activity in 2016. In 2015, we invested approximately \$9,205,000 to convert 610,000 BOE of PUD reserves into proved developed reserves.

Reserve estimates were based on the economic and operating conditions existing at year-end 2016, 2015 and 2014. Oil and gas prices were based on the twelve month unweighted arithmetic average of the first-day-of-the-month price for each month in the period January through December. For 2016, 2015 and 2014, prices used for reserve estimates were \$42.75, \$50.28 and \$94.99 per barrel of West Texas Intermediate and gas prices of \$2.48, \$2.59 and \$4.35 per MMBTU per the Henry Hub spot. All prices were then adjusted for quality, transportation fees and differentials. Since the determination and valuation of proved reserves is a function of the interpretation of engineering and geologic data and prices for oil and gas and the cost to produce these reserves, the reserves presented should be expected to change as future information becomes available. For an estimate of the standardized measure of discounted future net cash flows from proved oil and gas reserves, please read **Note 19—Supplemental Oil and Gas Disclosures (Unaudited)** to our consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K.

The process of estimating oil and gas reserves is complex, involving decisions and assumptions in evaluating the available geological, geophysical, engineering and economic data. Accordingly, these estimates are imprecise. Actual future production, oil and gas prices, capital costs, operating costs, revenues, taxes and quantities of recoverable oil and gas reserves might vary from those estimated. Any



variance could materially affect the estimated quantities and present value of proved reserves. In addition, estimates of proved reserves may be adjusted to reflect production history, development, prevailing oil and gas prices and other factors, many of which are beyond our control.

The primary internal technical person in charge of overseeing our reserves estimates has a Bachelor of Science in Physics and Mathematics and a Master's of Science in Civil Engineering. He has over 40 years of domestic and international experience in the exploration and production business including 40 years of reserve evaluations. He has been a registered Professional Engineer for over 25 years.

As part of our internal control over financial reporting, we have a process for reviewing well production data and division of interest percentages prior to submitting well level data to NSAI to assist us in preparing reserve estimates. Our primary internal technical person and other members of management review the reserve estimates prepared by NSAI, including the underlying assumptions and estimates upon which they are based, for accuracy and reasonableness.

### ***Production***

In 2016, 2015 and 2014, oil and gas produced was approximately 291,000, 1,158,500 and 931,100 barrels of oil at an average realized price of \$27.58, \$40.08 and \$80.63 per barrel and 1,139.5, 2,134.8 and 2,060.2 MMcf of gas at an average realized price of \$2.04, \$2.60 and \$4.19 per Mcf. Natural gas liquids (NGLs) are aggregated with oil volumes and prices.

In 2016, 2015 and 2014, production lifting costs, which exclude ad valorem and severance taxes, were \$12.33, \$12.95 and \$13.40 per BOE.

### ***Drilling and Other Exploratory and Development Activities***

The following tables set forth the number of gross and net oil and gas wells in which we participated:

Year	Gross Wells						
	Total	Exploratory			Development		
		Oil	Gas	Dry	Oil	Gas	Dry
2016	—	—	—	—	—	—	—
2015 <sup>(a)</sup>	38	2	—	1	34	—	1
2014 <sup>(b)</sup>	119	21	—	32	46	1	19

(a) Of the gross wells drilled in 2015, we operated 3 wells or 8 percent. The remaining wells represent our participations in wells operated by others. The exploratory dry hole was located in Oklahoma.

(b) Of the gross wells drilled in 2014, we operated 72 wells or 61 percent. The remaining wells represent our participations in wells operated by others. Dry holes were principally located in Nebraska, Kansas and Oklahoma.

Year	Net Wells						
	Total	Exploratory			Development		
		Oil	Gas	Dry	Oil	Gas	Dry
2016	—	—	—	—	—	—	—
2015	6.3	0.7	—	0.8	4.3	—	0.5
2014	57.3	11.9	—	20.1	13.6	0.1	11.6

**Present Activities**

None.

**Delivery Commitments**

We have no oil or gas delivery commitments.

**Wells and Acreage**

The number of productive wells as of year-end 2016 follows:

	<b>Productive Wells</b>	
	<b>Gross</b>	<b>Net</b>
<b>Consolidated entities:</b>		
Oil .....	274	40.8
Gas .....	177	12.2
Total .....	451	53.0
<b>Ventures accounted for using the equity method:</b>		
Oil .....	—	—
Gas .....	23	1.8
Total .....	23	1.8
<b>Total consolidated and equity method ventures:</b>		
Oil .....	274	40.8
Gas .....	200	14.0
Total .....	474	54.8

At year-end 2016, 2015 and 2014, we had royalty interests in 473, 534 and 551 gross wells. In addition, at year-end 2016, 2015 and 2014, we had working interests in 32, 400 and 426 gross wells. At year-end 2016, we had 78 working interest wells in Wyoming, of which 77 of them are shut in wells, and not included in our productive well count, in which we have 10 percent working interest and have associated plugging liabilities accrued on the balance sheet based on the present value of our estimated future obligation.

We did not have any wells with production of synthetic oil, synthetic gas or products of other non-renewable natural resources that are intended to be upgraded into synthetic oil and gas as of year-end 2016, 2015 or 2014.

At year-end 2016, our remaining working interests represent approximately 4,300 gross developed acres and 890 net developed acres leased from others that are held by production. At year-end 2016, we had approximately 8,100 gross undeveloped acres and 5,900 net undeveloped acres leased from others.

**Markets**

Oil and gas revenues are influenced by prices of, and global and domestic supply and demand for, oil and gas. These commodities as determined by both regional and global markets depend on numerous factors beyond our control, including seasonality, the condition of the domestic and global economies, political conditions in other oil and gas producing countries, the extent of domestic production and imports of oil and gas, the proximity and capacity of gas pipelines and other transportation facilities, supply and demand for oil and gas and the effects of federal, state and local regulation. The oil and gas industry also competes with other industries in supplying the energy and fuel requirements of industrial, commercial and individual consumers. The price of crude oil decreased

during the first half of 2016 as compared with the first half of 2015. Prices increased during the second half of 2016 as compared to the first half of 2016 as the number of U.S. crude oil rigs and inventories declined in the last half of 2015 and into early 2016. Natural gas prices decreased in 2016 compared with 2015, primarily due to domestic oversupply driven by lack of a normal winter withdrawal cycle in the winter of 2015-2016. West Texas Intermediate (WTI) oil prices averaged \$43.33 per Bbl in 2016, nearly 11% lower than in 2015, and \$48.66 per Bbl in 2015, nearly 48% lower than in 2014.

Mineral leasing activity is influenced by changes in commodity prices, the location of our owned mineral interests relative to existing or projected oil and gas reserves, the proximity of successful production efforts to our mineral interests and the evolution of new plays and improvements in drilling and extraction technology.

### ***Competition***

The oil and gas industry is highly competitive, and we compete with a substantial number of other companies that may have greater resources than us. Many of these companies explore for, produce and market oil and gas, carry on refining operations and market the end products on a worldwide basis. The primary areas in which we face competition are from alternative fuel sources, including coal, heating oil, imported LNG, nuclear and other nonrenewable fuel sources, and renewable fuel sources such as wind, solar, geothermal, hydropower and biomass. Competitive conditions may also be substantially affected by various forms of energy legislation and/or regulation considered from time to time by the United States government. It is not possible to predict whether such legislation or regulation may ultimately be adopted or its precise effects upon our future operations. Such laws and regulations may, however, substantially increase the costs of exploring for, developing or producing oil and gas.

In locations where our owned mineral interests are close to producing wells and proven reserves, we may have multiple parties interested in leasing our minerals. Conversely, where our mineral interests are in or near areas where reserves have not been discovered, we may receive nominal interest in leasing our minerals. Portions of our Texas and Louisiana minerals are in close proximity to producing wells and proven reserves. Interest in leasing our minerals is correlated with the economics of production which are substantially influenced by current oil and gas prices and improvements in drilling and extraction technologies.

### **Other**

We sell wood fiber from portions of our land, primarily in Georgia, and lease land for recreational uses. We have 19,000 acres of non-core timberland and undeveloped land we own directly that was classified as assets held for sale at year-end 2016. We have water interests in 1.5 million acres which includes a 45 percent nonparticipating royalty interest in groundwater produced or withdrawn for commercial purposes or sold from 1.4 million acres in Texas, Louisiana, Georgia and Alabama, and 20,000 acres of groundwater leases in central Texas which was classified as assets held for sale at year-end 2016. We have not received significant revenues or earnings from these interests.

### ***Competition***

We face competition from other landowners for the sale of wood fiber. Some of these competitors own similar timber assets that are located in the same or nearby markets. However, due to its weight, the cost for transporting wood fiber long distances is significant, resulting in a competitive advantage for timber that is located reasonably close to paper and building products manufacturing facilities.

## **Employees**

At year-end 2016, we had 59 employees. None of our employees participate in collective bargaining arrangements. We believe we have a good relationship with our employees.

## **Environmental Regulations**

Our operations are subject to federal, state and local laws, regulations and ordinances relating to protection of public health and the environment. Changes to laws and regulations may adversely affect our ability to develop real estate, develop minerals, harvest and sell timber, or withdraw groundwater, or may require us to investigate and remediate contaminated properties. These laws and regulations may relate to, among other things, water quality, endangered species, protection and restoration of natural resources, timber harvesting practices, and remedial standards for contaminated property and groundwater. Additionally, these laws may impose liability on property owners or operators for the costs of removal or remediation of hazardous or toxic substances on real property, without regard to whether the owner or operator knew, or was responsible for, the presence of the hazardous or toxic substances. The presence of, or the failure to properly remediate, such substances may adversely affect the value of a property, as well as our ability to sell the property or to borrow funds using that property as collateral or the ability to produce oil and gas from that property. Environmental claims generally would not be covered by our insurance programs.

The particular environmental laws that apply to any given site vary according to the site's location, its environmental condition, and the present and former uses of the site and adjoining properties. Environmental laws and conditions may result in delays, may cause us to incur substantial compliance or other costs and can prohibit or severely restrict development activity or mineral production in environmentally sensitive regions or areas, which could negatively affect our results of operations.

In 2016, we sold all but 25 of our 289 acres near Antioch, California, approximately 80 acres of which had not yet received a certificate of completion under the voluntary remediation program in which we were participating. The buyer of the former paper manufacturing sites assumed responsibility for environmental, remediation and monitoring activities, subject to limited exclusions, and obtained a \$20,000,000, ten year pollution legal liability insurance policy naming us as an additional insured.

Oil and gas operations are subject to numerous federal, state and local laws and regulations controlling the generation, use, processing, storage, transportation, disposal and discharge of materials into the environment or otherwise relating to the protection of the environment. These laws and regulations affect our operations and costs as a result of their impact on oil and gas production operations. Failure to comply with these laws and regulations may result in the assessment of administrative, civil and criminal penalties, including the assessment of monetary penalties, the imposition of investigatory and remedial obligations, the suspension or revocation of necessary permits, licenses and authorizations, the requirement that additional pollution controls be installed and the issuance of orders enjoining future operations or imposing additional compliance requirements.

Compliance with environmental laws and regulations increases our overall cost of business, but has not had, to date, a material adverse effect on our operations, financial condition or results of operations. It is not anticipated, based on current laws and regulations, that we will be required in the near future to expend amounts (whether for environmental control equipment, modification of facilities or otherwise) that are material in relation to our total development expenditure program in order to comply with such laws and regulations. However, given that such laws and regulations are subject to change, we are unable to predict the ultimate cost of compliance or the ultimate effect on our operations, financial condition and results of operations.

## Available Information

Forestar Group Inc. is a Delaware corporation. Our principal executive offices are located at 6300 Bee Cave Road, Building Two, Suite 500, Austin, Texas 78746-5149. Our telephone number is (512) 433-5200.

From our Internet website, <http://www.foresargroup.com>, you may obtain additional information about us including:

- our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and other documents as soon as reasonably practicable after we file them with SEC;
- beneficial ownership reports filed by officers, directors, and principal security holders under Section 16(a) of the Securities Exchange Act of 1934, as amended (or the “Exchange Act”); and
- corporate governance information that includes our:
  - corporate governance guidelines,
  - audit committee charter
  - management development and executive compensation committee charter,
  - nominating and governance committee charter,
  - standards of business conduct and ethics,
  - code of ethics for senior financial officers, and
  - information on how to communicate directly with our board of directors.

We will also provide printed copies of any of these documents to any stockholder free of charge upon request. In addition, the materials we file with the SEC may be read and copied at the SEC’s Public Reference Room at 100 F Street, NE, Washington, DC 20549. Information about the operation of the Public Reference Room is available by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site (<http://www.sec.gov>) that contains reports, proxy and information statements, and other information that is filed electronically with the SEC.

## Executive Officers

The names, ages and titles of our executive officers are:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Phillip J. Weber . . . . .	56	Chief Executive Officer
Charles D. Jehl . . . . .	48	Chief Financial Officer and Treasurer
David M. Grimm . . . . .	56	Chief Administrative Officer, Executive Vice President, General Counsel and Secretary
Michael J. Quinley . . . . .	55	President—Community Development

Phillip J. Weber has served as our Chief Executive Officer since September 2015. He has served as Chairman of the Real Estate Investment Committee since May 2013 and previously served as Executive Vice President—Water Resources from May 2013 to September 2015 and as Executive Vice President—Real Estate from 2009 to May 2013. Prior to joining Forestar, he served the Federal National Mortgage Association (Fannie Mae) as Senior Vice President—Multifamily from 2006 to October 2009, as Chief of Staff to the CEO from 2004 to 2006, as Chief of Staff to non-Executive Chairman of the Board and Corporate Secretary from 2005 to 2006, and as Senior Vice President, Corporate Development in 2005.

Charles D. Jehl has served as our Chief Financial Officer and Treasurer since September 2015. He previously served as our Executive Vice President—Oil and Gas from February 2015 to September 2015, as Executive Vice President—Oil and Gas Business Administration from 2013 to February 2015, and as Chief Accounting Officer from 2006 to 2013. Mr. Jehl served as Chief Operations Officer and Chief Financial Officer of Guaranty Insurance Services, Inc. from 2005 to 2006, and as Senior Vice President and Controller from 2000 to 2005. From 1989 to 1999, Mr. Jehl held various financial management positions within Temple-Inland's financial services segment. Mr. Jehl is also a Certified Public Accountant.

David M. Grimm has served as our Chief Administrative Officer since 2007, in addition to holding the offices of General Counsel and Secretary since 2006. Mr. Grimm served Temple-Inland Inc. as Group General Counsel from 2005 to 2006, Associate General Counsel from 2003 to 2005, and held various other legal positions from 1992 to 2003. Prior to joining Temple-Inland Inc., he was an attorney in private practice in Dallas, Texas. Mr. Grimm is also a Certified Public Accountant. Mr. Grimm will retire from the Company effective March 31, 2017.

Michael J. Quinley has served as our President—Community Development since September 2015. He previously served as our Executive Vice President—Real Estate, East Region from 2011 to September 2015, as Executive Vice President—Eastern Region Real Estate Investments & Development from 2010 to 2011, and as Executive Vice President—Eastern Region Developments & Investments from 2008 to 2010. He has more than 30 years of prior real estate experience, including as CEO of Patrick Malloy Communities, as Senior Executive Vice President of Cousins Properties Incorporated and as Senior Vice President and CFO of Peachtree Corners Inc., all based in Atlanta.

## **Item 1A. Risk Factors.**

### **General Risks Related to our Operations**

***Both our real estate and mineral resources businesses are cyclical in nature.***

The operating results of our business segments reflect the general cyclical pattern of each segment. While the cycles of each industry do not necessarily coincide, demand and prices in each may drop substantially during the same period. Real estate development of residential lots is further influenced by new home construction activity, which can be volatile. Mineral resources may be further influenced by national and international commodity prices, principally for oil and gas. Cyclical downturns may materially and adversely affect our business, liquidity, financial condition and results of operations. All of our operations are impacted by both national and global economic conditions.

***The real estate and mineral resources industries are highly competitive and a number of entities with which we compete are larger and have greater resources, and competitive conditions may adversely affect our results of operations.***

The real estate and mineral resources industries in which we operate are highly competitive and are affected to varying degrees by supply and demand factors and economic conditions, including changes in interest rates, new housing starts, home repair and remodeling activities, credit availability, consumer confidence, unemployment, housing affordability, changes in commodity prices, and federal energy policies.

Competitive conditions in the real estate industry may result in difficulties acquiring suitable land at acceptable prices, lower sales volumes and prices, increased development or construction costs and delays in construction and leasing. We compete with numerous regional and local developers for the acquisition, entitlement, and development of land suitable for development. We also compete with national, regional and local home builders who develop real estate for their own use in homebuilding operations, many of which are larger and have greater resources, including greater marketing budgets. Any improvement in the cost structure or service of our competitors will increase the competition we face.

Our business, financial condition and results of operations may be negatively affected by any of these factors.

***We may be unable to successfully divest our non-core assets at favorable prices or on our target schedule, which could adversely affect our results of operations or cash flows.***

We have announced that we are focused on our core community development business, and that we intend to exit non-core, non-residential housing assets. The sale of non-core real estate assets may be impacted by market conditions outside of our control, such as capitalization rates, anticipated market demand and job growth, property location and other existing or anticipated competitive properties, interest rates, availability of financing, and other factors that we do not control. Our ability to divest non-core assets, the timing for such divestments, and the prices we may ultimately receive may be impacted by the foregoing or other factors.

***We may have continuing liabilities relating to non-core assets that have been sold, which could adversely impact our results of operations.***

In the course of selling our non-core assets we are typically required to make contractual representations and warranties and to provide contractual indemnities to the buyers. These contractual obligations typically survive the closing of the transactions for some period of time. If a buyer is successful in sustaining a claim against us we may incur additional expenses pertaining to an asset we no longer own, and we may also be obligated to defend and/or indemnify the buyer from certain third

party claims. Such obligations could be material and they could adversely impact our results of operations.

***Any significant reduction in our borrowing base under our senior secured credit facility as a result of the sale of non-core assets may reduce the credit that is available to us under the facility and impact our ability to fund our operations.***

Our senior secured credit facility is secured by some of our assets, and the borrowing base available to us thereunder is derived substantially from valuations associated with the assets pledged. Historically, a substantial portion of the borrowing base was derived from valuations associated with non-core assets, many of which were sold in 2015 and 2016. A portion of the existing borrowing base is also supported by non-core assets that we may market for sale or sell in the near future. Although we have additional assets that have not been but could be pledged to support additional borrowing capacity under our senior secured credit facility, until such time as additional assets are pledged, the reduction of the borrowing base could negatively impact our ability to fund our operations and, as a result may have a material adverse effect on our financial position, results of operation and cash flow.

***Restrictive covenants under our senior secured credit facility and indentures governing our 3.75% convertible senior notes may limit the manner in which we operate.***

Our senior secured credit facility and indentures covering our 3.75% convertible senior notes contain various covenants and conditions that limit our ability to, among other things:

- incur or guarantee additional debt;
- pay dividends or make distributions to our stockholders;
- repurchase or redeem capital stock or subordinated indebtedness;
- make loans, investments or acquisitions;
- incur restrictions on the ability of certain of our subsidiaries to pay dividends or to make other payments to us;
- enter into transactions with affiliates;
- create liens;
- merge or consolidate with other companies or transfer all or substantially all of our assets; and
- transfer or sell assets, including capital stock of subsidiaries.

As a result of these covenants, we are limited in the manner in which we conduct our business and we may be unable to engage in favorable business activities or finance future operations or capital needs.

***Despite current indebtedness levels, we and our subsidiaries may be able to incur substantially more debt.***

We and our subsidiaries may be able to incur substantial additional indebtedness in the future. If new debt is added to our and our subsidiaries' current debt levels, the related risks that we and they now face could intensify.

***We may be unable to fully realize the benefits of our tax attributes if we experience an ownership change.***

We have significant deferred tax assets that are generally available to offset future taxable income or income tax. If we experienced an "ownership change" under Section 382 of the Internal Revenue Code ("Section 382"), Section 382 would impose an annual limit on the amount of our future taxable income that may be reduced by our tax attributes, such as built in losses and other tax attributes ("Tax



Benefits”), existing prior to the ownership change. In general, an ownership change would occur if our “5-percent shareholders” (as defined in Section 382) collectively increase their ownership in the Company by more than 50 percentage points over their lowest ownership percentage within a rolling three-year period. For these purposes, a 5-percent shareholder is generally any person or group of persons that at any time during the relevant three-year period has owned 5 percent or more of our outstanding common stock. Under Section 382, stock ownership is determined under complex attribution rules and generally includes shares held directly, indirectly (through intervening entities), and constructively (by certain related parties and certain unrelated parties acting as a group). On January 5, 2017, we adopted a Tax Benefits Preservation Plan in order to help protect our tax attributes, such as built-in losses and other tax attributes. Our Tax Benefits Preservation Plan is intended to provide a meaningful deterrent effect against acquisitions of our common stock that could cause the Company to experience an ownership change; however, the Tax Benefits Preservation Plan does not guarantee that the Company will not experience an ownership change. If an ownership change were to occur, our ability to use our Tax Benefits in the future would be limited, which would have a significant negative impact on our financial position and results of operations. The ratification of the extension of the Tax Benefits Preservation Plan to January 5, 2020 is subject to shareholder approval at the Company’s 2017 Annual Meeting. If our shareholders do not approve such extension, the Tax Benefits Preservation Plan will expire on January 5, 2018. Please read **Note 21—Subsequent Events** for additional information about the Tax Benefits Preservation Plan.

*The market price of and trading volume of our shares of common stock may be volatile.*

The market price of our shares of common stock has fluctuated substantially and may continue to fluctuate in response to many factors which are beyond our control, including:

- fluctuations in our operating results, including results that vary from expectations of management, analysts and investors;
- announcements of strategic developments, acquisitions, financings and other material events by us or our competitors;
- the sale of a substantial number of shares of our common stock held by existing security holders in the public market; and
- general conditions in the real estate and mineral resources industries.

The stock markets in general may experience extreme volatility that may be unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock, make it difficult to predict the market price of our common stock in the future and cause the value of our common stock to decline.

*Provisions of Delaware law, our charter documents, the Tax Benefits Preservation Plan and the indentures governing the 3.75% convertible senior notes may impede or discourage a takeover, which could cause the market price of our common stock to decline.*

We are a Delaware corporation, and the anti-takeover provisions of Delaware law impose various impediments to the ability of a third party to acquire control of us, even if a change in control would be beneficial to our existing stockholders. In addition, our Tax Benefits Preservation Plan could be deemed to have an “anti-takeover” effect because, among other things, an Acquiring Person (as defined under the Tax Benefits Preservation Plan) may be diluted upon the occurrence of a triggering event. Our board of directors also has the power, without stockholder approval, to designate the terms of one or more series of preferred stock and issue shares of preferred stock. These and other impediments to third party acquisition or change of control could limit the price investors are willing to pay for shares of our common stock, which could in turn reduce the market price of our common

stock. In addition, upon the occurrence of a fundamental change under the terms of the convertible senior notes, certain repurchase rights and early settlement rights would be triggered under the indentures governing the convertible senior notes. In such event, the increase of the conversion or early settlement rate, as applicable, in connection with certain make-whole fundamental change transactions under the terms of the convertible senior notes could discourage a potential acquirer.

*Our activities are subject to environmental regulations and liabilities that could have a negative effect on our operating results.*

Our operations are subject to federal, state and local laws and regulations related to the protection of the environment. Compliance with these provisions or the promulgation of new environmental laws and regulations may result in delays, may cause us to invest substantial funds to ensure compliance with applicable environmental regulations and can prohibit or severely restrict timber harvesting, real estate development or mineral production activity in environmentally sensitive regions or areas.

*Our business may suffer if we lose key personnel.*

We depend to a large extent on the services of certain key management personnel. These individuals have extensive experience and expertise in our business segments in which they work. The loss of any of these individuals could have a material adverse effect on our operations. We do not maintain key-man life insurance with respect to any of our employees. Our success will be dependent on our ability to continue to employ and retain skilled personnel in each of our business segments.

#### **Risks Related to our Real Estate Operations**

*Reduced demand for new housing or commercial tracts in the markets where we operate could adversely impact our profitability.*

The residential development industry is cyclical and is significantly affected by changes in general and local economic conditions, such as employment levels, availability of financing for home buyers, interest rates, consumer confidence and housing demand. Adverse changes in these conditions generally, or in the markets where we operate, could decrease demand for lots for new homes in these areas. Decline in housing demand could negatively affect our real estate development activities, which could result in a decrease in our revenues and earnings.

Furthermore, the market value of undeveloped land and lots held by us, including commercial tracts, can fluctuate significantly as a result of changing economic and real estate market conditions. If there are significant adverse changes in economic or real estate market conditions, we may have to hold land in inventory longer than planned. Inventory carrying costs can be significant and can result in losses or lower returns and adversely affect our liquidity.

*Development of real estate entails a lengthy, uncertain and costly entitlement process.*

Approval to develop real property entails an extensive entitlement process involving multiple and overlapping regulatory jurisdictions and often requiring discretionary action by local governments. This process is often political, uncertain and may require significant exactions in order to secure approvals. Real estate projects must generally comply with local land development regulations and may need to comply with state and federal regulations. The process to comply with these regulations is usually lengthy and costly, may not result in the approvals we seek, and can be expected to materially affect our real estate development activities, which may adversely affect our business, liquidity, financial condition and results of operations.

***Our real estate development operations are currently concentrated in the major markets of Texas, and as a result, our financial results may be significantly influenced by the Texas economy.***

The economic growth and strength of Texas, where the majority of our real estate development activity is located, are important factors in sustaining demand for our real estate development activities. The decline in oil prices over the past several years may impact near-term job growth and housing demand in Texas, particularly in Houston, where the energy industry has traditionally generated significant job growth. As a result, any adverse impact to the economic growth and health, or infrastructure development, of Texas could materially adversely affect our business, liquidity, financial condition and results of operations.

***Our real estate development operations are highly dependent upon national, regional and local home builders.***

We are highly dependent upon our relationships with national, regional, and local home builders to purchase lots in our residential developments. If home builders do not view our developments as desirable locations for homebuilding operations, or if home builders are limited in their ability to conduct operations due to economic conditions, our business, liquidity, financial condition and results of operations will be adversely affected.

In addition, we enter into contracts to sell lots to home builders. A home builder could decide to delay purchases of lots in one or more of our developments due to adverse real estate conditions wholly unrelated to our areas of operations, such as the corporate decisions regarding allocation of limited capital or human resources. As a result, we may sell fewer lots and may have lower sales revenues, which could have an adverse effect on our business, liquidity, financial condition and results of operations.

***Our strategic partners may have interests that differ from ours and may take actions that adversely affect us.***

We enter into strategic alliances or venture relationships as part of our overall strategy for particular developments or regions. While these partners may bring development experience, industry expertise, financing capabilities, local credibility or other competitive attributes, they may also have economic or business interests or goals that are inconsistent with ours or that are influenced by factors unrelated to our business. We may also be subject to adverse business consequences if the market reputation or financial condition of a partner deteriorates, or if a partner takes actions inconsistent with our interest.

When we enter into a venture, we may rely on our venture partner to fund its share of capital commitments to the venture and to otherwise fulfill its operating and financial obligations. Failure of a venture partner to timely satisfy its funding or other obligations to the venture could require us to elect whether to increase our financial or other operating support of the venture in order to preserve our investment, which may reduce our returns or cause us to incur losses, or to not fund such obligations, which may subject the venture and us to adverse consequences or increase our financial exposure in the project.

***Debt within some of our ventures may not be renewed or may be difficult or more expensive to replace.***

As of December 31, 2016, our unconsolidated ventures had approximately \$128.3 million of debt, of which \$78.6 million was non-recourse to us. When debt within our ventures matures, some of our ventures may be unable to renew existing loans or secure replacement financing, or replacement financing may be more expensive. If our ventures are unable to renew existing loans or secure replacement financing, we may be required to contribute additional equity or elect to loan or contribute funds to our ventures, which could increase our risk or increase our borrowings under our

senior secured credit facility, or both. If our ventures secure replacement financing that is more expensive, our profits may be reduced.

***Delays or failures by governmental authorities to take expected actions could reduce our returns or cause us to incur losses on certain real estate development projects.***

For certain projects, we rely on governmental utility and special improvement districts to issue bonds to reimburse us for qualified expenses, such as road and utility infrastructure costs. Bonds must be supported by district tax revenues, usually from ad valorem taxes. Slowing new home sales, decreasing real estate prices or difficult credit markets for bond sales can reduce or delay district bond sale revenues, causing such districts to delay reimbursement of our qualified expenses. Failure to receive timely reimbursement for qualified expenses could adversely affect our cash flows and reduce our returns or cause us to incur losses on certain real estate development projects.

***Failure to succeed in new markets may limit our growth.***

We may from time to time commence development activity or make acquisitions outside of our existing market areas if appropriate opportunities arise. Our historical experience in existing markets does not ensure that we will be able to operate successfully in new markets. We may be exposed to a variety of risks if we choose to enter new markets, including, among others:

- an inability to accurately evaluate local housing market conditions and local economies;
- an inability to obtain land for development or to identify appropriate acquisition opportunities;
- an inability to hire and retain key personnel;
- an inability to successfully integrate operations; and lack of familiarity with local governmental and permitting procedures.

#### **Risks Related to our Mineral Resources Operations**

***We do not operate any properties, and have limited control over the activities on properties we do not operate.***

The properties in which we have an interest are operated by other companies and involve third-party working interest owners. As a result, we have limited ability to influence or control the operation or future development of such properties, including compliance with environmental, safety and other regulations, or the amount of capital expenditures that we will be required to fund with respect to such properties. Decisions by other parties may significantly influence the revenues we receive from our mineral resources.

***Volatile oil and natural gas prices could adversely affect our cash flows and results of operations.***

Our cash flows and results of operations are dependent in part on oil and natural gas prices, which can be volatile. Any substantial or extended decline in the price of oil and natural gas could have a negative impact on our business operations and future revenues. Moreover, oil and natural gas prices depend on factors we cannot control, such as: changes in foreign and domestic supply and demand for oil and natural gas; actions by the Organization of Petroleum Exporting Countries; weather; political conditions in other oil-producing countries, including the possibility of insurgency or war in such areas; prices of foreign exports; domestic and international drilling activity; price and availability of alternate fuel sources; the value of the U.S. dollar relative to other major currencies; the level and effect of trading in commodity markets, the effect of worldwide energy conservation measures, and governmental regulations.

***The ability to sell and deliver oil and natural gas produced from wells on our mineral interests could be materially and adversely affected if adequate gathering, processing, compression and transportation services are not obtained.***

The sale of oil and natural gas produced from wells on our mineral interests depends on a number of factors beyond our control, including the availability, proximity and capacity of, and costs associated with, gathering, processing, compression and transportation facilities owned by third parties. These facilities may be temporarily unavailable due to market conditions, mechanical reasons or other factors or conditions, and may not be available to us in the future on terms we consider acceptable, if at all. Any significant change in market or other conditions affecting these facilities or the availability of these facilities, including due to our failure or inability to obtain access to these facilities on terms acceptable to us or at all, could materially and adversely affect our business and, in turn, our financial condition and results of operations.

***Our reserves and production will decline from their current levels.***

The rate of production from oil and natural gas properties generally declines as reserves are produced. Our reserves will decline as they are produced which could materially and adversely affect our future cash flow and results of operations.

***A portion of our oil and natural gas production may be subject to interruptions that could have a material and adverse effect on us.***

A portion of oil and natural gas production from our minerals may be interrupted, or shut in, from time to time for various reasons, including as a result of accidents, weather conditions, loss of gathering, processing, compression or transportation facility access or field labor issues, or intentionally as a result of market conditions such as oil and natural gas prices that we deem uneconomic. If a substantial amount of production is interrupted, our cash flow and, in turn, our results of operations could be materially and adversely affected.

***Weather and climate may have a significant and adverse impact on us.***

Demand for natural gas is, to a significant degree, dependent on weather and climate, which impacts, among other things, the price we receive for the commodities produced from wells on our mineral interests and, in turn, our cash flow and results of operations. For example, relatively warm temperatures during a winter season generally result in relatively lower demand for natural gas (as less natural gas is used to heat residences and businesses) and, as a result, relatively lower prices for natural gas production.

***Our estimated proved reserves are based on many assumptions that may prove to be inaccurate. Any material inaccuracies in these reserve estimates or underlying assumptions will materially affect the quantities and present value of our reserves.***

The process of estimating oil and natural gas reserves is complex involving decisions and assumptions in evaluating the available geological, geophysical, engineering and economic data. Accordingly, these estimates are imprecise. Actual future production, oil and natural gas prices, revenues, taxes and quantities of recoverable oil and natural gas reserves might vary from those estimated. Any variance could materially affect the estimated quantities and present value of proved developed reserves. In addition, we may adjust estimates of proved reserves to reflect production history, development, prevailing oil and natural gas prices and other factors, many of which are beyond our control.

*The standardized measure of future net cash flows from our proved reserves is not necessarily the same as the current market value of our estimated reserves. Any material inaccuracies in reserve estimates or underlying assumptions will materially affect the quantities and present value of our reserves.*

As required by SEC regulations, we base the estimated discounted future net cash flows from our proved reserves on prices and costs in effect at the time of the estimate. However, actual future net cash flows from our properties will be affected by numerous factors not subject to our control.

The timing of production will affect the timing of actual future net cash flows from proved reserves, and thus their actual present value. In addition, the 10% discount factor we use when calculating discounted future net cash flow, which is required by the SEC, may not be the most appropriate discount factor based on interest rates in effect from time to time and risks associated with us or the oil and natural gas industry in general. Any material inaccuracies in our reserve estimates or underlying assumptions will materially affect the quantities and present value of our reserves.

*A significant portion of our Louisiana owned net mineral acres are subject to prescription of non-use under Louisiana law.*

A significant portion of our Louisiana owned net mineral acres were severed from surface ownership and retained by creation of one or more mineral servitudes shortly before our 2007 spin-off. Under Louisiana law, a mineral servitude that is not producing minerals or which has not been the subject of good-faith drilling operations will cease to burden the property upon the tenth anniversary of the date of its creation. Upon such event, the mineral rights effectively will revert to the surface owner and we will no longer own the right to lease, explore for or produce minerals from such acreage. The total number of net acres subject to prescription can fluctuate based on oil and gas development and production activities. Some or all of approximately 70,000 of our Louisiana net acres may revert to the surface owner unless drilling operations or production activities commences prior to October 2017.

#### **Risks Related to our Other Operations**

*Our water interests may require governmental permits, the consent of third parties and/or completion of significant transportation infrastructure prior to commercialization, all of which are dependent on the actions of others.*

Many jurisdictions require governmental permits to withdraw and transport water for commercial uses, the granting of which may be subject to discretionary determinations by such jurisdictions regarding necessity. In addition, we do not own the executory rights related to our non-participating royalty interest, and as a result, third-party consent from the executor rights owner(s) would be required prior to production. The process to obtain permits can be lengthy, and governmental jurisdictions or third parties from whom we seek permits or consent may not provide the approvals we seek. We may be unable to secure buyers at commercially economic prices for water that we have a right to extract and transport, and transportation infrastructure across property not owned or controlled by us is required for transport of water prior to commercial use. Such infrastructure can require significant capital and may also require the consent of third parties. We may not have cost effective means to transport water from property we own, lease or manage to buyers. As a result, we may lose some or all of our investment in water assets, or our returns may be diminished.

#### **Item 1B. Unresolved Staff Comments.**

None.

**Item 2. *Properties.***

Our principal executive offices are located in Austin, Texas, where we lease approximately 22,000 square feet. We also lease office space in Atlanta, Georgia; Dallas, Texas; Denver, Colorado; and Houston, Texas. We believe these offices are suitable for conducting our business.

For a description of our properties in our real estate, mineral resources and other segments, see “Business—Real Estate”, “Business—Mineral Resources” and “Business—Other”, respectively, in Part I, Item 1 of this Annual Report on Form 10-K.

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

We are involved directly or through ventures in various legal proceedings that arise from time to time in the ordinary course of doing business. We believe we have established adequate reserves for any probable losses and that the outcome of any of the proceedings should not have a material adverse effect on our financial position or long-term results of operations or cash flows. It is possible, however, that charges related to these matters could be significant to results of operations or cash flow in any single accounting period.

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

Not Applicable.

## PART II

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

#### Market Information

Our common stock is traded on the New York Stock Exchange. The high and low sales prices in each quarter in 2016 and 2015 were:

	2016		2015	
	Price Range		Price Range	
	High	Low	High	Low
First Quarter . . . . .	\$13.04	\$ 8.40	\$15.91	\$13.27
Second Quarter . . . . .	\$13.74	\$11.23	\$16.29	\$13.16
Third Quarter . . . . .	\$12.80	\$11.33	\$13.67	\$11.98
Fourth Quarter . . . . .	\$13.65	\$10.75	\$14.59	\$10.58
For the Year . . . . .	\$13.74	\$ 8.40	\$16.29	\$10.58

#### Shareholders

Our stock transfer records indicated that as of February 27, 2017, there were approximately 3,144 holders of record of our common stock.

#### Dividend Policy

We currently intend to retain any future earnings to support our business. The declaration and payment of any future dividends will be at the discretion of our Board of Directors after taking into account various factors, including without limitation, our financial condition, earnings, capital requirements of our business, the terms of any credit agreements or indentures to which we may be a party at the time, legal requirements, industry practice, and other factors that our Board of Directors deems relevant.

#### Issuer Purchases of Equity Securities<sup>(a)</sup>

Period	Total Number of Shares Purchased <sup>(b)</sup>	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan or Programs	Maximum Number of Shares That May Yet be Purchased Under the Plans or Programs
Month 10 (10/1/2016 - 10/31/2016) . . . . .	—	\$ —	—	3,222,692
Month 11 (11/1/2016 - 11/30/2016) . . . . .	56	\$11.10	—	3,222,692
Month 12 (12/1/2016 - 12/31/2016) . . . . .	—	\$ —	—	3,222,692
Total . . . . .	<u>56</u>	\$11.10	<u>—</u>	

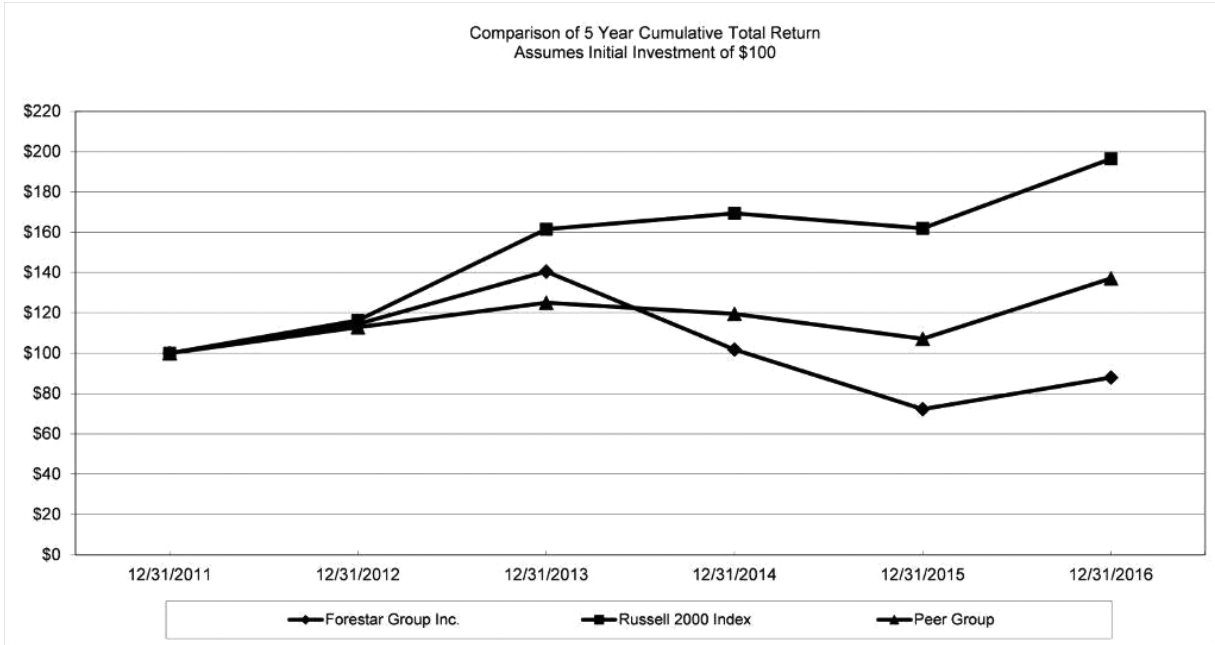
<sup>(a)</sup> On February 11, 2009, we announced that our Board of Directors authorized the repurchase of up to 7,000,000 shares of our common stock. We have purchased 3,777,308 shares under this authorization, which has no expiration date. We have no repurchase plans or programs that expired during the period covered by the table above and no repurchase plans or programs that we intend to terminate prior to expiration or under which we no longer intend to make further purchases.



(b) Includes shares withheld to pay taxes in connection with vesting of restricted stock awards and exercises of stock options.

**Performance Graph**

Our 2016 peer group consists of the following real estate and oil and gas companies: Alexander & Baldwin, Inc., AV Homes Inc., Approach Resources, Inc., Cousins Properties Incorporated, Contango Oil and Gas Co., Goodrich Petroleum Corp., Matador Resources Co., Petroquest Energy Inc., Post Properties, Inc., Potlatch Corporation, PS Business Parks, Inc., Resolute Energy Corp., The St. Joe Company, and Tejon Ranch Co. Magnum Hunter Resources Corp. and Penn Virginia Corp are omitted from our peer group because they have ceased trading.



Pursuant to SEC rules, returns of each of the companies in the Peer Index are weighted according to the respective company’s stock market capitalization at the beginning of each period for which a return is indicated.

**Item 6. Selected Financial Data.**

	For the Year				
	2016	2015	2014	2013	2012
	(In thousands, except per share amount)				
<b>Revenues:</b>					
Real estate . . . . .	\$190,273	\$ 202,830	\$ 213,112	\$ 248,011	\$120,115
Mineral resources . . . . .	5,076	9,094	15,690	21,419	34,086
Other . . . . .	1,965	6,652	9,362	10,721	8,256
Total revenues . . . . .	<u>\$197,314</u>	<u>\$ 218,576</u>	<u>\$ 238,164</u>	<u>\$ 280,151</u>	<u>\$162,457</u>
<b>Segment earnings (loss):</b>					
Real estate <sup>(a)</sup> . . . . .	\$121,420	\$ 67,678	\$ 96,906	\$ 68,454	\$ 53,582
Mineral resources . . . . .	3,327	4,230	9,116	14,815	29,190
Other . . . . .	(4,625)	(608)	5,499	6,507	29
Total segment earnings . . . . .	120,122	71,300	111,521	89,776	82,801
<b>Items not allocated to segments:</b>					
General and administrative expense <sup>(b)</sup> . .	(18,274)	(24,802)	(21,229)	(20,597)	(25,176)
Share-based compensation expense . . . .	(4,425)	(4,474)	(3,417)	(16,809)	(14,929)
Gain on sale of assets <sup>(c)</sup> . . . . .	48,891	—	—	—	16
Interest expense . . . . .	(19,985)	(34,066)	(30,286)	(20,004)	(19,363)
Loss on extinguishment of debt, net <sup>(d)</sup> . .	(35,864)	—	—	—	—
Other corporate non-operating income . .	350	256	453	119	191
Income from continuing operations before taxes attributable to Forestar Group, Inc. . . . .	90,815	8,214	57,042	32,485	23,540
Income tax expense <sup>(e)</sup> . . . . .	(15,302)	(35,131)	(20,850)	(5,780)	(9,016)
Net income (loss) from continuing operations attributable to Forestar Group Inc. . . . .	75,513	(26,917)	36,192	26,705	14,524
Income (loss) from discontinued operations, net of taxes <sup>(f)</sup> . . . . .	(16,865)	(186,130)	(19,609)	2,616	(1,582)
Net income (loss) attributable to Forestar Group Inc. . . . .	<u>\$ 58,648</u>	<u>\$(213,047)</u>	<u>\$ 16,583</u>	<u>\$ 29,321</u>	<u>\$ 12,942</u>
<b>Net income (loss) per diluted share:</b>					
Continuing operations . . . . .	\$ 1.78	\$ (0.79)	\$ 0.83	\$ 0.73	\$ 0.41
Discontinued operations . . . . .	\$ (0.40)	\$ (5.43)	\$ (0.45)	\$ 0.07	\$ (0.05)
Net income (loss) per diluted share . . . . .	<u>\$ 1.38</u>	<u>\$ (6.22)</u>	<u>\$ 0.38</u>	<u>\$ 0.80</u>	<u>\$ 0.36</u>
<b>Average diluted shares outstanding<sup>(g)</sup> . . . .</b>	42,334	34,266	43,596	36,813	35,482
<b>At year-end:</b>					
Assets . . . . .	\$733,208	\$ 972,246	\$1,247,606	\$1,168,027	\$917,869
Debt . . . . .	110,358	381,515	422,151	353,282	293,498
Noncontrolling interest . . . . .	1,467	2,515	2,540	5,552	4,059
Forestar Group Inc. shareholders' equity	560,651	501,600	707,202	709,845	529,488
Ratio of total debt to total capitalization	16%	43%	37%	33%	35%

<sup>(a)</sup> Real estate segment earnings (loss) includes gain on sale of assets of \$117,856,000 in 2016, \$1,585,000 in 2015, \$25,981,000 in 2014 and \$25,273,000 in 2012. Segment earnings also includes non-cash impairments of \$56,453,000 in 2016, \$1,044,000 in 2015, \$399,000 in 2014 and \$1,790,000

in 2013. Real estate segment earnings (loss) also include the effects of net (income) loss attributable to noncontrolling interests.

- (b) General administrative expense includes severance-related charges of \$3,314,000 in 2015 and \$6,323,000 in costs associated with our acquisition of Credo in 2012.
- (c) Gain on sale of assets in 2016 represents gains in accordance with our key initiatives to divest non-core timberland and undeveloped land.
- (d) Loss on extinguishment of debt, net is related to retirement of \$225,245,000 of our 8.5% Senior Secured Notes due 2022 and \$5,000,000 of our 3.75% of Convertible Senior Notes due 2020 in 2016.
- (e) In 2015, income tax expense includes an expense of \$97,068,000 for valuation allowance on a portion of our deferred tax asset that was determined to be more likely than not to be unrealizable. In 2013, income tax expense includes a benefit from recognition of \$6,326,000 of previously unrecognized tax benefits upon lapse of the statute of limitations for a previously reserved tax position.
- (f) Income (loss) from discontinued operations includes non-cash impairment charges of \$612,000 in 2016, \$163,029,000 in 2015, \$32,665,000 in 2014 and \$473,000 in 2013 related to proved properties and unproved leasehold interests related to our non-core oil and gas working interests. Income (loss) from discontinued operations also includes losses of \$13,664,000 in 2016 and \$706,000 in 2015 and gains of \$8,526,000 in 2014 associated with sale of working interest oil and gas properties.
- (g) Our 2015 weighted average diluted shares outstanding excludes dilutive effect of equity awards and 7,857,000 shares issuable upon settlement of the prepaid stock purchase contract component of our 6.00% tangible equity units, due to our net loss attributable to Forestar Group Inc.

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

**Caution Concerning Forward-Looking Statements**

This Annual Report on Form 10-K and other materials we have filed or may file with the Securities and Exchange Commission contain “forward-looking statements” within the meaning of the federal securities laws. These forward-looking statements are identified by their use of terms and phrases such as “believe,” “anticipate,” “could,” “estimate,” “likely,” “intend,” “may,” “plan,” “expect,” and similar expressions, including references to assumptions. These statements reflect our current views with respect to future events and are subject to risk and uncertainties. We note that a variety of factors and uncertainties could cause our actual results to differ significantly from the results discussed in the forward-looking statements. Factors and uncertainties that might cause such differences include, but are not limited to:

- general economic, market or business conditions in Texas or Georgia, where our real estate activities are concentrated, or on a national or global scale;
- our ability to achieve some or all of our key initiatives;
- the opportunities (or lack thereof) that may be presented to us and that we may pursue;
- our ability to hire and retain key personnel;
- future residential or commercial entitlements, development approvals and the ability to obtain such approvals;
- obtaining approvals of reimbursements and other payments from special improvement districts and timing of such payments;
- accuracy of estimates and other assumptions related to investment in and development of real estate, the expected timing and pricing of land and lot sales and related cost of real estate sales, impairment of long-lived assets, income taxes, share-based compensation;
- the levels of resale housing inventory in our mixed-use development projects and the regions in which they are located;
- fluctuations in costs and expenses, including impacts from shortages in materials or labor;
- demand for new housing, which can be affected by a number of factors including the availability of mortgage credit, job growth, fluctuations in commodity prices;
- demand for multifamily communities, which can be affected by a number of factors including local markets and economic conditions;
- competitive actions by other companies;
- changes in governmental policies, laws or regulations and actions or restrictions of regulatory agencies;
- fluctuations in oil and gas commodity prices;
- demand by oil and gas operators to lease our minerals, which may be influenced by government regulation of exploration and production activities including hydraulic fracturing;
- our ability to make interest and principal payments on our debt and satisfy the other covenants contained in our senior secured credit facility, indentures and other debt agreements;
- our partners' ability to fund their capital commitments and otherwise fulfill their operating and financial obligations;

- inability to obtain permits for, or changes in laws, governmental policies or regulations affecting, water withdrawal or usage; and
- the final resolutions or outcomes with respect to our contingent and other liabilities related to our business.

Other factors, including the risk factors described in Item 1A of this Annual Report on Form 10-K, may also cause actual results to differ materially from those projected by our forward-looking statements. New factors emerge from time to time and it is not possible for us to predict all such factors, nor can we assess the impact of any such factor on our business or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement.

Any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by law, we expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events.

#### **Key Initiatives**

- Reducing costs across our entire organization,
- Reviewing entire portfolio of assets (complete non-core asset sales); and
- Reviewing capital structure (allocate capital to maximize shareholder value).

#### **Discontinued Operations / Segment Name Changes**

At year-end 2016 we have divested substantially all of our oil and gas working interest properties. As a result of this significant change in our operations, we have reported the results of operations and financial position of these assets as discontinued operations for all periods presented. In addition, we changed the name of the oil and gas segment to mineral resources to reflect the strategic shift from oil and gas working interest investments to owned mineral interests. We also changed the name of the other natural resources segment to other. The discussion of our results of operations is based on the results from our continuing operations unless otherwise indicated.

## Results of Operations for the Years Ended 2016, 2015 and 2014

A summary of our consolidated results by business segment follows:

	For the Year		
	2016	2015	2014
	(In thousands)		
<b>Revenues:</b>			
Real estate . . . . .	\$190,273	\$202,830	\$213,112
Mineral resources . . . . .	5,076	9,094	15,690
Other . . . . .	1,965	6,652	9,362
Total revenues . . . . .	<u>\$197,314</u>	<u>\$218,576</u>	<u>\$238,164</u>
<b>Segment earnings (loss):</b>			
Real estate . . . . .	\$121,420	\$ 67,678	\$ 96,906
Mineral resources . . . . .	3,327	4,230	9,116
Other . . . . .	(4,625)	(608)	5,499
Total segment earnings (loss) . . . . .	120,122	71,300	111,521
<b>Items not allocated to segments:</b>			
General and administrative expense . . . . .	(18,274)	(24,802)	(21,229)
Share-based and long-term incentive compensation expense . . . . .	(4,425)	(4,474)	(3,417)
Gain on sale of assets . . . . .	48,891	—	—
Interest expense . . . . .	(19,985)	(34,066)	(30,286)
Loss on extinguishment of debt, net . . . . .	(35,864)	—	—
Other corporate non-operating income . . . . .	350	256	453
Income from continuing operations before taxes attributable to Forestar Group Inc. . . . .	90,815	8,214	57,042
Income tax expense . . . . .	<u>(15,302)</u>	<u>(35,131)</u>	<u>(20,850)</u>
Net income (loss) from continuing operations attributable to Forestar Group Inc. . . . .	<u>\$ 75,513</u>	<u>\$(26,917)</u>	<u>\$ 36,192</u>

Significant aspects of our results of operations follow:

2016

- Real estate segment earnings benefited from combined gains of \$117,856,000 which generated combined net proceeds before debt repayment of \$247,506,000 as a result of executing our key initiative to opportunistically divest non-core assets. These gains were partially offset by non-cash impairment charges of \$56,453,000 related to six non-core community development projects and two multifamily sites. These impairments were a result of our key initiative to review our entire portfolio of assets which resulted in business plan changes, inclusive of cash tax savings consideration, to market these properties for sale. In addition, earnings benefited from increased residential lot sales activity and higher undeveloped land sales from our retail sales program.
- Mineral resources segment earnings decreased due to lower oil and gas prices and production volumes associated with royalty interests and reduced lease bonus and delay rental payments received from our owned mineral interests.
- Other segment earnings was negatively impacted due to a \$3,874,000 non-cash impairment charge of goodwill related to our central Texas water assets as a result of entering into an agreement to sell these assets.

- General and administrative expense decreased as result of our key initiative to reduce costs across our entire organization.
- Gain on sale of assets of \$48,891,000 represents the sale of over 58,300 acres of timberland and undeveloped land in Georgia and Alabama in three separate transactions for \$104,172,000 in accordance with our key initiative to divest non-core assets.
- Interest expense decreased primarily due to reducing our debt outstanding by \$277,790,000 in 2016 and \$323,303,000 since third quarter 2015.
- Loss on extinguishment of debt of \$35,864,000 is related to debt retirement of portions of our 8.50% Senior Secured Notes due 2022 and 3.75% Convertible Senior Notes due 2020, which includes write-off of unamortized debt issuance costs of \$5,489,000 and \$1,301,000 in other costs related to tender offer advisory services.

#### 2015

- Real estate segment earnings declined principally due to gain on sale of assets of \$25,981,000 in 2014 compared with \$1,585,000 in 2015, lower undeveloped land sales and decreased residential lot sales activity. Segment earnings were positively impacted by higher commercial and residential tract sales and sale of Midtown Cedar Hill, a 354-unit multifamily property near Dallas for \$42,880,000, which generated segment earnings of \$9,265,000.
- Mineral resources segment earnings decreased principally due to lower oil prices, as well as lower oil and gas production volumes associated with royalty interests and reduced lease bonus and delay rental payments received from our owned mineral interests.
- Other segment earnings declined principally due to gains of \$3,531,000 in 2014 related to partial terminations of a timber lease related to land sold from a consolidated venture near Atlanta, Georgia and due to lower fiber volumes.
- General and administrative expense increased principally as a result of severance-related charges of \$3,314,000 related to departures of our former Chief Executive Officer (CEO) and Chief Financial Officer (CFO).
- Interest expense increased primarily due to higher average borrowing rates and increased average debt outstanding.

#### 2014

- Real estate segment earnings benefited from increased undeveloped land sales generating earnings of \$29,895,000, a \$10,476,000 gain associated with a non-monetary exchange of leasehold timber rights for 5,400 acres of undeveloped land with a partner in a consolidated venture, a \$7,610,000 gain associated with the acquisition of our partner's interest in the Eleven multifamily venture, higher residential lot sales activity and a \$6,577,000 gain associated with \$46,500,000 of bond proceeds we received from the Cibolo Canyons Special Improvement District.
- Mineral resources segment earnings decreased principally due to lower oil and gas production volumes associated with royalty interests and reduced lease bonus and delay rental payments received from our owned mineral interests.
- Other segment earnings declined principally due to lower fiber volumes, which were partially offset by gains of \$3,531,000 primarily related to partial terminations of a timber lease related to land sold from a consolidated venture near Atlanta, Georgia.
- Share-based compensation decreased principally as result of a 28% decrease in our stock price since year-end 2013 and its impact on cash-settled awards.
- Interest expense increased primarily due to higher average borrowing rates and increased debt outstanding.

## Current Market Conditions

Sales of new U.S. single-family homes according to U.S. Census Bureau Department of Commerce declined 0.4% on a year over year basis as of December 31, 2016 and 10.4% below prior month's rate in December 2016, suggesting that the 40 basis point rise in mortgage rates and the return of winter weather affected December 2016 sales. Consumer confidence as measured by The Conference Board increased in December 2016 to its highest level since August 2001, registering 113.7 up from 109.4 in November 2016. The elevated monthly reading was attributed in part to increases in consumers' outlook for business conditions over the next six-months and more positive outlooks for the labor market and rising incomes. Builder confidence as measured by the NAHB/Wells Fargo Housing Market Index ended 2016 on a high note, jumping seven points to its highest reading since July 2005, largely attributable to a post-election bounce. On a monthly basis, housing starts increased significantly in December 2016 due to volatile multifamily activity, while housing permit activity, viewed as a precursor to starts increased 1.9% year over year basis ending December 2016. Home prices as measured by S&P Corelogic Case-Shiller Home Price index hit a new high in November 2016 after rising at approximately a 5.5% annual rate over the last two-and-a half years. As of the November 2016 reading, average home prices for the metropolitan statistical areas (MSAs) within the two composite indices were back to their winter 2007 levels. As of year-end 2016, finished vacant supply of new homes and vacant developed lot supply in MSAs in which Forestar's single family activity is located remained extremely tight, registering below the two month and 24 month equilibrium levels.

Oil and gas revenues are influenced by prices of, and global and domestic supply and demand for, oil and gas. These commodities as determined by both regional and global markets depend on numerous factors beyond our control, including seasonality, the condition of the domestic and global economies, political conditions in other oil and gas producing countries, the extent of domestic production and imports of oil and gas, the proximity and capacity of gas pipelines and other transportation facilities, supply and demand for oil and gas and the effects of federal, state and local regulation. The oil and gas industry also competes with other industries in supplying the energy and fuel requirements of industrial, commercial and individual consumers. The price of crude oil decreased during the first half of 2016 as compared with the first half in 2015. Prices increased during the second half of 2016 as compared to the first half of 2016 as the number of U.S. crude oil rigs and inventories declined in the last half of 2015 and into early 2016. Natural gas prices decreased in 2016 compared with 2015, primarily due to domestic oversupply driven by lack of a normal winter withdrawal cycle in the winter of 2015-2016. West Texas Intermediate (WTI) oil prices averaged \$43.33 per Bbl in 2016, nearly 11% lower than in 2015 and \$48.66 per Bbl in 2015, nearly 48% lower than in 2014.

## Business Segments

We manage our operations through three business segments:

- Real estate,
- Mineral resources, and
- Other.

We evaluate performance based on segment earnings (loss) before unallocated items and income taxes. Segment earnings (loss) consist of operating income (loss), equity in earnings of unconsolidated ventures', gain on sale of assets, interest income on loans secured by real estate and net (income) loss attributable to noncontrolling interests. Items not allocated to our business segments consist of general and administrative expenses, share-based and long-term compensation, gain on sale of strategic timberland and undeveloped land, interest expense, loss on extinguishment of debt and other corporate non-operating income and expense. The accounting policies of the segments are the same as those described in the accounting policy note to the consolidated financial statements.



We operate in cyclical industries. Our operations are affected to varying degrees by supply and demand factors and economic conditions including changes in interest rates, availability of mortgage credit, consumer and home builder sentiment, new housing starts, real estate values, employment levels, changes in the market prices for oil, gas and timber, and the overall strength or weakness of the U.S. economy.

### Real Estate

We own directly or through ventures interests in 50 residential and mixed-use projects comprised of approximately 4,600 acres of real estate located in 10 states and 14 markets. Our real estate segment secures entitlements and develops infrastructure on our lands, primarily for single-family residential and mixed-use communities. We own approximately 11,000 acres of non-core timberland and undeveloped land in Georgia and approximately 8,000 acres in Texas. We own and manage our projects either directly or through ventures. Our real estate segment revenues are principally derived from the sales of residential single-family lots and tracts, undeveloped land and commercial real estate, and in 2014 and 2015 from the operation of several income producing properties, primarily a hotel and multifamily properties.

A summary of our real estate results follows:

	For the Year		
	2016	2015	2014
	(In thousands)		
Revenues . . . . .	\$ 190,273	\$ 202,830	\$ 213,112
Cost of sales . . . . .	(163,095)	(113,891)	(123,764)
Operating expenses . . . . .	(29,229)	(40,502)	(34,121)
	(2,051)	48,437	55,227
Interest income on loan secured by real estate . . . . .	1,368	2,750	8,135
Gain on sale of assets . . . . .	117,856	1,585	25,981
Equity in earnings of unconsolidated ventures . . . . .	5,778	15,582	8,068
Less: Net income attributable to noncontrolling interests . . . . .	(1,531)	(676)	(505)
Segment earnings . . . . .	<u>\$ 121,420</u>	<u>\$ 67,678</u>	<u>\$ 96,906</u>

Revenues in our owned and consolidated ventures consist of:

	For the Year		
	2016	2015	2014
	(In thousands)		
Residential real estate . . . . .	\$121,196	\$ 87,771	\$119,308
Commercial real estate . . . . .	11,151	5,390	2,717
Undeveloped land . . . . .	35,873	22,851	46,554
Commercial and income producing properties . . . . .	13,738	82,808	41,440
Other . . . . .	8,315	4,010	3,093
	<u>\$190,273</u>	<u>\$202,830</u>	<u>\$213,112</u>

Residential real estate revenues principally consist of the sale of single-family lots to local, regional and national home builders. In 2016, residential real estate revenues increased primarily due to higher lot sales activity but were partially offset by lower average sale prices per lot as a result of selling 235 bulk lots from four non-core community development projects. Excluding these non-core sales, we sold 1,427 lots from our owned and consolidated projects at an average price of \$71,300 per lot. In addition, in 2016, we sold 1,539 residential tract acres for \$8,728,000 generating earnings of \$847,000.

In 2015, residential real estate revenues decreased primarily due to lower lot sales activity due to construction and inspection delays associated with abnormally wet weather conditions. Also, in 2015, we sold 1,062 residential tract acres for \$11,223,000 generating earnings of \$5,489,000, compared with 936 acres of residential tracts for \$7,996,000 generating earnings of \$2,988,000 in 2014.

The timing of commercial real estate revenues can vary depending on the demand, mix, project life-cycle, size and location of the project. In 2016, the increase in commercial real estate revenues is primarily due to selling 286 commercial acres from four non-core community development projects, of which 264 acres were sold from our San Joaquin River project in Antioch, California for \$7,330,000 which provided approximately \$37,400,000 in income tax losses to offset tax gains from other sales. In 2015, our commercial tract sales revenue increased principally due to higher average sales price of tracts sold. In 2015, we sold 31 commercial acres for \$5,542,000 from our owned and consolidated projects, generating earnings of \$3,345,000, compared with 21 commercial acres for \$1,889,000, generating earnings of \$444,000 in 2014.

Undeveloped land revenues represent land sold from our retail sales program. In 2016, we sold 14,438 acres of undeveloped land for \$2,485 per acre, generating approximately \$28,098,000 in earnings. In 2015, we sold 9,645 acres of undeveloped land for \$2,369 per acre, generating approximately \$16,542,000 in earnings, compared with 21,345 acres sold for \$2,181 per acre, generating earnings of \$29,895,000 in 2014.

Commercial and income producing properties revenues include revenues from sale of multifamily properties which we developed as a merchant builder and operate until sold, from hotel room sales and other guest services, rental revenues from our operating multifamily properties and reimbursement for costs paid to subcontractors plus development and construction fees from certain multifamily projects. In 2016, commercial and income producing properties revenues decreased as result of selling the Radisson Hotel & Suites, a 413 guest room hotel located in Austin, in second quarter 2016 and Eleven, a multifamily property in Austin, in first quarter 2016, and the impact of selling Midtown Cedar Hill, a multifamily property near Dallas in fourth quarter 2015 for \$42,880,000. Commercial and income producing properties revenue in 2015 includes \$6,238,000 in construction revenues associated with one multifamily fixed fee contract as general contractor which was substantially completed at year-end 2015, compared with \$12,282,000 in 2014. The decrease in construction revenues in 2015 is primarily due to the completion of the Eleven project in second quarter 2014. In 2015, rental revenues from our multifamily operating properties were \$8,380,000 compared with \$1,550,000 in 2014, primarily due to the substantial completion of the Eleven multifamily project at the end of second quarter 2014 and acquiring our partner's interest in the multifamily venture in third quarter 2014.

Other revenues primarily result from sale of stream and impervious cover credits. In 2016, we sold 24 acres of impervious cover credits to home builders for \$3,232,000, generating earnings of \$2,787,000 and 138,000 mitigation banking credits for \$3,265,000, generating earnings of \$2,137,000.

Units sold consist of:

	For the Year		
	2016	2015	2014
<b>Owned and consolidated ventures:</b>			
Residential lots sold . . . . .	1,662	972	1,999
Revenue per lot sold . . . . .	\$ 66,694	\$ 76,594	\$ 55,597
Commercial acres sold . . . . .	294	31	21
Revenue per commercial acre sold . . . . .	\$ 37,312	\$182,184	\$ 89,681
Undeveloped acres sold . . . . .	14,438	9,645	21,345
Revenue per acre sold . . . . .	\$ 2,485	\$ 2,369	\$ 2,181
<b>Ventures accounted for using the equity method:</b>			
Residential lots sold . . . . .	278	500	344
Revenue per lot sold . . . . .	\$ 76,866	\$ 78,288	\$ 72,906
Commercial acres sold . . . . .	4	32	11
Revenue per commercial acre sold . . . . .	\$527,152	\$309,224	\$589,574
Undeveloped acres sold . . . . .	476	4,217	792
Revenue per acre sold . . . . .	\$ 1,567	\$ 2,129	\$ 2,391

Cost of sales in 2016 included non-cash impairment charges of \$56,453,000 associated with six non-core community development projects and two multifamily sites, of which four non-core community development projects and one multifamily site were sold in 2016 and one multifamily site was under contract to be sold at year-end 2016 and is expected to close in 2017. The non-cash impairments were a result of our key initiative to review our entire portfolio of assets which resulted in business plan changes, inclusive of cash tax savings considerations, to market these properties for sale. In 2015, cost of sales includes \$7,781,000 related to multifamily construction contracts we incurred as general contractor and paid to subcontractors associated with our development of a multifamily venture property near Denver compared to \$17,393,000 in 2014, associated with two multifamily venture properties. Included in multifamily construction contract costs are charges of \$1,531,000 in 2015 reflecting estimated cost increases associated with our fixed fee contracts as general contractor for these two multifamily venture properties compared to \$5,107,000 in 2014. Cost of sales in 2015 includes \$33,375,000 in carrying value related to Midtown Cedar Hill multifamily property we developed as a merchant builder and sold. In addition, cost of sales includes non-cash impairment charges of \$1,044,000 in 2015 and \$399,000 in 2014.

Operating expenses consist of:

	For the Year		
	2016	2015	2014
	(In thousands)		
Employee compensation and benefits . . . . .	\$ 8,384	\$ 8,989	\$10,327
Property taxes . . . . .	5,996	9,031	6,919
Professional services . . . . .	5,134	5,749	5,749
Depreciation and amortization . . . . .	976	7,605	3,741
Other . . . . .	8,739	9,128	7,385
	<u>\$29,229</u>	<u>\$40,502</u>	<u>\$34,121</u>

The decrease in operating expenses for 2016 is principally related to decrease in depreciation and amortization and property taxes associated with first quarter 2016 sale of Eleven multifamily project and fourth quarter 2015 sale of Midtown Cedar Hill multifamily project. The increase in operating expenses for 2015 when compared with 2014 was primarily due to increase in depreciation and

amortization associated with the acquisition of Eleven multifamily project in which we previously held a 25 percent equity interest and completion of Midtown Cedar Hill multifamily project in 2015.

Interest income principally represents interest received on reimbursements from utility and improvement districts. Interest income in year 2014 principally represents earnings from a loan secured by a mixed-use real estate community in Houston that was paid in full in first quarter 2015.

In 2016, gain on sale of assets includes a gain of \$95,336,000 related to sale of Radisson Hotel & Suites, a gain of \$9,116,000 related to sale of Eleven, a gain of \$1,223,000 associated with sale of Dillon, a gain of \$10,363,000 related to sale of our interest in 360<sup>th</sup>, a gain of \$3,968,000 associated with sale of Music Row, a loss of \$3,870,000 related to selling the Downtown Edge multifamily site, a gain of \$1,219,000 associated with the reduction of a surety bond supporting the 2014 Cibolo Canyons Special Improvement District (CCSID) bond offering and \$501,000 of excess hotel occupancy and sales and use tax revenues from CCSID. The surety bond has a balance of \$6,631,000 at year-end 2016. The surety bond will decrease as CCSID makes annual ad valorem tax rebate payments to San Antonio Real Estate (SARE) owner of the Resort, which obligation is scheduled to be retired in full by 2020.

In 2015, gain on sale of assets includes a gain of \$1,160,000 associated with the reduction of a surety bond in connection with the CCSID bond offering in 2014 and \$425,000 of excess hotel occupancy and sales and use tax pledged revenues from CCSID after their payments to the debt service fund.

In 2014, gain on sale of assets principally includes a gain of \$10,476,000 associated with a non-monetary exchange of leasehold timber rights on approximately 10,300 acres for 5,400 acres of undeveloped land with a partner in a consolidated venture, a gain of \$7,610,000 related to acquiring our partner's interest in the Eleven multifamily venture, a gain of \$6,577,000 related to bond proceeds received from Cibolo Canyons Special Improvement District (CCSID) at our Cibolo Canyons project near San Antonio, and a gain of \$1,318,000 associated with the sale of a land purchase option contract.

Decreases in equity earnings from our unconsolidated ventures in 2016 compared with 2015 is primarily due to lower residential, commercial and undeveloped sales activity. Increase in equity earnings from our unconsolidated ventures in 2015 compared with 2014 is primarily due to increased lot sales activity associated with two projects in Houston and increased undeveloped land sales from a venture in Atlanta.

We underwrite real estate development projects based on a variety of assumptions incorporated into our development plans, including the timing and pricing of sales and leasing and costs to complete development. Our development plans are periodically reviewed in comparison to our return projections and expectations, and we may revise our plans as business conditions warrant. If as a result of changes to our development plans the anticipated future net cash flows are reduced such that our basis in a project is not fully recoverable, we may be required to recognize a non-cash impairment charge for such project. See Part I, Item 1. *Business* for information about our net investment in owned and consolidated real estate by geographic location at year-end 2016.

### **Mineral resources**

In 2016, we determined that our owned mineral assets were non-core and that we would explore opportunistically divesting these assets.

At year-end 2016, we classified our non-core mineral assets as held for sale. On February 17, 2017, we sold substantially all of our remaining oil and gas assets for a total purchase price of \$85,600,000, of which \$75,000,000 was received at closing. The balance of the purchase price is being held in a third-party escrow account pending completion of (a) title review, and (b) transfer of certain mineral interests owned by a venture in which the Company is a member. In first quarter 2017, we expect to recognize a gain on sale of approximately \$82,400,000, of which \$10,600,000 will be deferred until

verification of accepted title for non-producing fee minerals in Texas and Louisiana, transfer of certain mineral interests owned by a venture in which we are a member and release of the escrowed funds. In addition, the Company expects to incur a non-cash charge of \$37,900,000 related to oil and gas enterprise goodwill that is impaired due to the sale of substantially all of the Company's remaining oil and gas assets.

Our mineral resources segment is focused on maximizing the value from our owned oil and gas mineral interests through promoting exploration, development and production activities by increasing acreage leased, lease rates, and royalty interests.

A summary of our mineral resources results follows:

	<u>For the Year</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
	(In thousands)		
Revenues . . . . .	\$ 5,076	\$ 9,094	\$15,690
Cost of mineral resources . . . . .	(763)	(2,998)	(3,790)
Operating expenses . . . . .	(1,159)	(2,141)	(3,370)
	<u>3,154</u>	<u>3,955</u>	<u>8,530</u>
Equity in earnings of unconsolidated ventures . . . . .	173	275	586
Segment earnings (loss) . . . . .	<u>\$ 3,327</u>	<u>\$ 4,230</u>	<u>\$ 9,116</u>

Revenues consist of:

	<u>For the Year</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
	(In thousands)		
Oil royalties <sup>(a)</sup> . . . . .	\$2,905	\$5,739	\$10,923
Gas royalties . . . . .	1,304	2,138	3,402
Other (principally lease bonus and delay rentals) . . . . .	867	1,217	1,365
	<u>\$5,076</u>	<u>\$9,094</u>	<u>\$15,690</u>

<sup>(a)</sup> Oil royalties includes revenues from oil, condensate and natural gas liquids (NGLs).

Oil and gas produced and average unit prices related to our royalty interests follows:

	For the Year		
	2016	2015	2014
<b>Consolidated entities:</b>			
Oil production (barrels) . . . . .	70,700	106,800	101,900
Average oil price per barrel . . . . .	\$ 39.74	\$ 50.48	\$ 97.55
NGL production (barrels) . . . . .	8,000	21,500	23,800
Average NGL price per barrel . . . . .	\$ 11.84	\$ 16.32	\$ 41.39
Total oil production (barrels), including NGLs . . . . .	78,700	128,300	125,700
Average total oil price per barrel, including NGLs . . . . .	\$ 36.91	\$ 44.76	\$ 86.91
Gas production (millions of cubic feet) . . . . .	633.3	771.9	831.0
Average price per thousand cubic feet . . . . .	\$ 2.06	\$ 2.77	\$ 4.09
<b>Our share of ventures accounted for using the equity method:</b>			
Gas production (millions of cubic feet) . . . . .	143.5	168.3	199.6
Average price per thousand cubic feet . . . . .	\$ 1.97	\$ 2.54	\$ 3.94
<b>Total consolidated and our share of equity method ventures:</b>			
Oil production (barrels) . . . . .	70,700	106,800	101,900
Average oil price per barrel . . . . .	\$ 39.74	\$ 50.48	\$ 97.55
NGL production (barrels) . . . . .	8,000	21,500	23,800
Average NGL price per barrel . . . . .	\$ 11.84	\$ 16.32	\$ 41.39
Total oil production (barrels), including NGLs . . . . .	78,700	128,300	125,700
Average total oil price per barrel, including NGLs . . . . .	\$ 36.91	\$ 44.76	\$ 86.91
Gas production (millions of cubic feet) . . . . .	776.8	940.2	1,030.6
Average price per thousand cubic feet . . . . .	\$ 2.04	\$ 2.73	\$ 4.06
Total BOE (barrel of oil equivalent) <sup>(a)</sup> . . . . .	208,200	284,900	297,400
Average price per barrel of oil equivalent . . . . .	\$ 21.58	\$ 29.15	\$ 50.80

<sup>(a)</sup> Gas is converted to barrels of oil equivalent (BOE) using six Mcf to one barrel of oil.

In 2016 and 2015, oil and gas production revenues decreased principally as a result of lower realized oil and gas prices and lower production volumes from our royalty interests.

In 2016, other revenues principally represents \$402,000 in lease bonuses received from leasing approximately 2,100 net mineral owned acres for an average of \$191 per acre compared with \$996,000 in lease bonuses received from leasing approximately 3,300 net mineral owned acres for an average of \$300 per acre in 2015 and \$1,244,000 in lease bonus payments in 2014 from leasing approximately 3,900 owned mineral acres for an average of \$320 per acre.

Cost of mineral resources consists of:

	For the Year		
	2016	2015	2014
	(In thousands)		
Depletion and amortization . . . . .	\$ 85	\$ 209	\$ 498
Exploration costs . . . . .	103	153	1,689
Production costs . . . . .	568	814	1,151
Non-cash impairment of proved oil and gas properties . . . . .	—	1,802	—
Other . . . . .	7	20	452
	<u>\$763</u>	<u>\$2,998</u>	<u>\$3,790</u>

Cost of mineral resources principally represents our share of oil and gas production severance taxes, which are calculated based on a percentage of oil and gas produced. Cost of mineral resources in 2015 included non-cash impairment charges of \$1,802,000 associated with proved oil and gas properties on owned mineral interests.

Operating expenses principally consist of employee compensation and benefits, professional services, property taxes and rent expense. The decrease in operating expenses year over year is primarily due to our key initiative to reduce costs across our entire organization.

Equity in earnings of unconsolidated ventures includes our share of royalty revenue from producing wells in the Barnett Shale gas formation.

### Other

Our other segment, all of which is non-core, manages our timber holdings, recreational leases and water resource initiatives. We have approximately 19,000 acres of timberland and undeveloped land we own directly, primarily in Georgia and Texas, which was classified as assets held for sale at year-end 2016. Other segment revenues are principally derived from sales of wood fiber from our land and leases for recreational uses. We have water interests in 1.5 million acres, including a 45 percent nonparticipating royalty interest in groundwater produced or withdrawn for commercial purposes or sold from 1.4 million acres in Texas, Louisiana, Georgia and Alabama, and 20,000 acres of groundwater leases in central Texas, which were classified as assets held for sale at year-end 2016.

A summary of our other results follows:

	For the Year		
	2016	2015	2014
	(In thousands)		
Revenues . . . . .	\$ 1,965	\$ 6,652	\$ 9,362
Cost of sales . . . . .	(5,075)	(3,081)	(3,006)
Operating expenses . . . . .	(1,687)	(4,330)	(4,419)
	(4,797)	(759)	1,937
Gain on sale and partial termination of timber lease . . .	—	—	3,531
Equity in earnings of unconsolidated ventures . . . . .	172	151	31
Segment earnings (loss) . . . . .	<u>\$ (4,625)</u>	<u>\$ (608)</u>	<u>\$ 5,499</u>

Revenues consist of:

	For the Year		
	2016	2015	2014
	(In thousands)		
Fiber . . . . .	\$ 897	\$5,011	\$7,050
Water . . . . .	49	489	1,100
Recreational leases and other . . . . .	1,019	1,152	1,212
	<u>\$1,965</u>	<u>\$6,652</u>	<u>\$9,362</u>

Fiber sold consists of:

	<b>For the Year</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
Pulpwood tons sold . . . . .	23,400	149,700	209,900
Average pulpwood price per ton . . . . .	\$ 7.20	\$ 9.71	\$ 10.62
Sawtimber tons sold . . . . .	35,000	77,000	120,000
Average sawtimber price per ton . . . . .	\$ 16.74	\$ 20.86	\$ 22.47
Total tons sold . . . . .	58,400	226,700	329,900
Average stumpage price per ton <sup>(a)</sup> . . . . .	\$ 12.91	\$ 13.50	\$ 14.93

<sup>(a)</sup> Average stumpage price per ton is based on gross revenues less cut and haul costs.

Fiber revenues decreased in 2016 when compared with 2015 and 2014 due to deferral of timber harvest activity in support of our key initiative to divest our non-core timberland and undeveloped land.

Water revenues for 2016 are related to groundwater royalties from our 45 percent nonparticipating royalty interests in groundwater produced or withdrawn for commercial purposes. Water revenues for 2015 and 2014 are associated with a groundwater reservation agreement with Hays County, Texas, which commenced in 2013 and was terminated in 2015.

Information about our recreational leases follows:

	<b>For the Year</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
Average recreational acres leased . . . . .	75,300	98,300	110,500
Average price per leased acre . . . . .	\$ 9.98	\$ 9.17	\$ 9.13

Cost of sales principally includes non-cash cost of timber cut and sold and delay rental payments paid to others related to groundwater leases in central Texas. The increase in cost of sales for 2016 is due to a \$3,874,000 goodwill non-cash impairment charge related to our water interests in groundwater leases in central Texas as result of entering into an agreement to sell these assets which is expected to close in 2017. Excluding the non-cash impairment charge in 2016, cost of sales decreased due to deferral of timber harvest activity.

Operating expenses principally consist of employee compensation and benefits and professional services. The decrease in operating expenses in 2016 when compared with 2015 and 2014 is primarily due to our key initiative to reduce costs across the entire organization and corresponding reduction in our workforce. Operating expenses associated with our water resources initiatives were \$921,000 in 2016, \$2,162,000 in 2015 and \$2,437,000 in 2014.

Gain on sale and partial termination of timber lease in 2014 includes a \$3,366,000 gain associated with partial terminations of a timber lease related to the remaining 2,700 acres of undeveloped land sold from a consolidated venture near Atlanta, Georgia.



## Items Not Allocated to Segments

Items not allocated to segments consist of:

	For the Year		
	2016	2015	2014
	(In thousands)		
General and administrative expense . . . . .	\$(18,274)	\$(24,802)	\$(21,229)
Share-based and long-term incentive compensation expense . . . . .	(4,425)	(4,474)	(3,417)
Gain on sale of assets . . . . .	48,891	—	—
Interest expense . . . . .	(19,985)	(34,066)	(30,286)
Loss on extinguishment of debt, net . . . . .	(35,864)	—	—
Other corporate non-operating income . . . . .	350	256	453
	<u>\$(29,307)</u>	<u>\$(63,086)</u>	<u>\$(54,479)</u>

Unallocated items represent income and expenses managed on a company-wide basis and include general and administrative expenses, share-based and long-term incentive compensation, gain on sale of strategic timberland and undeveloped land, interest expense, loss on extinguishment of debt and other corporate non-operating income and expense. General and administrative expenses principally consist of costs and expenses related to accounting and finance, tax, legal, human resources, internal audit, information technology and our board of directors. These functions support all of our business segments and are not allocated.

### *General and administrative expense*

General and administrative expenses consist of:

	For the Year		
	2016	2015	2014
	(In thousands)		
Employee compensation and benefits . . . . .	\$ 9,063	\$11,729	\$ 8,948
Professional and consulting services . . . . .	4,541	6,056	4,647
Facility costs . . . . .	744	889	928
Insurance costs . . . . .	704	682	1,115
Depreciation and amortization . . . . .	404	595	638
Other . . . . .	2,818	4,851	4,953
	<u>\$18,274</u>	<u>\$24,802</u>	<u>\$21,229</u>

The decrease in general and administrative expense in 2016 when compared with 2015 is primarily due to our key initiative to reduce costs across our entire organization. In 2015, employee compensation and benefits include \$3,314,000 of severance charges related to the departure of our former CEO and CFO under employment and separation agreements.

### *Share-based compensation and Long-term incentive compensation expense*

Our share-based compensation expense principally fluctuates due to a portion of our awards being cash-settled and as a result are affected by changes in the market price of our common stock.

In 2016 and 2015, we granted \$620,000 and \$587,000 of long-term incentive compensation in the form of deferred cash compensation. The 2016 deferred cash awards vest annually over two years, and the 2015 deferred cash awards vest after three years. Both awards provide for accelerated vesting upon

retirement, disability, death, or if there is a change in control. Expense associated with deferred cash awards is recognized ratably over the vesting period.

### ***Gain on sale of assets***

In 2016, we sold over 58,300 acres of timber and timberland in Georgia and Alabama for \$104,172,000 in three transactions generating combined net proceeds of \$103,238,000. These transactions resulted in a combined gain on sale of assets of \$48,891,000.

### ***Interest expense***

The decrease in interest expense in 2016 is due to reducing our debt outstanding by \$277,790,000 in 2016 and \$323,303,000 since third quarter-end 2015.

### ***Loss on extinguishment of debt, net***

In 2016, we retired portions of our 8.5% Senior Secured Notes due 2022 and 3.75% Convertible Senior Notes due 2020 resulting in a net loss on debt extinguishment of \$35,864,000, which includes write-off of unamortized debt issuance costs of \$5,489,000 and \$1,301,000 in other costs related to tender offer advisory services.

### **Income taxes**

Our effective tax rate from continuing operations was 17 percent in 2016, 395 percent in 2015 and 36 percent in 2014. Our 2016 effective tax rate differs from the statutory rate of 35 percent primarily due to a 19 percent benefit from a valuation allowance decrease due to a decrease in our deferred tax assets. Our 2015 effective tax rate is attributable almost entirely to a 348 percent detriment from the recording of a valuation allowance on our deferred tax asset.

Our 2016, 2015 and 2014 effective tax rates include the effect of state income taxes, nondeductible items and benefits from noncontrolling interests.

At year-end 2016 and 2015, we have provided a valuation allowance for our deferred tax asset of \$73,405,000 and \$97,068,000 respectively for the portion of the deferred tax asset that we have determined is more likely than not to be unrealizable.

In determining our valuation allowance, we assessed available positive and negative evidence to estimate whether sufficient future taxable income will be generated to permit use of the existing deferred tax asset. A significant piece of objective evidence evaluated was the cumulative loss incurred over the three-year period ended December 31, 2016, principally driven by impairments of oil and gas and real estate properties. Such evidence limits our ability to consider other subjective evidence, such as our projected future taxable income.

The amount of deferred tax asset considered realizable could be adjusted if negative evidence in the form of cumulative losses is no longer present and additional weight is given to subjective evidence, such as our projected future taxable income.

### **Capital Resources and Liquidity**

#### ***Sources and Uses of Cash***

The consolidated statements of cash flows for 2016, 2015 and 2014 reflects cash flows from both continuing and discontinued operations. We operate in cyclical industries and our cash flows fluctuate accordingly. Our principal sources of cash are proceeds from the sale of real estate and timber, the cash flow from mineral resources and income producing properties, borrowings and reimbursements from utility and improvement districts. Our principal cash requirements are for the acquisition and

development of real estate, either directly or indirectly through ventures, taxes, interest and compensation. Operating cash flows are affected by the timing of the payment of real estate development expenditures and the collection of proceeds from the eventual sale of the real estate, the timing of which can vary substantially depending on many factors including the size of the project, state and local permitting requirements and availability of utilities and by the timing of oil and gas leasing and production activities. Working capital varies based on a variety of factors, including the timing of sales of real estate and timber, oil and gas leasing and production activities, collection of receivables, reimbursement from utility and improvement districts and the payment of payables and expenses.

We regularly evaluate alternatives for managing our capital structure and liquidity profile in consideration of expected cash flows, growth and operating capital requirements and capital market conditions. We may, at any time, be considering or be in discussions with respect to the purchase or sale of our common stock, debt securities, convertible securities or a combination thereof.

#### ***Cash Flows from Operating Activities***

Cash flows from our real estate acquisition and development activities, retail undeveloped land sales, commercial and income producing properties, timber sales, income from oil and gas properties, recreational leases and reimbursements from utility and improvement districts are classified as operating cash flows.

In 2016, net cash provided by operating activities was \$66,877,000. The increase in net cash provided by operating activities when compared with 2015 is primarily due to lower real estate acquisition and development expenditures of \$81,179,000, proceeds of \$34,748,000 from retail undeveloped land sales activity and higher lot sales from owned and consolidated ventures, including proceeds of \$19,335,000 from sale of non-core community development projects.

In 2015, net cash provided by operating activities was \$35,126,000. The decrease in net cash provided by operating activities year over year is primarily the result of lower residential lot sales activity, decrease in reimbursement from utilities and improvement districts and decrease in undeveloped land sales. In addition, oil and gas operating cash flows were negatively impacted as a result of 48 percent decline in realized oil and gas prices on a barrel of oil equivalent basis. However, the sale of Midtown Cedar Hill for \$42,880,000 in fourth quarter 2015 generated positive operating cash flow of \$42,640,000. These cash flows were partially offset by real estate development and acquisition expenditures of \$107,998,000.

In 2014, net cash provided by operating activities was \$107,082,000 principally due to \$66,047,000 of reimbursements from utilities and improvement districts. In addition, increased residential lot sales and undeveloped land sales activity contributed to our net cash from operations, which are partially offset by \$114,694,000 of real estate development and acquisition expenditures exceeding \$84,665,000 of real estate cost of sales.

#### ***Cash Flows from Investing Activities***

Capital contributions to and capital distributions from unconsolidated ventures, costs incurred to acquire, develop and construct multifamily projects that will be held as commercial properties upon stabilization as investment property, business acquisitions and investment in oil and gas properties and equipment are classified as investing activities. In addition, proceeds from the sale of property and equipment, software costs and expenditures related to reforestation activities are also classified as investing activities.

In 2016, net cash provided by investing activities was \$420,743,000. The increase in net cash provided by investing activities year over year is primarily due to \$427,849,000 in net proceeds from the execution of our key initiative to opportunistically divest non-core assets. Non-core asset sales includes

\$128,764,000 from sale of Radisson Hotel & Suites, \$103,238,000 from sale of over 58,300 acres of strategic timberland and undeveloped land, \$77,105,000 from sale of certain oil and gas working interest properties, \$59,719,000 from sale of Eleven, \$25,428,000 from sale of Dillon, \$14,703,000 from sale of Music Row, \$13,917,000 from sale our interest in 360<sup>0</sup> and \$4,975,000 from sale of the Downtown Edge multifamily site.

In 2015, net cash used for investing activities was \$60,328,000 principally due to our investment of \$49,717,000 in oil and gas working interest properties associated with previously committed capital investments related to exploration and production operations and a net investment in unconsolidated ventures of \$14,181,000. In addition, we invested \$14,690,000 in property and equipment, software and reforestation, of which \$5,953,000 is related to capital expenditures for the Radisson Hotel & Suites hotel in Austin, which we sold in 2016. These are partially offset by proceeds from sale of assets of \$18,260,000 principally related to sale of certain oil and gas properties.

In 2014, net cash used for investing activities was \$129,731,000 principally due to our investment of \$101,145,000 in oil and gas properties and equipment associated with our exploration and production operations and purchase of our partner's interest in a 257-unit multifamily property in Austin for \$20,155,000, net of cash. In addition, we invested \$16,398,000 in property and equipment, software and reforestation, of which \$8,780,000 is related to capital expenditures on our 413 guest room hotel in Austin and \$4,981,000 is related to water production well development, and a net investment in unconsolidated ventures of \$12,895,000. These are partially offset by proceeds from sale of assets of \$21,962,000 principally related to sale of certain oil and gas properties in North Dakota and Oklahoma.

#### ***Cash Flows from Financing Activities***

In 2016, net cash used for financing activities was \$318,264,000 principally due to retirement of \$225,245,000 of our 8.5% senior secured notes, \$5,000,000 of our 3.75% convertible senior notes, \$9,000,000 of payments related to amortizing notes associated with our tangible equity units which are paid in full and our payment in full of \$39,336,000 in loans secured by Radisson Hotel & Suites and Eleven multifamily property, which we sold in 2016. In addition, we purchased 283,976 shares of common stock for \$3,537,000.

In 2015, net cash used for financing activities was \$48,483,000 principally due to our payment in full of a \$24,166,000 loan secured by Midtown Cedar Hill, retirement of \$19,440,000 of our 8.50% senior secured notes and \$9,000,000 of payments related to amortizing notes associated with our tangible equity units.

In 2014, net cash provided by financing activities was \$469,000 principally due to net proceeds of \$241,947,000 from the issuance of 8.5% senior secured notes, partially offset by debt payments of \$225,481,000, of which \$200,000,000 is related to retirement of the term loan associated with our senior secured credit facility, \$9,450,000 is related to payments of our amortizing notes associated with our tangible equity units, \$2,878,000 is related to debt outstanding for our Lantana partnerships and the remaining associated with payment of other indebtedness. In addition, we purchased 1,491,187 shares of our common stock for \$24,595,000.

#### ***Real Estate Acquisition and Development Activities***

We secure entitlements and develop infrastructure, primarily for single family residential and mixed-use communities.

We categorize real estate development and acquisition expenditures as operating activities on the statement of cash flows. These development and acquisition expenditures include costs for development of residential lots and mixed-used communities.

A summary of our real estate acquisition and development expenditures is shown below:

		<u>2016</u>	<u>2015</u>	<u>2014</u>
		(In thousands)		
<b>Community Development</b>				
<i>Acquisitions:</i>				
Ansley Park	Charlotte	—	5,339	—
Beckwith Crossing	Nashville	—	—	1,294
Dove Mountain	Tucson	—	5,861	—
Cielo	Denver	3,783	—	—
Imperial Forest	Houston	—	—	5,343
Morgan Farms	Nashville	—	—	146
Moss Creek	Charlotte	1,178	—	—
River's Edge	Dallas	—	—	1,277
Scales Farmstead	Nashville	1,139	3,345	—
Walden	Charlotte	—	12,100	—
Weatherford Estates	Nashville	—	—	855
West Oaks	Atlanta	—	1,657	—
Woodtrace	Houston	—	1,424	8,622
<i>Development:</i>				
Owned projects	Various	62,919	63,401	50,506
Consolidated venture projects	Various	9,794	10,534	3,905
<b>Multifamily</b>				
<i>Acquisitions and Development:</i>				
Pre-acquisition projects	Various	(397)	1,616	910
Midtown	Dallas	—	1,860	25,034
Acklen <sup>(a)</sup>	Nashville	—	—	(7,191)
HiLine <sup>(a)</sup>	Denver	—	—	(9,372)
Dillon	Charlotte	—	—	2,905
Music Row	Nashville	—	—	6,757
Downtown Edge	Austin	—	—	11,286
West Austin	Austin	—	—	8,456
<b>Undeveloped Land/Mitigation</b>				
<i>Acquisitions:</i>				
Crescent Hills	San Antonio	—	—	1,829
<i>Development:</i>				
Owned projects	Various	2,763	851	2,132
Total		<u>\$81,179</u>	<u>\$107,988</u>	<u>\$114,694</u>

<sup>(a)</sup> Includes reimbursements received from the ventures for land and pre-development costs previously incurred.

### **Liquidity**

#### *Senior Credit Facility*

In 2016, we reduced the revolving commitment provided by our senior secured credit facility, which matures on May 15, 2017 (with two one year extension options), from \$300,000,000 to \$125,000,000, none of which was drawn at year-end 2016. The revolving line of credit may be prepaid at any time without penalty. The revolving line of credit includes a \$100,000,000 sublimit for letters of

credit, of which \$14,850,000 is outstanding at year-end 2016. Total borrowings under our senior secured credit facility (including the face amount of letters of credit) may not exceed a borrowing base formula.

At year-end 2016, net unused borrowing capacity under our senior secured credit facility is calculated as follows:

	<u>Senior Credit Facility</u> (In thousands)
Borrowing base availability .....	\$ 86,112
Less: borrowings .....	—
Less: letters of credit .....	<u>(14,850)</u>
Net unused borrowing capacity .....	<u>\$ 71,262</u>

Our net unused borrowing capacity for the year 2016 ranged from a high of \$284,426,000 to a low of \$71,262,000. Certain non-core assets support the borrowing base under our senior secured credit facility so we expect our borrowing capacity to continue to be reduced as certain non-core assets are sold. This facility is used primarily to fund our operating cash needs, which fluctuate due to timing of residential and commercial real estate sales, undeveloped land sales, oil and gas leasing, exploration and production activities and mineral lease bonus payments received, timber sales, reimbursements from utility and improvement districts, payment of payables and expenses and capital expenditures.

Our debt agreements contain financial covenants customary for such agreements including minimum levels of interest coverage and limitations on leverage. At year-end 2016, we were in compliance with the financial covenants of these agreements.

The following table details our compliance with the financial covenants calculated as provided in the senior secured credit facility:

<u>Financial Covenant</u>	<u>Requirement</u>	<u>Year-End 2016</u>
Interest Coverage Ratio <sup>(a)</sup> .....	≥ 2.50:1.0	12.01
Total Leverage Ratio <sup>(b)</sup> .....	≤ 50%	29.2%
Tangible Net Worth <sup>(c)</sup> .....	≥ \$426.3 million	\$545.2 million

(a) Calculated as EBITDA (earnings before interest, taxes, depreciation, depletion and amortization), plus non-cash compensation expense, plus other non-cash expenses, divided by interest expense excluding loan fees. This covenant is applied at the end of each quarter on a rolling four quarter basis.

(b) Calculated as total funded debt divided by adjusted asset value. Total funded debt includes indebtedness for borrowed funds, secured liabilities, reimbursement obligations with respect to letters of credit or similar instruments, and our pro-rata share of joint venture debt outstanding. Adjusted asset value is defined as the sum of unrestricted cash and cash equivalents, timberlands, high value timberlands, raw entitled lands, entitled land under development, minerals business, Credo asset value, special improvement district receipts (SIDR) reimbursements value and other real estate owned at book value without regard to any indebtedness and our pro rata share of joint ventures' book value without regard to any indebtedness. This covenant is applied at the end of each quarter.

(c) Calculated as the amount by which consolidated total assets (excluding Credo acquisition goodwill over \$50,000,000) exceed consolidated total liabilities. At year-end 2016, the requirement is \$426,312,000 computed as: \$379,044,000 plus 85 percent of the aggregate net proceeds received by us from any equity offering, plus 75 percent of all positive net income, on a cumulative basis since third quarter-end 2015. This covenant is applied at the end of each quarter.

To make additional discretionary investments, acquisitions, or distributions, we must maintain available liquidity equal to 10 percent of the aggregate commitments in place. At year-end 2016 the minimum liquidity requirement was \$12,500,000, compared with \$332,927,000 in actual available liquidity based on the unused borrowing capacity under our senior secured credit facility plus unrestricted cash and cash equivalents. The failure to maintain such minimum liquidity does not constitute a default or event of default of our senior secured credit facility.

Discretionary investments in community development may be restricted in the event that the revenue/capital expenditure ratio is less than or equal to 1.0x. As of year-end 2016, the revenue/capital expenditure ratio was 2.4x. Revenue is defined as total gross revenues (excluding revenues attributed to certain oil and gas operations and multifamily properties), plus our pro rata share of the operating revenues from unconsolidated ventures. Capital expenditures are defined as consolidated development and acquisition expenditures (excluding investments related to certain oil and gas operations and multifamily properties), plus our pro rata share of unconsolidated ventures' development and acquisition expenditures.

We may elect to make distributions to stockholders so long as the total leverage ratio is less than 40 percent, the interest coverage ratio is greater than 3.0:1.0 and available liquidity is not less than \$125,000,000, all of which were satisfied at year-end 2016. Regardless of whether the foregoing conditions are satisfied, we may make distributions in an aggregate amount not to exceed \$50,000,000 to be funded from up to 65% of the net proceeds from sales of multifamily properties and non-core assets, such as the Radisson Hotel & Suites in Austin, and any oil and gas properties.

#### *3.75% Convertible Senior Notes due 2020*

In 2013, we issued \$125,000,000 aggregate principal amount of 3.75% convertible senior notes due 2020 (Convertible Notes). Interest on the Convertible Notes is payable semiannually at a rate of 3.75 percent per annum and they mature on March 1, 2020. The Convertible Notes have an initial conversion rate of 40.8351 per \$1,000 principal amount. The initial conversion rate is subject to adjustment upon the occurrence of certain events. Prior to November 1, 2019, the Convertible Notes are convertible only upon certain circumstances, and thereafter are convertible at any time prior to the close of business on the second scheduled trading day prior to maturity. If converted, holders will receive cash, shares of our common stock or a combination thereof at our election. We intend to settle the principal amount of the Convertible Notes in cash upon conversion, with any excess conversion value to be settled in shares of our common stock. In 2016, we purchased \$5,000,000 of Convertible Notes at 93.25% of face value in open market transactions for \$4,662,500 and we allocated \$4,452,000 to extinguish the debt and \$211,000 to reacquire the equity component within the convertible notes based on the fair value of the debt component. We recognized a \$110,000 loss on extinguishment of debt based on the difference between the fair value of the debt component prior to conversion and the carrying value of the debt component. Total loss on extinguishment of debt including write-off of debt issuance costs allocated to the repurchased notes was \$183,000. The aggregate principal outstanding at year-end 2016, net of discount and unamortized financing fees, was \$104,673,000.

#### *8.50% Senior Secured Notes due 2022*

In 2014, we issued \$250,000,000 aggregate principal of 8.50% Senior Secured Notes due 2022 (Notes). The Notes will mature on June 1, 2022 and interest on the Notes is payable semiannually at a rate of 8.5 percent per annum in arrears. In 2016, we completed a cash tender offer for our Notes, pursuant to which we purchased \$215,495,000 principal amount (representing approximately 97.6% outstanding) of the Notes. Total consideration paid was \$245,604,000, which included \$29,091,000 in premium at 113.5% and \$1,018,000 in accrued and unpaid interest. In addition, we received consent from holders of the Notes to eliminate or modify certain covenants, events of default and other provisions contained in the indenture governing the Notes, and to release the subsidiary guarantees and

collateral securing the Notes. We also purchased \$9,750,000 principal amount of the Notes between 99% and 99.95% of face value principal amount of the Notes in open market transactions. The 2016 tender offer and open market purchases resulted in a \$35,681,000 loss on extinguishment of debt, which includes the premium paid to repurchase the Notes, write-off of unamortized debt issuance costs of \$5,416,000 and \$1,301,000 in other costs related to tender offer advisory services. In 2015, we purchased \$19,440,000 principal amount of Notes at 97% of face value, resulting in a gain of \$589,000 on the early extinguishment of the retired Notes, offset by the write-off of unamortized debt issuance costs of \$506,000 allocated to the retired Notes. The aggregate principal outstanding at year-end 2016, net of unamortized financing fees, was \$5,200,000.

#### *6.00% Tangible Equity Units*

In 2013, we issued \$150,000,000 aggregate principal amount of 6.00% tangible equity units (Units). The total offering was 6,000,000 Units, including 600,000 exercised by the underwriters, each with a stated amount of \$25.00. Each Unit is comprised of (i) a prepaid stock purchase contract to be settled by delivery of a number of shares of our common stock, par value \$1.00 per share, to be determined pursuant to a purchase contract agreement, and (ii) a senior amortizing note due December 15, 2016 that has an initial principal amount of \$4.2522, bears interest at a rate of 4.50% per annum and has a final installment payment date of December 15, 2016. On December 15, 2016, we made the final installment payment of principal and accrued interest and issued 7,857,000 shares upon settlement of the stock purchase contract based on the applicable market value, as defined in the purchase contract agreement associated with issuance of the Units.

#### *Other Notes*

In 2016, a secured promissory note of \$15,400,000 was paid in full in connection with sale of the Radisson Hotel & Suites, a 413 guest room hotel located in Austin, for \$130,000,000.

In 2016, other indebtedness decreased principally as result of selling Eleven, a 257-unit multifamily project in Austin, for \$60,150,000 and paying in full the associated debt of \$23,936,000.

#### *Contractual Obligations*

At year-end 2016, contractual obligations consist of:

	Total	Payments Due or Expiring by Year			Thereafter
		2017	2018 - 19	2020 - 21	
		(In thousands)			
Debt <sup>(a)(b)</sup>	\$125,801	\$ —	\$ 486	\$120,000	\$5,315
Interest payments on debt	16,772	4,989	9,941	1,654	188
Purchase obligations	18,095	18,095	—	—	—
Operating leases	4,402	2,267	1,891	244	—
Performance bond <sup>(a)</sup>	6,631	6,631	—	—	—
Standby letter of credit <sup>(a)</sup>	6,846	6,846	—	—	—
Total	<u>\$178,547</u>	<u>\$38,828</u>	<u>\$12,318</u>	<u>\$121,898</u>	<u>\$5,503</u>

(a) Items included in our balance sheet.

(b) Gross debt excluding unamortized discount and financing fees.

Interest payments on debt include interest payments related to our fixed rate debt and estimated interest payments related to our variable rate debt. Estimated interest payments on variable rate debt



were calculated assuming that the outstanding balances and interest rates that existed at year-end 2016 remain constant through maturity.

Purchase obligations are defined as legally binding and enforceable agreements to purchase goods and services. Our purchase obligations include open commitments for land acquisition and development related to community development projects.

Our operating leases are for facilities, equipment and groundwater. We lease approximately 22,000 square feet of office space in Austin as our corporate headquarters. At year-end 2016, the remaining contractual obligation for our Austin office is \$1,983,000. We also lease office space in other locations in support of our business operations. The total remaining contractual obligations for these leases is \$1,925,000. Also included are groundwater leases for about 20,000 acres in central Texas with remaining contractual obligations of \$494,000.

The performance bond and standby letter of credit were provided in support of a bond issuance by CCSID. Please read **Cibolo Canyons—San Antonio, Texas** for additional information.

#### *Off-Balance Sheet Arrangements*

From time to time, we enter into off-balance sheet arrangements to facilitate our operating activities. At year-end 2016, our off-balance sheet unfunded arrangements, excluding contractual interest payments, purchase obligations, operating lease obligations and venture contributions included in the table of contractual obligations, consist of:

	Payments Due or Expiring by Year				
	Total	2017	2018 - 19	2020 - 21	Thereafter
	(In thousands)				
Performance bonds . . . . .	\$ 8,757	\$ 8,197	\$ 560	\$—	\$—
Standby letters of credit . . . . .	8,005	7,366	639	—	—
Recourse obligations . . . . .	543	362	100	81	—
Total . . . . .	<u>\$17,305</u>	<u>\$15,925</u>	<u>\$1,299</u>	<u>\$81</u>	<u>\$—</u>

In 2014, FMF Littleton LLC, an equity method venture in which we own a 25 percent interest, obtained a senior secured construction loan in the amount of \$46,384,000 to develop a 385-unit multifamily project located in Littleton, Colorado. The outstanding balance was \$44,446,000 at year-end 2016. We provided the lender with a guaranty of completion of the improvements; a guaranty for repayment of 25 percent of the principal balance and unpaid accrued interest; and a standard nonrecourse carve-out guaranty. The principal guaranty will reduce from 25 percent of principal to ten percent upon achievement of certain conditions.

In 2014, CREA FMF Nashville LLC, an equity method venture in which we own a 30 percent interest, obtained a senior secured construction loan in the amount of \$51,950,000 to develop a 320-unit multifamily project located in Nashville, Tennessee. The outstanding balance at year-end 2016 was \$37,446,000. We provided the lender with a guaranty of completion of the improvements; a guaranty for repayment of 25 percent of the principal balance and unpaid accrued interest; and a standard nonrecourse carve-out guaranty. The principal guaranty will reduce from 25 percent of principal to zero percent upon achievement of certain conditions.

#### **Cibolo Canyons—San Antonio, Texas**

Cibolo Canyons consists of the JW Marriott® San Antonio Hill Country Resort & Spa development owned by third parties and a mixed-use development we own. We have about \$44,905,000 invested in Cibolo Canyons at year-end 2016, all of which is related to the mixed-use development.

### ***Mixed-Use Development***

The mixed-use development we own consists of 2,100 acres planned to include 1,791 residential lots and 155 commercial acres designated for multifamily and retail uses, of which 1,142 lots and 97 commercial acres have been sold through year-end 2016.

In 2007, we entered into an agreement with CCSID providing for reimbursement of certain infrastructure costs related to the mixed-use development. Reimbursements are subject to review and approval by CCSID and unreimbursed amounts accrue interest at 9.75 percent. CCSID's funding for reimbursements is principally derived from its ad valorem tax collections and bond proceeds collateralized by ad valorem taxes, less debt service on these bonds and annual administrative and public service expenses.

Because the amount of each reimbursement is dependent on several factors, including timing of CCSID approval and CCSID having an adequate tax base to generate funds that can be used to reimburse us, there is uncertainty as to the amount and timing of reimbursements under this agreement. We expect to recover our investment from lot and tract sales and reimbursement of approved infrastructure costs from CCSID. We have not recognized income from interest due, but not collected. As these uncertainties are clarified, we will modify our accounting accordingly.

Through year-end 2016, we have submitted reimbursement approval for \$54,376,000 of infrastructure costs, of which we have received reimbursements totaling \$45,132,000, of which \$10,430,000 was received in 2016. At year-end 2016, we have \$9,244,000 in pending approved reimbursements, excluding interest.

### ***Resort Hotel, Spa and Golf Development***

In 2007, we entered into agreements to facilitate third-party construction and ownership of the JW Marriott® San Antonio Hill Country Resort & Spa, which includes a 1,002 room destination resort and two PGA Tour® Tournament Players Club® (TPC) golf courses.

In exchange for our commitment to the resort, the third-party owners assigned to us certain rights under an agreement between the third-party owners and CCSID. This agreement includes the right to receive from CCSID nine percent of hotel occupancy revenues and 1.5 percent of other resort sales revenues collected as taxes by the CCSID through 2034. The amount we receive will be net of annual ad valorem tax reimbursements by CCSID to the third-party owners of the resort through 2020. In addition, these payments will be net of debt service on bonds issued by CCSID collateralized by hotel occupancy tax (HOT) and other resort sales tax through 2034. The amounts we collect under this agreement are dependent on several factors including the amount of revenues generated by and ad valorem taxes imposed on the Resort and the amount of any applicable debt service incurred by CCSID. The amount we receive is net of annual ad valorem tax reimbursements by CCSID to the third-party owners of the resort through 2020. In addition, these payments will be net of debt service on bonds issued in 2014 by CCSID as discussed below which are collateralized by hotel occupancy tax (HOT) and other resort sales tax through 2034.

In 2014, we received \$50,550,000 from CCSID under 2007 Economic Development Agreements (EDA) related to its issuance of \$48,900,000 HOT and Sales and Use Tax Revenue Bonds, resulting in recovery of our full Resort investment. These bonds are obligations solely of CCSID and are payable from HOT and sales and use taxes levied on the Resort by CCSID. To facilitate the issuance of the bonds, we provided a \$6,846,000 letter of credit to the bond trustee as security for certain debt service fund obligations in the event CCSID tax collections are not sufficient to support payment of the bonds in accordance with their terms. The letter of credit must be maintained until the earlier of redemption of the bonds or scheduled bond maturity in 2034. We also entered into an agreement with the owner of the Resort to assign its senior rights to us in exchange for consideration provided by us, including a

surety bond to be drawn if CCSID tax collections are not sufficient to support ad valorem tax rebates payable. The surety bond has a balance of \$6,631,000 at year-end 2016. The surety bond decreases as CCSID makes annual ad valorem tax rebate payments, which obligation is scheduled to be retired in full by 2020. All future receipts are expected to be recognized as gains in the period collected. We received \$501,000 in 2016.

## **Accounting Policies**

### *Critical Accounting Estimates*

In preparing our financial statements, we follow generally accepted accounting principles, which in many cases require us to make assumptions, estimates, and judgments that affect the amounts reported. Our significant accounting policies are included in Note 1 to the Consolidated Financial Statements. Many of these principles are relatively straightforward. There are, however, a few accounting policies that are critical because they are important in determining our financial condition and results of operations and involve significant assumptions, estimates and judgments that are difficult to determine. We must make these assumptions, estimates and judgments currently about matters that are inherently uncertain, such as future economic conditions, operating results and valuations, as well as our intentions. As the difficulty increases, the level of precision decreases, meaning actual results can, and probably will, differ from those currently estimated. We base our assumptions, estimates and judgments on a combination of historical experiences and other factors that we believe are reasonable. We have reviewed the selection and disclosure of these critical accounting estimates with our Audit Committee.

At year-end 2016, we have divested substantially all of our oil and gas working interest assets and have classified our owned mineral assets as assets held for sale. Critical accounting estimates related to oil and gas properties such as accrued oil and gas revenue, impairment of oil and gas properties, oil and gas reserves and asset retirement obligations are not material to our financial statements for year-end 2016 but are disclosed to provide our policies and impact on our financial condition and results of operations for the years ended 2015 and 2014.

- *Investment in Real Estate and Cost of Real Estate Sales*—In allocating costs to real estate owned and real estate sold, we must estimate current and future real estate values. Our estimates of future real estate values sometimes must extend over periods 15 to 20 years from today and are dependent on numerous assumptions including our intentions and future market and economic conditions. In addition, when we sell real estate from projects that are not finished, we must estimate future development costs through completion. Differences between our estimates and actual results will affect future carrying values and operating results.
- *Impairment of Real Estate Long-Lived Assets*—Measuring real estate assets for impairment requires estimating the future undiscounted cash flows based on our intentions as to holding periods, and the residual value of assets under review, primarily undeveloped land. If the carrying amount exceeds the estimated undiscounted future cash flows, we will adjust the carrying amount of the real estate long-lived assets to fair value. Depending on the asset under review, we use varying methods to determine fair value, such as discounting expected future cash flows, determining resale values by market, or applying a capitalization rate to net operating income using prevailing rates in a given market. Changes in economic conditions, demand for real estate, and the projected net operating income for a specific property will inevitably change our estimates.
- *Accrued Oil and Gas Revenue*—We recognize revenue as oil and gas is produced and sold. There are a significant amount of oil and gas properties which we do not operate and, therefore, revenue is typically recorded in the month of production based on an estimate of our share of volumes produced and prices realized. We obtain the most current available production data from the operators and price indices for each well to estimate the accrual of revenue. Obtaining

production data on a timely basis for some wells is not feasible; therefore we utilize past production receipts and estimated sales price information to estimate accrual of working interest revenue on all other non-operated wells each month. Revisions to such estimates are recorded as actual results become known.

- *Impairment of Oil and Gas Properties*—We review our proved oil and gas properties for impairment whenever events and circumstances indicate that a decline in the recoverability of their carrying value may have occurred. We estimate the expected undiscounted future cash flows of our oil and gas properties and compare such undiscounted future cash flows to the carrying amount of the oil and gas properties to determine if the carrying amount is recoverable. If the carrying amount exceeds the estimated undiscounted future cash flows, we will adjust the carrying amount of the oil and gas properties to fair value. The factors used to determine fair value are subject to our judgment and expertise and include, but are not limited to, recent sales prices of comparable properties, the present value of future cash flows, net of estimated operating and development costs using estimates of proved reserves, future commodity pricing, future production estimates, anticipated capital expenditures, and various discount rates commensurate with the risk and current market conditions associated with realizing the expected cash flows projected. Because of the uncertainty inherent in these factors, we cannot predict when or if future impairment charges for proved properties will be recorded.

The assessment of unproved properties to determine any possible impairment requires significant judgment. We assess our unproved properties periodically for impairment on a property-by-property basis based on remaining lease terms, drilling results or future plans to develop acreage. Due to the uncertainty inherent in these factors, we cannot predict the amount of impairment charges that may be recorded in the future.

- *Oil and Gas Reserves*—The estimation of oil and gas reserves is a significant estimate which affects the amount of non-cash depletion expense we record as well as impairment analysis we perform. On an annual basis, we engage an independent petroleum engineering firm to assist us in preparing estimates of oil and gas reserves based on available geologic and seismic data, reservoir pressure data, core analysis reports, well logs, analogous reservoir performance history, production data and other available sources of engineering, geological and geophysical information. Oil and gas prices are volatile and largely affected by worldwide or domestic production and consumption and are outside our control.
- *Asset Retirement Obligations*—We make estimates of the future costs of the retirement obligations of our producing oil and gas properties. Estimating future costs involves significant assumptions and judgments regarding such factors as estimated costs of plugging and abandonment, timing of settlements, discount rates and inflation rates. Such cost estimates could be subject to significant revisions in subsequent years due to changes in regulatory requirements, technological advances and other factors which may be difficult to predict.
- *Impairment of Goodwill*—Measuring goodwill for impairment annually requires estimation of future cash flows and determination of fair values using many assumptions and inputs, including estimated future selling prices and volumes, estimated future costs to develop and explore, observable market inputs, weighted average cost of capital, estimated operating expenses and various other projected economic factors. Changes in economic and operating conditions can affect these assumptions and could result in additional interim testing and goodwill impairment charges in the future periods.
- *Share-Based Compensation*—We use the Black-Scholes option pricing model to determine the fair value of stock options. The determination of the fair value of share-based payment awards on the date of grant using an option-pricing model is affected by the stock price as well as assumptions regarding a number of other variables. These variables include expected stock price

volatility over the term of the awards, actual and projected employee stock option exercise behaviors (term of option), risk-free interest rate and expected dividends. The expected life was based on the simplified method utilizing the midpoint between the vesting period and the contractual life of the awards. The expected stock price volatility was determined using a blend of historical and implied volatility. Pre-vesting forfeitures are estimated based upon the pool of participants and their expected activity and historical trends. We use Monte Carlo simulation pricing model to determine the fair value of market-leveraged stock units (MSU's) and stock option awards with market condition. A typical Monte Carlo exercise simulates a distribution of stock prices to yield an expected distribution of stock prices at the end of the performance period. The simulations are repeated many times in order to derive a probabilistic assessment of stock performance. The stock-paths are simulated using assumptions which include expected stock price volatility and risk-free interest rate.

- *Income Taxes*—In preparing our consolidated financial statements, significant judgment is required to estimate our income taxes. Our estimates are based on our interpretation of federal and state tax laws. We estimate our actual current tax due and assess temporary and permanent differences resulting from differing treatment of items for tax and accounting purposes. The temporary differences result in deferred tax assets and liabilities, which are included in our consolidated balance sheet. If needed, we record a valuation allowance against our deferred tax assets. In addition, when we believe a tax position is supportable but the outcome uncertain, we include the item in our tax return but do not recognize the related benefit in our provision for taxes. Instead, we record a reserve for unrecognized tax benefits, which represents our expectation of the most likely outcome considering the technical merits and specific facts of the position. Changes to liabilities are only made when an event occurs that changes the most likely outcome, such as settlement with the relevant tax authority, expiration of statutes of limitations, changes in tax law, or recent court rulings. Adjustments to temporary differences, permanent differences or uncertain tax positions could materially impact our financial position, cash flow and results of operation.

#### ***Adopted and Pending Accounting Pronouncements***

Please read **Note 2—New and Pending Accounting Pronouncements** to the Consolidated Financial Statements.

#### **Effects of Inflation**

Inflation has had minimal effects on operating results the past three years.

#### **Legal Proceedings**

We are involved in various legal proceedings that arise from time to time in the ordinary course of doing business. We believe we have established adequate reserves for any probable losses, and we do not believe that the outcome of any of these proceedings should have a material adverse effect on our financial position, long-term results of operations, or cash flow. It is possible, however, that charges related to these matters could be significant to results of operations or cash flows in any one accounting period.

#### **Item 7A. *Quantitative and Qualitative Disclosures About Market Risk.***

##### **Interest Rate Risk**

We have no significant exposure to interest rate risk as it relates to our variable-rate debt of \$485,000 at year-end 2016, maturing in 2018.

**Foreign Currency Risk**

We have no exposure to foreign currency fluctuations.

**Commodity Price Risk**

We have no significant exposure to commodity price fluctuations.

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

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**MANAGEMENT'S ANNUAL REPORT ON  
INTERNAL CONTROL OVER FINANCIAL REPORTING**

The management of Forestar is responsible for establishing and maintaining adequate internal control over financial reporting. Management has designed our internal control over financial reporting to provide reasonable assurance that our published financial statements are fairly presented, in all material respects, in conformity with generally accepted accounting principles.

Management is required by paragraph (c) of Rule 13a-15 of the Securities Exchange Act of 1934, as amended, to assess the effectiveness of our internal control over financial reporting as of each year end. In making this assessment, management used the *Internal Control—Integrated Framework (2013)* by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Management conducted the required assessment of the effectiveness of our internal control over financial reporting as of year-end. Based upon this assessment, management believes that our internal control over financial reporting is effective as of year-end 2016.

Ernst & Young LLP, the independent registered public accounting firm that audited our financial statements included in this Form 10-K, has also audited our internal control over financial reporting. Their attestation report follows this report of management.



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

### The Board of Directors and Shareholders of Forestar Group Inc.

We have audited Forestar Group Inc.'s internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Forestar Group Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Forestar Group Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Forestar Group Inc. as of December 31, 2016 and 2015, and the related consolidated statements of income (loss) and comprehensive income (loss), equity, and cash flows for each of the three years in the period ended December 31, 2016 of Forestar Group Inc. and our report dated March 3, 2017 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Austin, Texas  
March 3, 2017

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**The Board of Directors and Shareholders of Forestar Group Inc.**

We have audited the accompanying consolidated balance sheets of Forestar Group Inc. as of December 31, 2016 and 2015, and the related consolidated statements of income (loss) and comprehensive income (loss), equity, and cash flows for each of the three years in the period ended December 31, 2016. Our audits also included the financial statement schedule listed in the Index at Item 15 (a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Forestar Group Inc. at December 31, 2016 and 2015, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2016, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Forestar Group Inc.'s internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated March 3, 2017 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Austin, Texas  
March 3, 2017

**FORESTAR GROUP INC.**  
**CONSOLIDATED BALANCE SHEETS**

	<b>At Year-End</b>	
	<b>2016</b>	<b>2015</b>
	<b>(In thousands, except share data)</b>	
<b>ASSETS</b>		
Cash and cash equivalents . . . . .	\$265,798	\$ 96,442
Real estate, net . . . . .	293,003	586,715
Assets of discontinued operations . . . . .	14	104,967
Assets held for sale . . . . .	30,377	—
Investment in unconsolidated ventures . . . . .	77,611	82,453
Timber . . . . .	—	7,683
Receivables, net . . . . .	8,931	19,025
Income taxes receivable . . . . .	10,867	12,056
Prepaid expenses . . . . .	2,000	3,116
Property and equipment, net . . . . .	3,116	10,732
Deferred tax asset, net . . . . .	323	—
Goodwill and other intangible assets . . . . .	37,900	43,455
Other assets . . . . .	3,268	5,602
<b>TOTAL ASSETS</b> . . . . .	<u>\$733,208</u>	<u>\$972,246</u>
<b>LIABILITIES AND EQUITY</b>		
Accounts payable . . . . .	\$ 4,804	\$ 11,617
Accrued employee compensation and benefits . . . . .	4,126	5,547
Accrued property taxes . . . . .	2,008	4,529
Accrued interest . . . . .	1,585	3,267
Deferred tax liability, net . . . . .	—	1,037
Earnest money deposits . . . . .	10,511	10,214
Other accrued expenses . . . . .	12,598	14,556
Liabilities of discontinued operations . . . . .	5,295	11,192
Liabilities held for sale . . . . .	103	—
Other liabilities . . . . .	19,702	24,657
Debt, net . . . . .	110,358	381,515
<b>TOTAL LIABILITIES</b> . . . . .	<u>171,090</u>	<u>468,131</u>
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>EQUITY</b>		
Forestar Group Inc. shareholders' equity:		
Common stock, par value \$1.00 per share, 200,000,000 authorized shares, 44,803,603 issued at December 31, 2016 and 36,946,603 issued at December 31, 2015 . . . . .		
	44,804	36,947
Additional paid-in capital . . . . .	553,005	561,850
Retained earnings (Accumulated deficit) . . . . .	12,602	(46,046)
Treasury stock, at cost, 3,187,253 shares at December 31, 2016 and 3,203,768 shares at December 31, 2015 . . . . .	(49,760)	(51,151)
Total Forestar Group Inc. shareholders' equity . . . . .	560,651	501,600
Noncontrolling interests . . . . .	1,467	2,515
<b>TOTAL EQUITY</b> . . . . .	<u>562,118</u>	<u>504,115</u>
<b>TOTAL LIABILITIES AND EQUITY</b> . . . . .	<u>\$733,208</u>	<u>\$972,246</u>

Please read the notes to the consolidated financial statements.

**FORESTAR GROUP INC.**  
**CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)**

	For the Year		
	2016	2015	2014
	(In thousands, except per share amounts)		
<b>REVENUES</b>			
Real estate sales and other . . . . .	\$ 176,535	\$ 120,022	\$ 171,672
Commercial and income producing properties . . . . .	13,738	82,808	41,440
Real estate . . . . .	190,273	202,830	213,112
Mineral resources . . . . .	5,076	9,094	15,690
Other . . . . .	1,965	6,652	9,362
	<u>197,314</u>	<u>218,576</u>	<u>238,164</u>
<b>COST AND EXPENSES</b>			
Cost of real estate sales and other . . . . .	(147,653)	(52,640)	(86,432)
Cost of commercial and income producing properties . . . . .	(15,442)	(61,251)	(37,332)
Cost of mineral resources . . . . .	(763)	(2,998)	(3,790)
Cost of other . . . . .	(5,075)	(3,081)	(3,006)
Other operating . . . . .	(33,177)	(48,996)	(44,326)
General and administrative . . . . .	(21,597)	(27,253)	(22,230)
	<u>(223,707)</u>	<u>(196,219)</u>	<u>(197,116)</u>
<b>GAIN ON SALE OF ASSETS</b> . . . . .	166,747	1,585	29,512
<b>OPERATING INCOME</b> . . . . .	140,354	23,942	70,560
Equity in earnings of unconsolidated ventures . . . . .	6,123	16,008	8,685
Interest expense . . . . .	(19,985)	(34,066)	(30,286)
Loss on extinguishment of debt, net . . . . .	(35,864)	—	—
Other non-operating income . . . . .	1,718	3,006	8,588
<b>INCOME FROM CONTINUING OPERATIONS BEFORE TAXES</b> . . . . .	92,346	8,890	57,547
Income tax expense . . . . .	(15,302)	(35,131)	(20,850)
<b>NET INCOME (LOSS) FROM CONTINUING OPERATIONS</b> . . . . .	77,044	(26,241)	36,697
<b>LOSS FROM DISCONTINUED OPERATIONS, NET OF TAXES</b> . . . . .	(16,865)	(186,130)	(19,609)
<b>CONSOLIDATED NET INCOME (LOSS)</b> . . . . .	60,179	(212,371)	17,088
Less: Net (income) attributable to noncontrolling interests . . . . .	(1,531)	(676)	(505)
<b>NET INCOME (LOSS) ATTRIBUTABLE TO FORESTAR GROUP INC.</b> . . . . .	<u>\$ 58,648</u>	<u>\$(213,047)</u>	<u>\$ 16,583</u>
<b>WEIGHTED AVERAGE COMMON SHARES OUTSTANDING</b>			
Basic . . . . .	34,546	34,266	35,317
Diluted . . . . .	42,334	34,266	43,596
<b>NET INCOME (LOSS) PER BASIC SHARE</b>			
Continuing operations . . . . .	\$ 1.80	\$ (0.79)	\$ 0.84
Discontinued operations . . . . .	\$ (0.40)	\$ (5.43)	\$ (0.46)
<b>NET INCOME (LOSS) PER BASIC SHARE</b> . . . . .	<u>\$ 1.40</u>	<u>\$ (6.22)</u>	<u>\$ 0.38</u>
<b>NET INCOME (LOSS) PER DILUTED SHARE</b>			
Continuing operations . . . . .	\$ 1.78	\$ (0.79)	\$ 0.83
Discontinued operations . . . . .	\$ (0.40)	\$ (5.43)	\$ (0.45)
<b>NET INCOME (LOSS) PER DILUTED SHARE</b> . . . . .	<u>\$ 1.38</u>	<u>\$ (6.22)</u>	<u>\$ 0.38</u>
<b>COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO FORESTAR GROUP INC.</b> . . . . .	<u>\$ 58,648</u>	<u>\$(213,047)</u>	<u>\$ 16,583</u>

Please read the notes to the consolidated financial statements.

**FORESTAR GROUP INC.**  
**CONSOLIDATED STATEMENTS OF EQUITY**

	Forestar Group Inc. Shareholders' Equity							
	Total	Common Stock		Additional Paid-in Capital	Treasury Stock		Retained Earnings (Accumulated Deficit)	Non- controlling Interests
		Shares	Amount		Shares	Amount		
	(In thousands, except share data)							
Balance at December 31, 2013 . . . . .	\$ 715,397	36,946,603	\$36,947	\$556,676	(2,199,666)	\$(34,196)	\$ 150,418	\$ 5,552
Net income . . . . .	17,088	—	—	—	—	—	16,583	505
Distributions to noncontrolling interest . . . . .	(4,171)	—	—	—	—	—	—	(4,171)
Contributions from noncontrolling interest . . . . .	2,585	—	—	—	—	—	—	2,585
Dissolution of noncontrolling interests . . . . .	1,342	—	—	—	—	—	—	1,342
Purchase of noncontrolling interests, net . . . . .	(6,242)	—	—	(2,969)	—	—	—	(3,273)
Issuances of common stock for vested share-settled units . . . . .	—	—	—	(2,567)	164,914	2,567	—	—
Issuances from exercises of pre-spin stock options, net of swaps . . . . .	877	—	—	(43)	60,823	920	—	—
Issuances from exercises of stock options, net of swaps . . . . .	329	—	—	(333)	45,062	662	—	—
Shares withheld for payroll taxes . . . . .	(1,043)	—	—	(4)	(55,238)	(1,039)	—	—
Shares repurchased . . . . .	(24,595)	—	—	—	(1,491,187)	(24,595)	—	—
Forfeitures of restricted stock awards . . . . .	—	—	—	10	(9,986)	(10)	—	—
Share-based compensation . . . . .	8,033	—	—	8,033	—	—	—	—
Tax benefit from exercise of restricted stock units and stock options and vested restricted stock . . . . .	142	—	—	142	—	—	—	—
Balance at December 31, 2014 . . . . .	\$ 709,742	36,946,603	\$36,947	\$558,945	(3,485,278)	\$(55,691)	\$ 167,001	\$ 2,540
Net income (loss) . . . . .	(212,371)	—	—	—	—	—	(213,047)	676
Distributions to noncontrolling interest . . . . .	(701)	—	—	—	—	—	—	(701)
Issuances of common stock for vested share-settled units . . . . .	—	—	—	(5,362)	335,611	5,362	—	—
Issuances from exercises of pre-spin stock options, net of swaps . . . . .	31	—	—	(33)	3,999	64	—	—
Shares withheld for payroll taxes . . . . .	(762)	—	—	(1)	(51,521)	(761)	—	—
Forfeitures of restricted stock awards . . . . .	—	—	—	125	(6,579)	(125)	—	—
Share-based compensation . . . . .	8,576	—	—	8,576	—	—	—	—
Tax benefit from exercise of restricted stock units and stock options and vested restricted stock . . . . .	(400)	—	—	(400)	—	—	—	—
Balance at December 31, 2015 . . . . .	\$ 504,115	36,946,603	\$36,947	\$561,850	(3,203,768)	\$(51,151)	\$ (46,046)	\$ 2,515
Net income . . . . .	60,179	—	—	—	—	—	58,648	1,531
Distributions to noncontrolling interests . . . . .	(2,579)	—	—	—	—	—	—	(2,579)
Issuances of common stock for vested share-settled units . . . . .	—	—	—	(4,570)	288,397	4,570	—	—
Issuances from exercises of stock options, net of swaps . . . . .	328	—	—	(224)	35,406	552	—	—
Shares withheld for payroll taxes . . . . .	(222)	—	—	(28)	(23,312)	(194)	—	—
Shares repurchased . . . . .	(3,537)	—	—	—	(283,976)	(3,537)	—	—
Share-based compensation . . . . .	4,045	—	—	4,045	—	—	—	—
Settlement of tangible equity units . . . . .	—	7,857,000	7,857	(7,857)	—	—	—	—
Reacquisition of equity component related to convertible debt . . . . .	(211)	—	—	(211)	—	—	—	—
Balance at December 31, 2016 . . . . .	\$ 562,118	44,803,603	\$44,804	\$553,005	(3,187,253)	\$(49,760)	\$ 12,602	\$ 1,467

Please read the notes to the consolidated financial statements.

**FORESTAR GROUP INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	For the Year		
	2016	2015	2014
	(In thousands)		
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Consolidated net income (loss)	\$ 60,179	\$(212,371)	\$ 17,088
Adjustments:			
Depreciation, depletion and amortization	11,447	45,085	41,715
Change in deferred income taxes	(1,360)	41,261	1,645
Equity in earnings of unconsolidated ventures	(6,123)	(16,008)	(8,685)
Distributions of earnings of unconsolidated ventures	7,719	12,741	5,721
Share-based compensation	4,037	4,246	3,417
Real estate cost of sales	98,412	87,733	84,665
Dry hole and unproved leasehold impairment costs	—	67,639	29,528
Real estate development and acquisition expenditures, net	(81,179)	(107,988)	(114,694)
Reimbursements from utility and improvement districts	27,107	15,176	66,047
Asset impairments	60,939	108,184	15,934
Loss on debt extinguishment, net	35,864	—	—
Gain on sale of assets	(153,083)	(879)	(38,038)
Other	5,359	4,680	5,887
Changes in:			
Notes and accounts receivables	13,214	(978)	10,704
Prepaid expenses and other	(133)	3,026	2,180
Accounts payable and other accrued liabilities	(16,711)	(11,868)	(4,653)
Income taxes	1,189	(4,553)	(11,379)
Net cash provided by operating activities	66,877	35,126	107,082
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Property, equipment, software, reforestation and other	(6,138)	(14,690)	(16,398)
Oil and gas properties and equipment	(579)	(49,717)	(101,145)
Acquisition of partner's interest in unconsolidated multifamily venture, net of cash	—	—	(20,155)
Acquisition of oil and gas properties	—	—	(1,100)
Investment in unconsolidated ventures	(6,089)	(26,349)	(14,692)
Proceeds from sale of assets	427,849	18,260	21,962
Return of investment in unconsolidated ventures	5,700	12,168	1,797
Net cash provided by (used for) investing activities	420,743	(60,328)	(129,731)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Proceeds from issuance of senior secured notes, net	—	—	241,947
Payments of debt	(315,229)	(58,220)	(225,481)
Additions to debt	3,184	11,463	22,593
Deferred financing fees	—	(295)	(3,217)
Distributions to noncontrolling interests, net	(2,579)	(701)	(3,146)
Purchase of noncontrolling interests	—	—	(7,971)
Repurchases of common stock	(3,537)	—	(24,595)
Other	(103)	(730)	339
Net cash (used for) provided by financing activities	(318,264)	(48,483)	469
Net increase (decrease) in cash and cash equivalents	169,356	(73,685)	(22,180)
Cash and cash equivalents at beginning of year	96,442	170,127	192,307
Cash and cash equivalents at year-end	\$ 265,798	\$ 96,442	\$ 170,127
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>			
Cash paid during the year for:			
Interest	\$ 14,790	\$ 27,330	\$ 22,936
Income taxes paid (refunds)	\$ 10,205	\$ (4,077)	\$ 18,322
<b>SUPPLEMENTAL DISCLOSURE OF NON-CASH INFORMATION:</b>			
Capitalized interest	\$ 2,838	\$ 2,938	\$ 1,154
Noncontrolling interests	\$ —	\$ —	\$ 2,904

Please read the notes to the consolidated financial statements.

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1—Summary of Significant Accounting Policies**

*Basis of Presentation*

Our consolidated financial statements include the accounts of Forestar Group Inc., all subsidiaries, ventures and other entities in which we have a controlling interest. We account for our investment in other entities in which we have significant influence over operations and financial policies using the equity method (we recognize our share of the entities' income or loss and any preferential returns and treat distributions as a reduction of our investment). We eliminate all material intercompany accounts and transactions. Noncontrolling interests in consolidated pass-through entities are recognized before income taxes.

We prepare our financial statements in accordance with generally accepted accounting principles in the United States, which require us to make estimates and assumptions about future events. Actual results can, and probably will, differ from those we currently estimate. Examples of significant estimates include those related to allocating costs to real estate, measuring long-lived assets for impairment, oil and gas revenue accruals, capital expenditure and lease operating expense accruals associated with our oil and gas production activities, oil and gas reserves and depletion of our oil and gas properties.

At year-end 2016, we have divested substantially all of our oil and gas working interest properties. As a result of this significant change in our operations, we have reported the results of operations and financial position of these assets as discontinued operations within the consolidated statements of income (loss) and comprehensive income (loss) and consolidated balance sheets for all periods presented. In addition, in second quarter 2016, we changed the name of the oil and gas segment to mineral resources to reflect the strategic shift from oil and gas working interest investments to owned mineral interests. We also changed the name of the other natural resources segment to other.

*Cash and Cash Equivalents*

Cash and cash equivalents include cash and other short-term instruments with original maturities of three months or less. At year-end 2016 and 2015, restricted cash was \$275,000 and \$200,000 and is included in other assets.

*Cash Flows*

The consolidated statements of cash flows for 2016, 2015 and 2014 reflect cash flows from both continuing and discontinued operations. Expenditures for the acquisition and development of single-family and multifamily real estate that we intend to develop for sale are classified as operating activities. Expenditures for the acquisition and development of properties to be held and operated, investment in oil and gas properties and equipment, and business acquisitions are classified as investing activities. Our accrued capital expenditures for unproved leasehold acquisitions and drilling and completion costs at year-end 2016 and 2015 were \$834,000 and \$7,033,000 and are included in liabilities of discontinued operations in our consolidated balance sheets. These oil and gas property additions will be reflected as cash used for investing activities in the period the accrued payables are settled.

*Capitalized Software*

We capitalize purchased software costs as well as the direct internal and external costs associated with software we develop for our own use. We amortize these capitalized costs using the straight-line method over estimated useful lives generally ranging from three to five years. The carrying value of

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 1—Summary of Significant Accounting Policies (Continued)**

capitalized software was \$52,000 at year-end 2016 and \$237,000 at year-end 2015 and is included in other assets. The amortization of these capitalized costs was \$155,000 in 2016, \$996,000 in 2015 and \$1,067,000 in 2014 and is included in general and administrative and operating expenses.

***Environmental and Asset Retirement Obligations***

We recognize environmental remediation liabilities on an undiscounted basis when environmental assessments or remediation are probable and we can reasonably estimate the cost. We adjust these liabilities as further information is obtained or circumstances change. Our asset retirement obligations are related to the abandonment and site restoration requirements that result from the acquisition, construction and development of oil and gas working interest properties, which we have divested substantially all at year-end 2016. We record the fair value of a liability for an asset retirement obligation in the period in which it is incurred and a corresponding increase in the carrying amount of the related long-lived asset. Accretion expense related to the asset retirement obligation and depletion expense related to capitalized asset retirement costs are included in cost of mineral resources and in discontinued operations on our consolidated statements of income (loss) and comprehensive income (loss). Our asset retirement obligations are recorded in liabilities held for sale at year-end 2016 and in other liabilities and liabilities of discontinued operations at year-end 2015.

The following summarizes the changes in asset retirement obligations:

	Year-End	
	2016	2015
	(In thousands)	
Beginning balance . . . . .	\$ 1,758	\$1,807
Additions . . . . .	6	65
Oil and gas working interest property dispositions . . . . .	(1,610)	(119)
Liabilities settled . . . . .	(107)	(139)
Accretion expense . . . . .	56	144
	\$ 103	\$1,758

***Fair Value Measurements***

Financial instruments for which we did not elect the fair value option include cash and cash equivalents, accounts and notes receivables, other assets, long-term debt, accounts payable and other liabilities. With the exception of long-term notes receivable and debt, the carrying amounts of these financial instruments approximate their fair values due to their short-term nature or variable interest rates.

***Goodwill and Other Intangible Assets***

We record goodwill when the purchase price of a business acquisition exceeds the estimated fair value of net identified tangible and intangible assets acquired. We do not amortize goodwill or other indefinite lived intangible assets. Instead, we measure these assets for impairment based on the estimated fair values at least annually or more frequently if impairment indicators exist. We perform



**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 1—Summary of Significant Accounting Policies (Continued)**

the annual impairment measurement in the fourth quarter of each year. Intangible assets with finite useful lives are amortized over their estimated useful lives.

In 2016, we performed our annual goodwill impairment evaluation and concluded that goodwill related to our mineral interest assets was not impaired at year-end 2016 as the estimated fair value exceeded the carrying value. On February 17, 2017, we sold substantially all of the Company's remaining oil and gas assets for \$85,600,000. Please read **Note 21—Subsequent Events** for additional information about these items.

In addition, we performed our annual goodwill impairment evaluation and concluded that goodwill related to our central Texas water assets was impaired at year-end 2016 as the estimated fair value exceeded the carrying value. We recorded a \$3,874,000 non-cash impairment charge as a result of entering into an agreement to sell these assets. At year-end 2016, our central Texas water assets are classified as held for sale.

***Income Taxes***

We provide deferred income taxes using current tax rates for temporary differences between the financial accounting carrying value of assets and liabilities and their tax accounting carrying values. We recognize and value income tax exposures for the various taxing jurisdictions where we operate based on laws, elections, commonly accepted tax positions, and management estimates. We include tax penalties and interest in income tax expense. We provide a valuation allowance for any deferred tax asset that is not likely to be recoverable in future periods.

When we believe a tax position is supportable but the outcome uncertain, we include the item in our tax return but do not recognize the related benefit in our provision for taxes. Instead, we record a reserve for unrecognized tax benefits, which represents our expectation of the most likely outcome considering the technical merits and specific facts of the position. Changes to liabilities are only made when an event occurs that changes the most likely outcome, such as settlement with the relevant tax authority, expiration of statutes of limitations, changes in tax law, or recent court rulings.

***Owned Mineral Interests***

When we lease our mineral interests to third-party exploration and production entities, we retain a royalty interest and may take an additional participation in production, including a working interest. At year-end 2016, mineral interests and any remaining oil and gas working interests are included in assets held for sale.

***Oil and Gas Properties (Discontinued Operations)***

We use the successful efforts method of accounting for our oil and gas producing activities. Costs to acquire mineral interests leased, costs to drill and complete development of oil and gas wells and related asset retirement costs are capitalized. Costs to drill exploratory wells are capitalized pending determination of whether the wells have proved reserves and if determined incapable of producing commercial quantities of oil and gas these costs are expensed as dry hole costs. At year-end 2016, we have no capitalized exploratory well costs pending determination of proved reserves. Exploration costs include dry hole costs, geological and geophysical costs, expired unproved leasehold costs and seismic

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 1—Summary of Significant Accounting Policies (Continued)**

studies, and are expensed as incurred. Production costs incurred to maintain wells and related equipment are charged to expense as incurred.

Depreciation and depletion of producing oil and gas properties is calculated using the units-of-production method. Proved developed reserves are used to compute unit rates for unamortized tangible and intangible drilling and completion costs. Proved reserves are used to compute unit rates for unamortized acquisition of proved leasehold costs. Unit-of-production amortization rates are revised whenever there is an indication of the need for revision but at least once a year and those revisions are accounted for prospectively as changes in accounting estimates.

***Impairment of Oil and Gas Properties***

We evaluate our oil and gas properties, including facilities and equipment, for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. We estimate the expected undiscounted future cash flows of our oil and gas properties and compare such undiscounted future cash flows to the carrying amount of the oil and gas properties to determine if the carrying amount is recoverable. If the carrying amount exceeds the estimated undiscounted future cash flows, we will adjust the carrying amount of the oil and gas properties to fair value. The factors used to determine fair value are subject to our judgment and expertise and include, but are not limited to, recent sales prices of comparable properties, the present value of future cash flows, net of estimated operating and development costs using estimates of proved reserves, future commodity pricing, future production estimates, anticipated capital expenditures, and various discount rates commensurate with the risk and current market conditions associated with realizing the expected cash flows projected. Because of the uncertainty inherent in these factors, we cannot predict when or if future impairment charges for proved properties will be recorded.

The assessment of unproved leasehold properties to determine any possible impairment requires significant judgment. We assess our unproved leasehold properties periodically for impairment on a property-by-property basis based on remaining lease terms, drilling results or future plans to develop acreage. Impairment expense for proved and unproved oil and gas properties are included in cost of mineral resources and cost of oil and gas producing activities in discontinued operations.

***Operating Leases***

We occupy office space in various locations under operating leases. The lease agreements may contain rent escalation clauses, construction allowances and/or contingent rent provisions. We expense operating leases ratably over the shorter of the useful life or the lease term. For scheduled rent escalation clauses, we recognize the base rent expense on a straight-line basis and record the difference between the recognized rent expense and the amounts payable under the lease as deferred lease credits included in other liabilities in the consolidated balance sheets. Deferred lease credits are amortized over the lease term. For construction allowances, we record leasehold improvement assets included in property and equipment in the consolidated balance sheets amortized over the shorter of their economic lives or the lease term. The related deferred lease credits are amortized as a reduction of rent expense over the lease term.

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 1—Summary of Significant Accounting Policies (Continued)**

*Property and Equipment*

We carry property and equipment at cost less accumulated depreciation. We capitalize the cost of significant additions and improvements, and we expense the cost of repairs and maintenance. We capitalize interest costs incurred on major construction projects. We depreciate these assets using the straight-line method over their estimated useful lives as follows:

	Estimated Useful Lives	Year-End	
		2016	2015
		(In thousands)	
Buildings and building improvements . . . . .	10 to 40 years	\$ 2,700	\$ 4,044
Property and equipment . . . . .	2 to 10 years	4,957	12,230
		7,657	16,274
Less: accumulated depreciation . . . . .		(4,541)	(5,542)
		\$ 3,116	\$10,732

Depreciation expense of property and equipment was \$889,000 in 2016, \$1,067,000 in 2015 and \$903,000 in 2014.

*Real Estate*

We carry real estate at the lower of cost or fair value less cost to sell. We capitalize interest costs once development begins, and we continue to capitalize throughout the development period. We also capitalize infrastructure, improvements, amenities, and other development costs incurred during the development period. We determine the cost of real estate sold using the relative sales value method. When we sell real estate from projects that are not finished, we include in the cost of real estate sold estimates of future development costs through completion, allocated based on relative sales values. These estimates of future development costs are reevaluated at least annually, with any adjustments being allocated prospectively to the remaining units available for sale. We receive cash deposits from home builders for purchases of vacant developed lots from community development projects. These earnest money deposits are released to the home builders as lots are developed and sold.

Income producing properties are carried at cost less accumulated depreciation computed using the straight-line method over their estimated useful lives.

We have agreements with utility or improvement districts, principally in Texas, whereby we agree to convey to the districts water, sewer and other infrastructure-related assets we have constructed in connection with projects within their jurisdiction. The reimbursement for these assets ranges from 70 to 90 percent of allowable cost as defined by the district. The transfer is consummated and we receive payment when the districts have a sufficient tax base to support funding of their bonds. The cost we incur in constructing these assets is included in capitalized development costs, and upon collection, we remove the assets from capitalized development costs. We provide an allowance to reflect our past experiences related to claimed allowable development costs.

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 1—Summary of Significant Accounting Policies (Continued)**

*Impairment of Real Estate Long-Lived Assets*

We review real estate long-lived assets held for use for impairment when events or circumstances indicate that their carrying value may not be recoverable. Impairment exists if the carrying amount of the long-lived asset is not recoverable from the undiscounted cash flows expected from its use and eventual disposition. We determine the amount of the impairment loss by comparing the carrying value of the long-lived asset to its estimated fair value. In the absence of quoted market prices, we determine estimated fair value generally based on the present value of future probability weighted cash flows expected from the sale of the long-lived asset. Non-cash impairment charges related to our owned and consolidated real estate assets are included in cost of real estate sales and other. In 2016, we recorded \$56,453,000 in non-cash impairment charges related to six non-core community development projects and two multifamily sites.

*Revenue*

*Real Estate*

We recognize revenue from sales of real estate when a sale is consummated, the buyer's initial investment is adequate, any receivables are probable of collection, the usual risks and rewards of ownership have been transferred to the buyer, and we do not have significant continuing involvement with the real estate sold. If we determine that the earnings process is not complete, we defer recognition of any gain until earned. We recognize revenue from hotel room sales and other guest services when rooms are occupied and other guest services have been rendered. We recognize rental revenues from our multifamily properties when earned in accordance with the terms of the respective leases on a straight-line basis for the period of occupancy.

We recognize construction revenues on multifamily projects that we develop as a general contractor. Construction revenues are recognized as costs are incurred plus fixed fee earned. We are reimbursed for costs paid to subcontractors plus we may earn a development and construction management fee on multifamily projects we develop, both of which are included in commercial and income producing properties revenue. On multifamily projects where our fee is based on a fixed fee plus guaranteed maximum price contract, any cost overruns incurred during construction, as compared to the original budget, will reduce the net fee generated on these projects. Any excess cost overruns estimated over the net fee generated are recognized in the period in which they become evident. At year-end 2016, we were not a general contractor on any of the multifamily projects currently under construction and we do not anticipate to be a general contractor on any new multifamily projects as we determined multifamily was non-core and we would not be making any new investments in this business.

We exclude from revenue amounts we collect from utility or improvement districts related to the conveyance of water, sewer and other infrastructure related assets. We also exclude from revenue amounts we collect for timber sold on land being developed. These proceeds reduce capitalized development costs. We exclude from revenue amounts we collect from customers that represent sales tax or other taxes that are based on the sale. These amounts are included in other accrued expenses until paid.

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 1—Summary of Significant Accounting Policies (Continued)**

*Oil and Gas Working Interest Revenues (Discontinued Operations)*

We recognize revenue as oil and gas is produced and sold. There are a significant amount of oil and gas properties which we do not operate and, therefore, revenue is typically recorded in the month of production based on an estimate of our share of volumes produced and prices realized. We obtain the most current available production data from the operators and price indices for each well to estimate the accrual of revenue. Obtaining production data on a timely basis for some wells is not feasible; therefore we utilize past production receipts and estimated sales price information to estimate accrual of working interest revenue on all other non-operated wells each month. Revisions to such estimates are recorded as actual results become known. We review accounts receivable periodically and reduce the carrying amount by a valuation allowance that reflects our best estimate of the amount that may not be collectible.

A majority of our sales are made under contractual arrangements with terms that are considered to be usual and customary in the oil and gas industry. The contracts are for periods of up to five years with prices determined upon a percentage of pre-determined and published monthly index price. The terms of these contracts have not had an effect on how we recognize revenue.

*Mineral Resources*

We recognize revenue from mineral bonus payments when we have received an executed agreement with the exploration company transferring the rights to any oil or gas it may find and requiring drilling be done within a specified period, the payment has been collected, and we have no obligation to refund the payment. We recognize revenue from delay rentals received if drilling has not started within the specified period and when the payment has been collected. We recognize revenue from mineral royalties and non-working interests when the minerals have been delivered to the buyer, the value is determinable, and we are reasonably sure of collection.

*Other*

We recognize revenue from timber sales upon passage of title, which occurs at delivery; when the price is fixed and determinable; and we are reasonably sure of collection. We recognize revenue from recreational leases on the straight-line basis over the lease term. We recognize revenue from the sale of water rights or groundwater reservation agreements upon receipt of an executed agreement and payment has been collected and all conditions to the agreement have been met and we have no further performance obligations to meet. The water delivery revenues will be recognized as water is being delivered and metered at the delivery point.

*Share-Based Compensation*

We use the Black-Scholes option pricing model for stock options, Monte Carlo simulation pricing model for market-leveraged stock units and for stock options with market conditions, grant date fair value for equity-settled awards and period-end fair value for cash-settled awards. We expense share-based awards ratably over the vesting period or earlier based on retirement eligibility.

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 1—Summary of Significant Accounting Policies (Continued)**

*Timber*

We carry timber at cost less the cost of timber cut. We expense the cost of timber cut based on the relationship of the timber carrying value to the estimated volume of recoverable timber multiplied by the amount of timber cut. We include the cost of timber cut in cost of other. We determine the estimated volume of recoverable timber using statistical information and other data related to growth rates and yields gathered from physical observations, models and other information gathering techniques. Changes in yields are generally due to adjustments in growth rates and similar matters and are accounted for prospectively as changes in estimates. We capitalize reforestation costs incurred in developing viable seedling plantations (up to two years from planting), such as site preparation, seedlings, planting, fertilization, insect and wildlife control, and herbicide application. We expense all other costs, such as property taxes and costs of forest management personnel, as incurred. Once the seedling plantation is viable, we expense all costs to maintain the viable plantations, such as fertilization, herbicide application, insect and wildlife control, and thinning, as incurred.

We own about 19,000 acres of non-core timberland and undeveloped land, in Georgia and Texas. The non-cash cost of timber cut and sold is \$63,000 in 2016, \$250,000 in 2015 and \$371,000 in 2014 and is included in depreciation, depletion and amortization in our consolidated statements of cash flows.

**Note 2—New and Pending Accounting Pronouncements**

*Adoption of New Accounting Standards*

In April 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2015-03, *Interest—Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*, as part of its initiative to reduce complexity in accounting standards. To simplify presentation of debt issuance costs, the amendments in this update require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. In August 2015, the FASB issued ASU 2015-15, *Interest-Imputation of Interest (Subtopic 835-30), Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements—Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting (SEC Update)*, which allows an entity to defer and present debt issuance costs as an asset and subsequently amortize the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. The updated standards are effective for financial statements issued for annual and interim periods beginning after December 15, 2015. We adopted ASU 2015-03 in first quarter 2016 and prior period amounts have been reclassified to conform to the current period presentation. As of December 31, 2015, \$8,267,000 of debt issuance costs were reclassified in the consolidated balance sheets from other assets to debt. The adoption did not impact our consolidated financial position, results of operations or cash flows. As permitted under this guidance, we will continue to present debt issuance costs associated with revolving-debt agreements as other assets.

In February 2015, the FASB issued ASU 2015-02, *Consolidation: Amendments to the Consolidation Analysis (Topic 810)*, requiring entities to evaluate whether they should consolidate certain legal entities. All legal entities are subject to reevaluation under the revised consolidation model. The revised consolidation model: (1) modifies the evaluation of whether limited partnerships and similar legal entities are variable interest entities (VIEs) or voting interest entities, (2) eliminates the presumption

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 2—New and Pending Accounting Pronouncements (Continued)**

that a general partner should consolidate a limited partnership, (3) affects the consolidation analysis of reporting entities that are involved with VIEs, and (4) provides a scope exception from consolidation guidance for reporting entities with interests in certain legal entities. The updated standard is effective for financial statements issued for annual and interim periods beginning after December 15, 2015. The adoption of this guidance, which was applied retrospectively, had no impact to our consolidated financial statements.

In January 2015, the FASB issued ASU 2015-01, *Income Statement—Extraordinary and Unusual Items (Subtopic 225-20)*, which eliminates the concept of extraordinary items from U.S. GAAP. The updated standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted, provided that the guidance is applied from the beginning of the fiscal year of adoption. The adoption of this guidance had no impact on our financial statements and related disclosures.

***Pending Accounting Standards***

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*, requiring an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The updated standard will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective and permits the use of either the retrospective or cumulative effect transition method. Early adoption is not permitted. The updated standard becomes effective for annual and interim periods beginning after December 15, 2017. The guidance permits two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect initially applying the guidance recognized at the date of initial application (the cumulative catch-up transition method). We currently anticipate adopting the standard using the cumulative catch-up transition method. We anticipate this standard will not have a material impact on our consolidated financial statements. While we are continuing to assess all potential impacts of the standard, we expect revenue related to lot and tract sales to remain substantially unchanged. Due to the complexity of certain of our real estate sale transactions, the revenue recognition treatment required under the standard will be dependent on contract-specific terms, and may vary in some instances from recognition at the time of the sale closing.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. This ASU requires lessees to put most leases on their balance sheets but recognize expenses on their income statements in a manner that is similar to today's accounting. This guidance also eliminates today's real estate-specific provisions for all entities. For lessors, the guidance modifies the classification criteria and the accounting for sales-type and direct financing leases. This guidance is effective in 2019, and interim periods within that year. Early adoption is permitted. The new leases standard requires a modified retrospective transition approach for all leases existing at, or entered into after, the date of initial application, with an option to use certain transition relief. We are currently evaluating the effect the updated standard will have on our financial position and disclosures.

In March 2016, the FASB issued ASU 2016-09, *Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*, as part of its simplification initiative. The areas for simplification in this update involve several aspects of the accounting for share-based payment transactions, including income tax consequences, classification of awards as either equity or liabilities, and the classification on the statement of cash flows. The updated standard becomes effective for

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 2—New and Pending Accounting Pronouncements (Continued)**

annual and interim periods beginning after December 31, 2016. We are currently evaluating the effect that the updated standard will have on our earnings, financial position and disclosures, but we do not expect it to have a material impact on our consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230)*, in order to address eight specific cash flow issues with the objective of reducing the existing diversity in practice. The updated standard is effective for financial statements issued for annual periods beginning after December 15, 2017 and interim periods within those fiscal years with early adoption permitted. We are currently evaluating the effect that the updated standard will have on our earnings, financial position and disclosures, but we do not expect it to have a material effect on our consolidated financial statements.

In November, 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230)*. This ASU requires that a statement of cash flow explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash investments. This standard is effective for fiscal years beginning after December 15, 2017. The adoption of ASU 2016-18 will modify our current disclosures and reclassifications relating to the consolidated statements of cash flows, but we do not expect it to have a material effect on our consolidated financial statements.

**Note 3—Real Estate**

Real estate consists of:

	Year-End 2016			Year-End 2015		
	Carrying Value	Accumulated Depreciation	Net Carrying Value	Carrying Value	Accumulated Depreciation	Net Carrying Value
	(In thousands)					
Entitled, developed and under development projects . . . . .	\$263,859	\$ —	\$263,859	\$352,141	\$ —	\$352,141
Undeveloped land (includes land in entitlement) . . . . .	29,144	—	29,144	98,181	—	98,181
Commercial						
Radisson Hotel & Suites <sup>(a)</sup> . . . . .	—	—	—	62,889	(29,268)	33,621
Income producing properties						
Eleven <sup>(a)</sup> . . . . .	—	—	—	53,896	(2,861)	51,035
Dillon <sup>(a)</sup> . . . . .	—	—	—	19,987	—	19,987
Music Row <sup>(a)</sup> . . . . .	—	—	—	9,947	—	9,947
Downtown Edge <sup>(a)</sup> . . . . .	—	—	—	12,706	—	12,706
West Austin <sup>(b)</sup> . . . . .	—	—	—	9,097	—	9,097
	\$293,003	\$ —	\$293,003	\$618,844	\$(32,129)	\$586,715

<sup>(a)</sup> Sold in 2016.

<sup>(b)</sup> Classified as assets held for sale at year-end 2016.



**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 3—Real Estate (Continued)**

In 2016, we recognized non-cash impairment charges of \$56,453,000 related to six non-core community development projects and two multifamily sites. These impairments were a result of our key initiative to review our entire portfolio of assets which resulted in business plan changes, inclusive of cash tax savings considerations, to market these properties for sale, which resulted in adjustment of the carrying value to fair value.

In 2016, we sold the Radisson Hotel & Suites, a 413 room hotel in Austin, for \$130,000,000, generating \$128,764,000 in net proceeds before paying in full the associated debt of \$15,400,000 and recognized a gain on sale of \$95,336,000. We also sold Eleven, a wholly-owned 257-unit multifamily property in Austin, for \$60,150,000, generating \$59,719,000 in net proceeds before paying in full the associated debt of \$23,936,000 and recognized a gain on sale of \$9,116,000. In addition, we sold Dillon, a planned 379-unit multifamily property that was under construction in Charlotte, for \$25,979,000, generating \$25,428,000 in net proceeds and recognized a gain on sale of \$1,223,000, and Music Row, a planned 230-unit multifamily property that was under construction in Nashville, for \$15,025,000, generating \$14,703,000 in net proceeds and recognized a gain on sale of \$3,968,000. We also sold Downtown Edge, a multifamily site in Austin, for \$5,000,000, generating \$4,975,000 in net proceeds and recognized a loss of \$3,870,000.

In 2016, we sold over 58,300 acres of timber and timberland in Georgia and Alabama for \$104,172,000 in three transactions generating combined net proceeds of \$103,238,000. These transactions resulted in a combined gain on sale of assets of \$48,891,000.

In 2015, we sold Midtown Cedar Hill, a 354-unit multifamily property we developed near Cedar, Hill, Texas for \$42,880,000, generating segment earnings of \$9,265,000 and generating \$42,639,000 in net proceeds before paying in full the associated debt of \$24,166,000.

Depreciation expense related to commercial and income producing properties was \$816,000 in 2016, \$6,810,000 in 2015 and \$3,319,000 in 2014 and is included in other operating expense.

As a general contractor on guaranteed maximum price contracts associated with two multifamily venture properties, we recognized charges of \$392,000 in 2016, \$1,543,000 in 2015 and \$5,111,000 in 2014 related to cost overruns.

Our estimated cost of assets for which we expect to be reimbursed by utility and improvement districts were \$45,157,000 at year-end 2016 and \$67,554,000 at year-end 2015, which included \$14,749,000 at year-end 2016 and \$22,302,000 at year-end 2015 related to our Cibolo Canyons project near San Antonio. In 2016, we collected \$26,606,000 in reimbursements that were previously submitted to these districts. At year-end 2016, our inception to-date submitted and approved reimbursements for the Cibolo Canyons project were \$54,376,000, of which we have collected \$45,132,000. These costs are principally for water, sewer and other infrastructure assets that we have incurred and submitted or will submit to utility or improvement districts for approval and reimbursement. We expect to be reimbursed by utility and improvement districts when these districts achieve adequate tax basis or otherwise have funds available to support payment.

In 2014, we received \$50,550,000 from Cibolo Canyons special improvement district (CCSID) and recognized a gain of \$6,577,000 related to its issuance of \$48,900,000 Hotel Occupancy Tax (HOT) and Sales and Use Tax Revenue Bonds. These bonds are obligations solely of CCSID and are payable from HOT and sales and use taxes levied on the Resort by CCSID. To facilitate the issuance of the bonds, we provided a \$6,846,000 letter of credit to the bond trustee as security for certain debt service fund

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 3—Real Estate (Continued)**

obligations in the event CCSID tax collections are not sufficient to support payment of the bonds in accordance with their terms. The letter of credit must be maintained until the earlier of redemption of the bonds or scheduled bond maturity in 2034. We also entered into an agreement with the owner of the Resort to assign its senior rights to us in exchange for consideration provided by us, including a surety bond to be drawn if CCSID tax collections are not sufficient to support ad valorem tax rebates payable. The surety bond has a balance of \$6,631,000 at year-end 2016. The deferred gains related to the letter of credit and surety bond are included in other liabilities on our consolidated balance sheet. The surety bond decreases and gains are recognized as CCSID makes annual ad valorem tax rebate payments, which obligation is scheduled to be retired in full by 2020. All future receipts are expected to be recognized as gains in the period collected. We recorded gains of \$1,219,000 and \$1,160,000 in 2016 and 2015 associated with reduction of surety bond and gains of \$501,000 and \$425,000 in 2016 and 2015 associated with excess hotel occupancy and sales and use tax revenues from CCSID in 2015.

**Note 4—Investment in Unconsolidated Ventures**

We participate in real estate ventures for the purpose of acquiring and developing residential, multifamily and mixed-use communities in which we may or may not have a controlling financial interest. U.S. GAAP requires consolidation of Variable Interest Entities (VIEs) in which an enterprise has a controlling financial interest and is the primary beneficiary. A controlling financial interest will have both of the following characteristics: (a) the power to direct the VIE activities that most significantly impact economic performance and (b) the obligation to absorb the VIE losses and right to receive benefits that are significant to the VIE. We examine specific criteria and use judgment when determining whether a venture is a VIE and whether we are the primary beneficiary. We perform this review initially at the time we enter into venture agreements and reassess upon reconsideration events.

At year-end 2016, we had ownership interests in 16 ventures that we accounted for using the equity method, none of which are a VIE.

In 2016, we sold our interest in FMF Peakview LLC (360°), a 304-unit multifamily joint venture near Denver, generating \$13,917,000 in net proceeds and recognized a gain of \$10,363,000 which is included in gain on sale of assets.

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 4—Investment in Unconsolidated Ventures (Continued)**

Combined summarized balance sheet information for our ventures accounted for using the equity method follows:

	Venture Assets		Venture Borrowings <sup>(a)</sup>		Venture Equity		Our Investment	
	At Year-End							
	2016	2015	2016	2015	2016	2015	2016	2015
	(In thousands)							
242, LLC <sup>(b)</sup>	\$ 26,503	\$ 26,687	\$ 1,107	\$ —	\$ 23,136	\$ 24,877	\$10,934	\$11,766
CL Ashton Woods, LP <sup>(c)</sup>	2,653	7,654	—	—	2,198	6,084	1,107	3,615
CL Realty, LLC	8,048	7,872	—	—	7,899	7,662	3,950	3,831
CREA FMF Nashville LLC <sup>(b)</sup>	56,081	57,820	37,446	50,845	17,091	4,291	4,923	3,820
Elan 99, LLC	49,652	34,192	36,238	14,587	13,100	15,838	11,790	14,255
FMF Littleton LLC	70,282	52,376	44,446	22,347	23,798	24,370	6,128	6,270
FMF Peakview LLC	—	48,869	—	30,485	—	16,828	—	3,447
FOR/SR Forsyth LLC	10,672	6,500	1,568	—	8,990	6,500	8,091	5,850
HM Stonewall Estates, Ltd <sup>(c)</sup>	852	2,842	—	—	852	2,842	477	1,294
LM Land Holdings, LP <sup>(c)</sup>	25,538	31,984	3,477	7,728	20,945	22,751	9,685	9,664
MRECV DT Holdings LLC	4,155	4,215	—	—	4,144	4,215	3,729	3,807
MRECV Edelweiss LLC	3,484	2,237	—	—	3,484	2,237	3,358	2,029
MRECV Juniper Ridge LLC	4,156	3,006	—	—	4,156	3,006	3,741	2,730
MRECV Meadow Crossing II LLC	2,492	728	—	—	2,491	728	2,242	655
Miramonte Boulder Pass, LLC	10,738	12,627	4,006	5,869	5,265	5,474	5,330	5,349
Temco Associates, LLC	4,368	5,284	—	—	4,253	5,113	2,126	2,557
Other ventures <sup>(d)</sup>	—	4,174	—	2,242	—	1,922	—	1,514
	<u>\$279,674</u>	<u>\$309,067</u>	<u>\$128,288</u>	<u>\$134,103</u>	<u>\$141,802</u>	<u>\$154,738</u>	<u>\$77,611</u>	<u>\$82,453</u>

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 4—Investment in Unconsolidated Ventures (Continued)**

Combined summarized income statement information for our ventures accounted for using the equity method follows:

	Revenues			Earnings (Loss)			Our Share of Earnings (Loss)		
				For the Year					
	2016	2015	2014	2016	2015	2014	2016	2015	2014
	(In thousands)								
242, LLC <sup>(b)</sup>	\$ 5,835	\$ 20,995	\$ 5,612	\$ 1,259	\$ 9,588	\$ 2,951	\$ 668	\$ 4,919	\$1,514
CL Ashton Woods, LP <sup>(c)</sup>	2,870	9,820	5,431	914	3,881	1,748	1,332	5,000	2,471
CL Realty, LLC	567	856	1,573	237	424	1,068	119	212	534
CREA FMF Nashville LLC <sup>(b)(d)</sup>	4,955	1,227	—	(1,420)	(1,696)	(163)	1,103	(1,696)	(163)
Elan 99, LLC	1,392	—	—	(2,739)	(49)	(87)	(2,465)	(44)	(78)
FMF Littleton LLC	3,116	120	—	(571)	(367)	(239)	(143)	(92)	(60)
FMF Peakview LLC	939	2,057	4	(248)	(1,116)	(410)	(50)	(223)	(83)
FOR/SR Forsyth LLC	—	—	—	(65)	—	—	(58)	—	—
HM Stonewall Estates, Ltd. <sup>(c)</sup>	2,112	3,990	1,728	832	1,881	613	361	952	248
LM Land Holdings, LP <sup>(c)</sup>	10,001	10,956	21,980	7,288	8,251	15,520	2,458	3,342	4,827
MRECV DT Holdings LLC	495	—	—	477	167	—	429	—	—
MRECV Edelweiss LLC	416	—	—	409	151	—	368	137	—
MRECV Juniper Ridge LLC	379	—	—	380	106	—	342	—	—
MRECV Meadow Crossing II LLC	267	—	—	220	—	—	198	—	—
Miramonte Boulder Pass, LLC	4,923	—	—	(399)	(250)	—	(200)	(125)	—
PSW Communities, LP	—	29,986	—	—	2,688	(86)	—	1,169	(76)
TEMCO Associates, LLC	1,344	9,485	2,155	440	2,358	494	220	1,179	247
Other ventures	6,519	36,237	3,960	2,105	33,303	3,879	1,441	1,278	(696)
	<u>\$46,130</u>	<u>\$125,729</u>	<u>\$42,443</u>	<u>\$ 9,119</u>	<u>\$59,320</u>	<u>\$25,288</u>	<u>\$ 6,123</u>	<u>\$16,008</u>	<u>\$8,685</u>

(a) Total includes current maturities of \$89,756,000 at year-end 2016, of which \$78,557,000 is non-recourse to us, and \$39,590,000 at year-end 2015, of which \$29,691,000 is non-recourse to us.

(b) Includes unamortized deferred gains on real estate contributed by us to ventures. We recognize deferred gains as income as real estate is sold to third parties. Deferred gains of \$1,457,000 are reflected as a reduction to our investment in unconsolidated ventures at year-end 2016.

(c) Includes unrecognized basis difference of \$259,000 which is reflected as an increase of our investment in unconsolidated ventures at year-end 2016. This difference between estimated fair value of the equity investment and our capital account within the respective ventures at closing will be accreted as income or expense over the life of the investment and included in our share of earnings (loss) from the respective ventures.

(d) Our share of venture earnings in 2016 includes reallocation of prior year cumulative losses incurred by the venture as a result of equity contribution by the venture partner in 2016.

In 2016, we invested \$6,089,000 in these ventures and received \$13,419,000 in distributions; in 2015, we invested \$26,349,000 in these ventures and received \$24,909,000 in distributions; and in 2014, we invested \$14,692,000 in these ventures and received \$7,518,000 in distributions. Distributions include both return of investments and distributions of earnings.

We provide construction and development services for some of these ventures for which we receive fees. Fees for these services were \$2,466,000 in 2016, \$1,856,000 in 2015 and \$2,275,000 in 2014, and are included in real estate revenues.

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 5—Goodwill and Other Intangible Assets**

Carrying value of goodwill and other intangible assets follows:

	Year-End	
	2016	2015
	(In thousands)	
Goodwill . . . . .	\$37,900	\$41,774
Identified intangibles, net . . . . .	—	1,681
	\$37,900	\$43,455

Goodwill related to our mineral interests was \$37,900,000 at year-end 2016 and 2015. Goodwill associated with our water resources initiatives was \$0 and \$3,874,000 at year-end 2016 and 2015. In 2016, we recognized a goodwill non-cash impairment charge of \$3,874,000 related to interests in groundwater leases in central Texas as result of entering into an agreement to sell these assets. Impairment charges are included in cost of other on our consolidated statements of income (loss) and comprehensive income (loss).

Identified intangibles include \$1,681,000 in indefinite lived groundwater leases associated with our water resources initiatives and is included in assets held for sale at year-end 2016.

**Note 6—Held for Sale**

At year-end 2016, assets held for sale includes approximately 19,000 acres of timberland and undeveloped land and the related timber, a multifamily site in Austin, our owned mineral interest assets and central Texas groundwater assets.

The major classes of assets and liabilities of the properties held for sale at year-end 2016 are as follows:

	At Year-End 2016
	(In thousands)
Assets Held for Sale:	
Real estate . . . . .	\$ 19,931
Timber . . . . .	1,682
Other intangible assets . . . . .	1,681
Oil and gas properties and equipment, net . . . . .	782
Property and equipment, net . . . . .	6,301
	\$ 30,377
Liabilities Held for Sale:	
Other liabilities . . . . .	103
	\$ 103

**Note 7—Discontinued Operations**

At year-end 2016, we have divested substantially all of our oil and gas working interest properties. As a result of this significant change in our operations, we have reported the results of operations and

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 7—Discontinued Operations (Continued)**

financial position of these assets as discontinued operations within the consolidated statements of income (loss) and comprehensive income (loss) and consolidated balance sheets for all periods presented. In addition, in second quarter 2016, we changed the name of the oil and gas segment to mineral resources to reflect the strategic shift from oil and gas working interest investments to owned mineral interests.

Summarized results from discontinued operations were as follows:

	For the Year		
	2016	2015	2014
	(In thousands)		
Revenues . . . . .	\$ 5,862	\$ 43,845	\$ 68,610
Cost of oil and gas producing activities . . . . .	(6,578)	(221,402)	(94,581)
Other operating expenses . . . . .	(7,754)	(10,363)	(14,357)
Loss from discontinued operations before income taxes . . . . .	\$ (8,470)	\$(187,920)	\$(40,328)
Gain (loss) on sale of assets before income taxes . .	(13,664)	(706)	8,526
Income tax benefit . . . . .	5,269	2,496	12,193
Loss from discontinued operations, net of taxes .	<u>\$(16,865)</u>	<u>\$(186,130)</u>	<u>\$(19,609)</u>

In 2016, we recorded a net loss of \$13,664,000 on the sale of 199,263 net mineral acres leased from others and 379 gross (95 net) producing oil and gas working interest wells in Nebraska, Kansas, Oklahoma and North Dakota for total net proceeds of \$80,374,000, which includes \$3,269,000 in reimbursement of capital costs incurred on in-progress wells that were assumed by the buyer. Other operating expenses in 2016 include loss contingency charges of \$2,990,000 related to litigation and \$1,155,000 related to potential environmental liabilities to plug and abandon certain oil and gas wells in Wyoming. Please read **Note 14—Litigation and Environmental Contingencies** for additional information about these items.

In 2015, we recorded a net loss of \$706,000 on the sale of 109,000 net mineral acres leased from others and the disposition of 39 gross (7 net) producing oil and gas wells in Nebraska, Texas, Colorado, North Dakota and Oklahoma for total net proceeds of \$17,800,000.

In 2014, we recorded a net gain of \$8,526,000 on the sale of 650 net mineral acres leased from others and 124 gross (18 net) producing oil and gas working interest wells in Nebraska, Kansas, Oklahoma and North Dakota for total net proceeds of \$17,660,000.

Cost of sales includes non-cash impairment charges of \$612,000 in 2016, \$163,029,000 in 2015 and \$32,665,000 in 2014 related to our proved properties and unproved leasehold oil and gas working interests.

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 7—Discontinued Operations (Continued)**

The major classes of assets and liabilities of discontinued operations at year-end 2016 and 2015 are as follows:

	<b>At Year-End</b>	
	<b>2016</b>	<b>2015</b>
	<b>(In thousands)</b>	
<b>Assets of Discontinued Operations:</b>		
Receivables, net of allowance for bad debt . . . . .	\$ 6	\$ 4,632
Oil and gas properties and equipment, net . . . . .	—	79,733
Goodwill and other intangible assets . . . . .	—	19,673
Prepaid expenses . . . . .	8	96
Other assets . . . . .	—	833
	<u>\$ 14</u>	<u>\$104,967</u>
<b>Liabilities of Discontinued Operations:</b>		
Accounts payable . . . . .	\$ 67	\$ 342
Accrued property taxes . . . . .	—	259
Other accrued expenses . . . . .	5,228	8,924
Other liabilities . . . . .	—	1,667
	<u>\$ 5,295</u>	<u>\$ 11,192</u>

Significant operating activities and investing activities of discontinued operations are as follows:

	<b>For the Year</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>		
<b>Operating activities:</b>			
Asset impairments . . . . .	\$ 612	\$ 105,337	\$ 15,535
Dry hole and unproved leasehold impairment charges . . . . .	—	67,639	29,528
Loss (gain) on sale of assets . . . . .	13,664	706	(8,526)
Depreciation, depletion and amortization . . . . .	2,202	28,391	28,758
	<u>\$ 16,478</u>	<u>\$ 202,073</u>	<u>\$ 65,295</u>
<b>Investing activities:</b>			
Oil and gas properties and equipment . . . . .	\$ (579)	\$ (49,717)	\$(101,145)
Acquisition of oil and gas properties . . . . .	—	—	(1,100)
Proceeds from sales of assets . . . . .	77,105	17,800	17,660
	<u>\$ 76,526</u>	<u>\$ (31,917)</u>	<u>\$ (84,585)</u>

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 8—Receivables**

Receivables consist of:

	At Year-End	
	2016	2015
	(In thousands)	
Funds held by qualified intermediary for potential 1031 like-kind exchange . . . . .	\$ —	\$14,703
Other receivables and accrued interest . . . . .	1,505	2,218
Other loans secured by real estate, average interest rate of 5.86% at year-end 2016 and 11.31% at year-end 2015 . . . . .	7,452	2,130
	8,957	19,051
Allowance for bad debts . . . . .	(26)	(26)
	\$ 8,931	\$19,025

In 2016, we received funds previously held by qualified intermediary because we did not complete an intended like-kind exchange related to a sale of 6,915 acres of undeveloped land.

Other loans secured by real estate generally are secured by a deed of trust and due within three to five years.

**Note 9—Debt**

Debt consists of:

	At Year-End	
	2016	2015
	(In thousands)	
8.50% senior secured notes due 2022 . . . . .	5,200	224,647
3.75% convertible senior notes due 2020, net of discount . . . . .	104,673	104,719
6.00% tangible equity units, net . . . . .	—	8,666
Secured promissory notes—average interest rates of 3.42% at year-end 2015 . . . . .	—	15,400
Other indebtedness due through 2018 at variable and fixed interest rates ranging from 5.0% to 5.50% . . . . .	485	28,083
	\$110,358	\$381,515

In 2016, we reduced the revolving commitment provided by our senior secured credit facility, which matures on May 15, 2017 (with two one-year extension options), from \$300,000,000 to \$125,000,000, none of which was drawn at year-end 2016. The revolving line of credit may be prepaid at any time without penalty. The revolving line of credit includes a \$100,000,000 sublimit for letters of credit, of which \$14,850,000 was outstanding at year-end 2016. Total borrowings under our senior secured credit facility (including the face amount of letters of credit) may not exceed a borrowing base formula. At year-end 2016, we had \$71,262,000 in net unused borrowing capacity under our senior credit facility.



**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 9—Debt (Continued)**

Under the terms of our senior secured credit facility, at our option, we can borrow at LIBOR plus 4.0 percent or at the alternate base rate plus 3.0 percent. The alternate base rate is the highest of (i) KeyBank National Association's base rate, (ii) the federal funds effective rate plus 0.5 percent or (iii) 30 day LIBOR plus 1 percent. Borrowings under the senior secured credit facility are or may be secured by (a) mortgages on the timberland, high value timberland and portions of raw entitled land, as well as pledges of other rights including certain oil and gas operating properties, (b) assignments of current and future leases, rents and contracts, (c) a security interest in our primary operating account, (d) a pledge of the equity interests in current and future material operating subsidiaries and most of our majority-owned joint venture interests, or if such pledge is not permitted, a pledge of the right to distributions from such entities, and (e) a pledge of certain reimbursements payable to us from special improvement district tax collections in connection with our Cibolo Canyons project. The senior secured credit facility provides for releases of real estate and other collateral provided that borrowing base compliance is maintained.

Our debt agreements contain financial covenants customary for such agreements including minimum levels of interest coverage and limitations on coverage. At year-end 2016, our tangible net worth requirement was \$426,312,000 computed as: \$379,044,000 plus 85 percent of the aggregate net proceeds received by us from any equity offering, plus 75 percent of all positive net income, on a cumulative basis since third quarter 2015. At year-end 2016, we were in compliance with the financial covenants of these agreements.

We may elect to make distributions to stockholders so long as the total leverage ratio is less than 40 percent, the interest coverage ratio is greater than 3.0:1.0 and available liquidity is not less than \$125,000,000, all of which were satisfied at year-end 2016. Regardless of whether the foregoing conditions are satisfied, we may make distributions in an aggregate amount not to exceed \$50,000,000 to be funded from up to 65% of the net proceeds from sales of multifamily properties and non-core assets, such as the Radisson Hotel & Suites in Austin, and any oil and gas properties.

In 2014, we issued \$250,000,000 aggregate principal of 8.5% Senior Secured Notes due 2022 (Notes). The Notes will mature on June 1, 2022 and interest on the Notes is payable semiannually at a rate of 8.5 percent per annum in arrears. In 2016, we completed a cash tender offer for our Notes, pursuant to which we purchased \$215,495,000 principal amount (representing approximately 97.6% outstanding) of the Notes. Total consideration paid was \$245,604,000, which included \$29,091,000 in premium at 113.5% and \$1,018,000 in accrued and unpaid interest. In addition, we received consent from holders of the Notes to eliminate or modify certain covenants, events of default and other provisions contained in the indenture governing the Notes, and to release the subsidiary guarantees and collateral securing the Notes. We also purchased \$9,750,000 principal amount of the Notes between 99% and 99.95% of face value in open market transactions. The 2016 tender offer and open market purchases resulted in a \$35,681,000 loss on extinguishment of debt, which includes the premium paid to repurchase the Notes, write-off of unamortized debt issuance costs of \$5,416,000 and \$1,301,000 in other costs related to tender offer advisory services.

In 2015, we purchased \$19,440,000 principal amount of Notes at 97% of face value, resulting in a gain of \$589,000 on the early extinguishment of the retired Notes, offset by the write-off of unamortized debt issuance costs of \$506,000 allocated to the retired Notes.

In 2013, we issued \$125,000,000 aggregate principal amount of 3.75% convertible senior notes due 2020 (Convertible Notes). Interest on the Convertible Notes is payable semiannually at a rate of

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 9—Debt (Continued)**

3.75 percent per annum and they mature on March 1, 2020. The Convertible Notes have an initial conversion rate of 40.8351 per \$1,000 principal amount. The initial conversion rate is subject to adjustment upon the occurrence of certain events. Prior to November 1, 2019, the Convertible Notes are convertible only upon certain circumstances, and thereafter are convertible at any time prior to the close of business on the second scheduled trading day prior to maturity. If converted, holders will receive cash, shares of our common stock or a combination thereof at our election. We intend to settle the principal amount of the Convertible Notes in cash upon conversion, with any excess conversion value to be settled in shares of our common stock. At year-end 2016, unamortized debt discount of our Convertible Notes was \$13,809,000.

In 2016, we purchased \$5,000,000 of 3.75% Convertible Senior Notes due 2020 at 93.25% of face value in open market transactions for \$4,663,000 and we allocated \$4,452,000 to extinguish the debt and \$211,000 to reacquire the equity component within the convertible notes based on the fair value of the debt component. We recognized a \$110,000 loss on extinguishment of debt based on the difference between the fair value of the debt component prior to conversion and the carrying value of the debt component. Total loss on extinguishment of debt including write-off of debt issuance costs allocated to the repurchased notes was \$183,000.

In 2013, we issued \$150,000,000 aggregate principal amount of 6.00% tangible equity units (Units). The total offering was 6,000,000 Units, including 600,000 exercised by the underwriters, each with a stated amount of \$25.00. Each Unit is comprised of (i) a prepaid stock purchase contract to be settled by delivery of a number of shares of our common stock, par value \$1.00 per share to be determined pursuant to a purchase contract agreement, and (ii) a senior amortizing note due December 15, 2016 that has an initial principal amount of \$4.2522, bears interest at a rate of 4.50% per annum and has a final installment payment date of December 15, 2016. On December 15, 2016, we made the final installment payment of principal and accrued interest and issued 7,857,000 shares upon settlement of the stock purchase contract based on the applicable market value, as defined in the purchase contract agreement associated with issuance of the Units.

In 2016, a secured promissory note of \$15,400,000 was paid in full in connection with sale of the Radisson Hotel & Suites, for \$130,000,000.

In 2016, other indebtedness decreased principally as a result of selling Eleven, a 257-unit multifamily project in Austin, for \$60,150,000 and paying in full the associated debt of \$23,936,000.

At year-end 2016 and 2015, we have \$1,633,000 and \$8,267,000 in unamortized deferred fees which were deducted from our debt. In addition, at year-end 2016 and 2015, unamortized deferred financing fees related to our senior credit facility included in other assets were \$314,000 and \$2,768,000. Amortization of deferred financing fees was \$3,598,000 in 2016, \$4,002,000 in 2015 and \$3,845,000 in 2014 and is included in interest expense.

Debt maturities during the next five years are: 2017—\$0; 2018—\$485,000; 2019—\$0; 2020—\$104,673,000; 2021—\$0 and thereafter—\$5,200,000.

**Note 10—Fair Value**

Fair value is the exchange price that would be the amount received for an asset or paid to transfer a liability in an orderly transaction between market participants. In arriving at a fair value measurement, we use a fair value hierarchy based on three levels of inputs, of which the first two are

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 10—Fair Value (Continued)**

considered observable and the last unobservable. The three levels of inputs used to establish fair value are the following:

- Level 1—Quoted prices in active markets for identical assets or liabilities;
- Level 2—Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

We elected not to use the fair value option for cash and cash equivalents, accounts receivable, other current assets, variable debt, accounts payable and other current liabilities. The carrying amounts of these financial instruments approximate their fair values due to their short-term nature or variable interest rates. We determine the fair value of fixed rate financial instruments using quoted prices for similar instruments in active markets.

Information about our fixed rate financial instruments not measured at fair value follows:

	Year-End 2016		Year-End 2015		Valuation Technique
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	
	(In thousands)				
Fixed rate debt . . . . .	\$(111,506)	\$(109,789)	\$(346,090)	\$(321,653)	Level 2

Non-financial assets measured at fair value on a non-recurring basis principally include real estate assets, oil and gas properties, assets held for sale, goodwill and intangible assets, which are measured for impairment.

In 2016, we recognized non-cash impairment charges of \$56,453,000 related to six non-core community development projects and two multifamily sites as a result of the review of our entire portfolio of assets and marketing these properties for sale, of which four non-core community development projects and one multifamily site were sold in 2016. We based our valuations primarily on executed purchase and sale agreements, current negotiations and letters of intent with expected buyers and third party broker price opinions. In 2016, we recognized non-cash impairment charges of \$612,000 related to non-core oil and gas working interest properties that were sold in 2016.

In 2015, we recognized non-cash impairment charges of \$107,140,000 related to non-core oil and gas working interest assets classified as discontinued operations in 2016. These properties were primarily located in North Dakota, Nebraska and Kansas and were impaired primarily due to a significant decline in oil and gas prices and the likelihood these assets will be sold. The fair value of these properties was determined using Level 3 inputs and income valuation method based on estimated future commodity prices and our various operational assumptions. In instances where a third party bid was received for a combination of proved and unproved properties, an estimate of the allocation of bid prices was performed and fair value was adjusted accordingly. Included in proved oil and gas non-cash impairments were impairments associated with properties that were sold in fourth quarter 2015. In addition, in 2015 we recognized impairments of \$57,691,000 for unproved leasehold interests as a result of continued decline in oil prices and our current plans to only allocate capital to these non-core assets

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 10—Fair Value (Continued)**

to preserve values and optionality for ultimate sale. Fair value of certain unproved leasehold interests that were impaired were based on market comparables or where a third party bid was received for a combination of proved and unproved properties, an estimate of the allocation of fair value was performed which reduced the carrying value of these leasehold interests.

In 2015, certain real estate assets were remeasured and reported at fair value due to events or circumstances that indicated the carrying value may not be recoverable. We determined estimated fair value based on the present value of future probability weighted cash flows expected from the sale of the long-lived asset or based on a third party appraisal of current value. As a result, we recognized non-cash asset impairment charges of \$1,044,000 in 2015 associated with a residential development with golf course and country club property near Fort Worth which was sold in April 2015, one owned project near Atlanta where the remaining lots were sold in August 2015 and one owned entitled project in Atlanta.

Non-financial assets measured at fair value on a non-recurring basis are as follows:

	Year-End 2016				Year-End 2015			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
	(In thousands)							
<b>Non-financial Assets and Liabilities:</b>								
Real estate . . . . .	\$—	\$—	\$—	\$—	\$—	\$—	\$ 641	\$ 641
Assets of discontinued operations . . . . .	\$—	\$—	\$—	\$—	\$—	\$—	\$57,219	\$57,219

**Note 11—Capital Stock**

In 2015, we accelerated the expiration date of our shareholder rights plan from December 11, 2017 to March 13, 2015, resulting in termination of the plan.

Please read **Note 12—Net Income (Loss) per Share** for information about shares of common stock that could be issued under our 3.75% convertible senior notes due 2020.

Please read **Note 17—Share-Based and Long-Term Incentive Compensation** for information about additional shares of common stock that could be issued under terms of our share-based compensation plans.

Please read **Note 21—Subsequent Events** for information about preferred stock purchase rights pursuant to our tax benefits preservation plan.

At year-end 2016, personnel of former affiliates held options to purchase 234,764 shares of our common stock. The options have a weighted average exercise price of \$30.56 and will expire in February 2017. At year-end 2016, the options have an aggregate intrinsic value of \$0.

On December 15, 2016, we issued 7,857,000 shares of our common stock upon settlement of the stock purchase contract related to the 6.00% tangible equity units. In 2016, we repurchased 283,976 shares of our common stock for \$3,537,000. In 2014, we repurchased 1,491,187 shares of our common stock for \$24,595,000. We have repurchased 3,777,308 shares of our common stock for \$57,696,000 since we announced our 2009 strategic initiative of repurchasing up to 20 percent or up to 7,000,000 shares of our common stock.

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 12—Net Income (Loss) per Share**

Basic and diluted earnings (loss) per share are computed using the two-class method. The two-class method is an earnings allocation formula that determines net income per share for each class of common stock and participating security. We have determined that our 6.00% tangible equity units are participating securities. Per share amounts are computed by dividing earnings available to common shareholders by the weighted average shares outstanding during each period. In periods with a net loss, no such adjustment is made to earnings as the holders of the participating securities have no obligation to fund losses.

The computations of basic and diluted earnings (loss) per share are as follows:

	<b>For the Year</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>		
<b>Numerator:</b>			
<i>Continuing operations</i>			
Net income (loss) from continuing operations . . . . .	\$ 77,044	\$ (26,241)	\$ 36,697
Less: Net (income) attributable to noncontrolling interest . . . . .	<u>(1,531)</u>	<u>(676)</u>	<u>(505)</u>
Earnings (loss) available for diluted earnings per share . . . . .	\$ 75,513	\$ (26,917)	\$ 36,192
Less: Undistributed net income from continuing operations allocated to participating securities . . . . .	<u>(13,493)</u>	<u>—</u>	<u>(6,586)</u>
Earnings (loss) from continuing operations available to common shareholders for basic earnings per share . . . . .	<u>\$ 62,020</u>	<u>\$ (26,917)</u>	<u>\$ 29,606</u>
<i>Discontinued operations</i>			
Net income (loss) from discontinued operations available for diluted earnings per share . . . . .	(16,865)	(186,130)	(19,609)
Less: Undistributed net income from discontinued operations allocated to participating securities . . . . .	<u>3,014</u>	<u>—</u>	<u>3,569</u>
Earnings (loss) from discontinued operations available to common shareholders for basic earnings per share . . . . .	<u>(13,851)</u>	<u>(186,130)</u>	<u>(16,040)</u>
<b>Denominator:</b>			
Weighted average common shares outstanding—basic . . . . .	34,546	34,266	35,317
Weighted average common shares upon conversion of participating securities <sup>(a)</sup> . . . . .	7,515	—	7,857
Dilutive effect of stock options, restricted stock and equity-settled awards . . . . .	<u>273</u>	<u>—</u>	<u>422</u>
Total weighted average shares outstanding—diluted . . . . .	<u>42,334</u>	<u>34,266</u>	<u>43,596</u>
Anti-dilutive awards excluded from diluted weighted average shares outstanding . . . . .	2,102	10,864	2,238

<sup>(a)</sup> Our earnings per share calculation reflects the weighted average shares issuable upon settlement of the prepaid stock purchase contract component of our 6.00% tangible equity units, issued in 2013.

On December 15, 2016, we issued 7,857,000 shares of our common stock upon settlement of the stock purchase contract related to the 6.00% tangible equity units.

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 12—Net Income (Loss) per Share (Continued)**

We intend to settle the principal amount of the Convertible Notes in cash upon conversion with any excess conversion value to be settled in shares of our common stock. Therefore, only the amount in excess of the par value of the Convertible Notes will be included in our calculation of diluted net income per share using the treasury stock method. As such, the Convertible Notes have no impact on diluted net income per share until the price of our common stock exceeds the conversion price of the Convertible Notes of \$24.49. The average price of our common stock in 2016 did not exceed the conversion price which resulted in no additional diluted outstanding shares.

**Note 13—Income Taxes**

Income tax (expense) benefit from continuing operations consists of:

	<u>For the Year</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
	(In thousands)		
<b>Current tax provision:</b>			
U.S. Federal . . . . .	\$(15,089)	\$ 6,740	\$(18,905)
State and other . . . . .	(1,520)	(418)	(2,182)
	<u>(16,609)</u>	<u>6,322</u>	<u>(21,087)</u>
<b>Deferred tax provision:</b>			
U.S. Federal . . . . .	1,382	(38,262)	184
State and other . . . . .	(75)	(3,191)	53
	<u>1,307</u>	<u>(41,453)</u>	<u>237</u>
Income tax (expense) benefit . . . . .	<u>\$(15,302)</u>	<u>\$(35,131)</u>	<u>\$(20,850)</u>

A reconciliation of the federal statutory rate to the effective income tax rate on continuing operations follows:

	<u>For the Year</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Federal statutory rate (benefit) . . . . .	35%	35%	35%
State, net of federal benefit . . . . .	—	10	2
Valuation allowance . . . . .	(19)	348	
Noncontrolling interests . . . . .	(1)	(3)	—
Installment sale ace adjustment . . . . .	2	—	—
Stock based compensation . . . . .	—	5	—
Charitable contributions . . . . .	—	—	(1)
Oil and gas percentage depletion . . . . .	—	(1)	—
Other . . . . .	—	1	—
Effective tax rate . . . . .	<u>17%</u>	<u>395%</u>	<u>36%</u>

Our 2016 effective tax rate includes a 19 percent benefit from a valuation allowance decrease due to a decrease in our deferred tax assets. Our 2015 effective tax rate includes a 348 percent detriment from the recording of a valuation allowance.

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 13—Income Taxes (Continued)**

Significant components of deferred taxes are:

	<u>At Year-End</u>	
	<u>2016</u>	<u>2015</u>
	(In thousands)	
<b>Deferred Tax Assets:</b>		
Real estate . . . . .	\$ 50,759	\$ 69,594
Employee benefits . . . . .	13,185	15,752
Net operating loss carryforwards . . . . .	2,804	13,827
Oil and gas properties . . . . .	1,672	5,510
AMT credits . . . . .	5,900	3,620
Income producing properties . . . . .	2,055	—
Oil and gas percentage depletion carryforwards . . . . .	3,478	3,616
Accruals not deductible until paid . . . . .	552	911
Other assets . . . . .	—	139
	<u>80,405</u>	<u>112,969</u>
Gross deferred tax assets . . . . .		
Valuation allowance . . . . .	<u>(73,405)</u>	<u>(97,068)</u>
Deferred tax asset net of valuation allowance . . . . .	<u>7,000</u>	<u>15,901</u>
<b>Deferred Tax Liabilities:</b>		
Undeveloped land . . . . .	(1,359)	(7,588)
Convertible debt . . . . .	(5,035)	(6,516)
Income producing properties . . . . .	—	(2,257)
Timber . . . . .	(283)	(577)
	<u>(6,677)</u>	<u>(16,938)</u>
Gross deferred tax liabilities . . . . .		
Net Deferred Tax Asset (Liability) . . . . .	<u>\$ 323</u>	<u>\$ (1,037)</u>

At year-end 2016, we had approximately \$7,500,000 and \$64,200,000 of federal and state net operating loss carryforwards. Approximately \$7,500,000 of the federal and \$2,400,000 of the state net operating loss carryforwards were from our acquisition of Credo at third quarter 2012 and are subject to certain limitations. If not utilized, the federal carryforwards will expire in 2031 and the state carryforwards will expire in 2017 to 2036. We had approximately \$9,200,000 of oil and gas percentage depletion carryforwards of which approximately \$9,200,000 were a result of our acquisition of Credo and are subject to certain limitations. We had approximately \$5,900,000 of AMT credit carryforwards. The percentage depletion and AMT credit carryforwards do not expire.

Goodwill associated with our oil and gas and mineral resources enterprise are not deductible for income tax purposes.

At year-end 2016 and 2015, we have provided a valuation allowance for our deferred tax asset of \$73,405,000 and \$97,068,000 respectively for the portion of the deferred tax asset that is more likely than not to be unrealizable. The decrease in the valuation allowance for the year was \$23,663,000.

In determining our valuation allowance, we assessed available positive and negative evidence to estimate whether sufficient future taxable income would be generated to permit use of the existing deferred tax asset. A significant piece of objective evidence was the cumulative loss incurred over the

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 13—Income Taxes (Continued)**

three-year period ended December 31, 2016, principally driven by impairments of oil and gas and real estate assets. Such evidence limited our ability to consider other subjective evidence, such as our projected future taxable income.

The amount of deferred tax asset considered realizable could be adjusted if negative evidence in the form of cumulative losses is no longer present and additional weight is given to subjective evidence, such as our projected future taxable income.

We file income tax returns in the U.S. federal jurisdiction and in various state jurisdictions. We are no longer subject to U.S. federal and state income tax examinations for years before 2012.

At year-end 2016, our unrecognized tax benefit for book purposes was \$2,499,000 as a result of tax positions taken in the current year. We did not have any unrecognized tax benefits for the years 2015 and 2014. If the total amount of unrecognized tax benefits were recognized, it would result in a deferred tax asset and a corresponding increase in our valuation allowance. Therefore, such tax benefit would not affect the effective tax rate if recognized in the current year.

We recognize interest accrued related to unrecognized tax benefits in income tax expense. In 2016, 2015 and 2014, we recognized no interest expense. At year-end 2016 and 2015, we have no accrued interest or penalties.

**Note 14—Litigation and Environmental Contingencies**

***Litigation***

We are involved in various legal proceedings that arise from time to time in the ordinary course of doing business and believe that adequate reserves have been established for any probable losses. We do not believe that the outcome of any of these proceedings should have a significant adverse effect on our financial position, long-term results of operations or cash flows. It is possible, however, that charges related to these matters could be significant to our results or cash flows in any one accounting period.

On October 4, 2014, James Huffman, a former director and CEO of CREDO Petroleum Corporation (Credo), which we acquired in 2012 and is now known as Forestar Petroleum Corporation, filed *Huffman vs. Forestar Petroleum Corporation*, Case Number 14CV33811, Civ. Div., Dist. Ct., City and County of Denver, Colorado, claiming entitlement to certain overriding royalty interests under a Credo compensation program. In third quarter 2016, we settled a portion of the case for \$150,000 and accrued an additional \$1,100,000 following an adverse jury verdict in Huffman's favor in regard to the portion of his claim related to past damages. In fourth quarter 2016, following additional rulings by the court, we accrued an additional \$1,890,000 representing our estimate of future damages to which Huffman is entitled plus interest and costs, resulting in a total accrual of \$2,990,000 at year-end 2016. The case was settled for the amount of accrual.

***Environmental***

Environmental remediation liabilities arise from time to time in the ordinary course of doing business, and we believe we have established adequate reserves for any probable losses that we can reasonably estimate. In 2016, we sold all but 25 of our 289 acres near Antioch, California, approximately 80 acres of which had not yet received a certificate of completion under the voluntary remediation program in which we were participating. The buyer of the former paper manufacturing



**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 14—Litigation and Environmental Contingencies (Continued)**

sites assumed responsibility for environmental, remediation and monitoring activities, subject to limited exclusions, and obtained a \$20,000,000, ten year pollution legal liability insurance policy naming us as an additional insured.

We have asset retirement obligations related to the abandonment and site restoration requirements that result from the acquisition, construction and development of oil and gas properties. We record the fair value of a liability for an asset retirement obligation in the period in which it is incurred and a corresponding increase in the carrying amount of the related long-lived asset. Accretion expense related to the asset retirement obligation and depletion expense related to capitalized asset retirement cost are included in cost of mineral resources and cost of oil and gas producing activities in discontinued operations on our consolidated statements of income (loss) and comprehensive income (loss). At year-end 2016, our asset retirement obligation was \$103,000, which is included in liabilities held for sale. In addition, at year-end 2016, we have accrued \$1,155,000 related to potential environmental liabilities to plug and abandon certain oil and gas wells in Wyoming which is included in liabilities of discontinued operations.

**Note 15—Commitments and Other Contingencies**

We lease facilities and equipment under non-cancelable long-term operating lease agreements. In addition, we have various obligations under other office space and equipment leases of less than one year. Rent expense on facilities and equipment was \$1,923,000 in 2016, \$3,872,000 in 2015 and \$2,617,000 in 2014. Future minimum rental commitments under non-cancelable operating leases having a remaining term in excess of one year are: 2017—\$2,267,000; 2018—\$1,593,000; 2019—\$298,000; 2020—\$182,000; 2021—\$62,000; and thereafter—\$0.

We have one year remaining on groundwater leases of about 20,000 acres. At year-end 2016, the remaining contractual obligation for these groundwater leases is \$494,000.

We lease approximately 22,000 square feet of office space in Austin, Texas, which we occupy as our corporate headquarters. The remaining contractual obligation for this lease is \$1,983,000. We also lease office space in other locations in support of our business operations. The total remaining contractual obligations for these leases is \$1,925,000.

We may provide performance bonds and letters of credit on behalf of certain ventures that would be drawn on due to failure to satisfy construction obligations as general contractor or for failure to timely deliver streets and utilities in accordance with local codes and ordinances.

***Unallocated Severance-related Costs***

In connection with the departures of our former CEO and CFO in September 2015, we recorded severance-related charges of \$3,314,000 which are included in general and administrative expense on our consolidated statements of income (loss) and comprehensive income (loss). We paid \$2,732,000 of these severance-related charges in fourth quarter 2015 with the remainder paid in 2016.

***Non-core Assets Restructuring Costs***

In connection with key initiatives to reduce costs across our entire organization and divest non-core assets, in 2016, we incurred and paid severance costs related to workforce reductions of \$1,422,000 in our real estate segment, \$164,000 in our other segment and \$486,000 in unallocated

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 15—Commitments and Other Contingencies (Continued)**

general and administrative expenses. In addition, we offered retention bonuses to certain key personnel provided they remained our employees through completion of sale transactions. We expensed retention bonus costs over the estimated retention periods. These restructuring costs are included in other operating expense.

The following table summarizes activity related to liabilities associated with our restructuring activities in 2016:

	<b>Employee- Related Costs</b>	<b>Retention Bonuses</b>	<b>Total</b>
	(In thousands)		
Balance at year-end 2015 . . . . .	\$(1,049)	\$ —	\$(1,049)
Additions . . . . .	(2,072)	(832)	(2,904)
Payments . . . . .	3,121	832	3,953
Balance at year-end 2016 . . . . .	\$ —	\$ —	\$ —

**Note 16—Segment Information**

We manage our operations through three business segments: real estate, mineral resources and other. Real estate secures entitlements and develops infrastructure on our lands for single-family residential and mixed-use communities, and manages our undeveloped land, commercial and income producing properties, which consist of three projects and one multifamily site. Mineral resources manages our owned mineral interests. Other manages our timber, recreational leases and water resource initiatives.

At year-end 2016 we have divested substantially all of our oil and gas working interest properties. As a result of this significant change in our operations, we have reported the results of operations and financial position of these assets as discontinued operations for all periods presented. In addition, we changed the name of the oil and gas segment to mineral resources to reflect the strategic shift from oil and gas working interest investments to owned mineral interests. We also changed the name of the other natural resources segment to other.

We evaluate performance based on segment earnings (loss) before unallocated items and income taxes. Segment earnings (loss) consist of operating income, equity in earnings (loss) of unconsolidated ventures, gain on sales of assets, interest income on loans secured by real estate and net (income) loss attributable to noncontrolling interests. Items not allocated to our business segments consist of general and administrative expense, share-based and long-term incentive compensation, gain on sale of strategic timberland, interest expense, loss on extinguishment of debt and other corporate non-operating income and expense. The accounting policies of the segments are the same as those described in **Note 1—Summary of Significant Accounting Policies**. Our revenues are derived from our U.S. operations and all of our assets are located in the U.S. In 2016, 2015 and 2014, no single customer accounted for more

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 16—Segment Information (Continued)**

than 10 percent of our total revenues, other than the customer associated with the sale of our Midtown Cedar Hill multifamily project in 2015.

	<u>Real Estate</u>	<u>Mineral Resources</u>	<u>Other</u>	<u>Items Not Allocated to Segments</u>	<u>Total</u>
	(In thousands)				
<b>For the year or at year-end 2016</b>					
Revenues . . . . .	\$190,273	\$ 5,076	\$ 1,965	\$ —	\$197,314
Depreciation, depletion and amortization . . .	976	145	352	7,772	9,245
Equity in earnings of unconsolidated ventures . . . . .	5,778	173	172	—	6,123
Income (loss) before taxes from continuing operations attributable to Forestar Group Inc. . . . .	121,420	3,327	(4,625)	(29,307) <sup>(a)</sup>	90,815
Total assets <sup>(b)</sup> . . . . .	403,062	38,907	11,531	279,694	733,194
Investment in unconsolidated ventures . . . . .	77,611	—	—	—	77,611
Capital expenditures . . . . .	5,783	—	299	56	6,138
<b>For the year or at year-end 2015</b>					
Revenues . . . . .	\$202,830	\$ 9,094	\$ 6,652	\$ —	\$218,576
Depreciation, depletion and amortization . . .	7,605	383	540	8,166	16,694
Equity in earnings of unconsolidated ventures . . . . .	15,582	275	151	—	16,008
Income (loss) before taxes from continuing operations attributable to Forestar Group Inc. . . . .	67,678	4,230	(608)	(63,086) <sup>(a)</sup>	8,214
Total assets <sup>(b)</sup> . . . . .	691,238	39,469	19,106	117,466	867,279
Investment in unconsolidated ventures . . . . .	82,453	—	—	—	82,453
Capital expenditures . . . . .	13,644	59	745	242	14,690
<b>For the year or at year-end 2014</b>					
Revenues . . . . .	\$213,112	\$15,690	\$ 9,362	\$ —	\$238,164
Depreciation, depletion and amortization . . .	3,741	684	497	8,035	12,957
Equity in earnings of unconsolidated ventures . . . . .	8,068	586	31	—	8,685
Income (loss) before taxes from continuing operations attributable to Forestar Group Inc. . . . .	96,906	9,116	5,499	(54,479) <sup>(a)</sup>	57,042
Investment in unconsolidated ventures . . . . .	65,005	—	—	—	65,005
Capital expenditures . . . . .	28,980	2,240	5,817	616	37,653

<sup>(a)</sup> Items not allocated to segments consist of:

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 16—Segment Information (Continued)**

	For the Year		
	2016	2015	2014
	(In thousands)		
General and administrative expense . . . . .	\$(18,274)	\$(24,802)	\$(21,229)
Share-based and long-term incentive compensation expense . . . . .	(4,425)	(4,474)	(3,417)
Gain on sale of assets . . . . .	48,891	—	—
Interest expense . . . . .	(19,985)	(34,066)	(30,286)
Loss on extinguishment of debt, net . . . . .	(35,864)	—	—
Other corporate non-operating income . . . . .	350	256	453
	<u>\$ (29,307)</u>	<u>\$ (63,086)</u>	<u>\$ (54,479)</u>

(b) Total assets excludes assets of discontinued operations of \$14 and \$104,967 in 2016 and 2015.

**Note 17—Share-Based and Long-Term Incentive Compensation**

Share-based and long-term incentive compensation expense consists of:

	For the Year		
	2016	2015	2014
	(In thousands)		
Cash-settled awards . . . . .	\$ 717	\$ (3,127)	\$ (3,710)
Equity-settled awards . . . . .	2,444	5,026	5,168
Restricted stock . . . . .	22	(8)	(25)
Stock options . . . . .	854	2,355	1,984
Total share-based compensation . . . . .	\$ 4,037	\$ 4,246	\$ 3,417
Deferred cash . . . . .	388	228	—
	<u>\$ 4,425</u>	<u>\$ 4,474</u>	<u>\$ 3,417</u>

Share-based and long-term incentive compensation expense is included in:

	For the Year		
	2016	2015	2014
	(In thousands)		
General and administrative . . . . .	\$ 3,323	\$ 2,451	\$ 1,001
Other operating . . . . .	1,102	2,023	2,416
	<u>\$ 4,425</u>	<u>\$ 4,474</u>	<u>\$ 3,417</u>

Excluded from share-based compensation expense in the table above are fees earned by directors in the amount of \$725,000 for 2016, \$1,203,000 for 2015 and \$906,000 for 2014 for which they elected to defer payment until retirement in the form of share-settled units. These expenses are included in general and administrative expense on our consolidated statements of income (loss) and comprehensive income (loss).

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 17—Share-Based and Long-Term Incentive Compensation (Continued)**

***Share-Based Compensation***

The fair value of awards granted to retirement-eligible employees and expensed at the date of grant was \$600,000 in 2016, \$517,000 in 2015 and \$760,000 in 2014. Unrecognized share-based compensation expense related to non-vested equity-settled awards and stock options was \$1,878,000 at year-end 2016. The weighted average period over which this amount will be recognized is estimated to be one year. We did not capitalize any share-based compensation in 2016, 2015 or 2014.

In 2016 and 2015, we issued 300,491 and 288,089 shares out of our treasury stock associated with vesting of stock-based awards or exercise of stock options, net of 25,082 and 51,521 shares withheld having a value of \$222,000 and \$762,000 for payroll taxes in connection with vesting of stock-based awards or exercise of stock options which are reflected in financing activities in our consolidated statements of cash flows.

A summary of awards granted under our 2007 Stock Incentive Plan follows:

***Cash-settled awards***

Cash-settled awards granted to our employees in the form of restricted stock units or stock appreciation rights generally vest over three to four years from the date of grant and generally provide for accelerated vesting upon death, disability or if there is a change in control. Cash-settled stock appreciation rights have a ten-year term, generally become exercisable ratably over four years and provide for accelerated or continued vesting upon retirement, death, disability or if there is a change in control. Stock appreciation rights were granted with an exercise price equal to the market value of our stock on the date of grant.

Cash-settled awards granted to our directors in the form of restricted stock units are fully vested at the time of grant and payable upon retirement.

The following table summarizes the activity of cash-settled restricted stock unit awards in 2016:

	<b>Equivalent Units</b>	<b>Weighted Average Grant Date Fair Value</b>
	<b>(In thousands)</b>	<b>(Per unit)</b>
Non-vested at beginning of period . . . . .	117	\$16.00
Granted . . . . .	—	—
Vested . . . . .	(41)	18.84
Forfeited . . . . .	<u>(34)</u>	13.83
Non-vested at end of period . . . . .	<u>42</u>	14.98

The weighted average grant date fair value of cash-settled restricted stock unit awards was \$13.26 per unit for 2015 and \$18.96 per unit for 2014. The fair value of cash-settled restricted stock unit awards settled was \$1,195,000 in 2016, \$2,469,000 in 2015, and \$2,286,000 in 2014. The aggregate current value of non-vested awards is \$555,000 at year-end 2016 based on a year-end stock price of \$13.30.

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 17—Share-Based and Long-Term Incentive Compensation (Continued)**

The following table summarizes the activity of cash-settled stock appreciation rights in 2016:

	<u>Rights Outstanding</u> (In thousands)	<u>Weighted Average Exercise Price</u> (Per share)	<u>Weighted Average Remaining Contractual Term</u> (In years)	<u>Aggregate Intrinsic Value (Current Value Less Exercise Price)</u> (In thousands)
Balance at beginning of period . . . . .	487	\$12.97	4	\$404
Granted . . . . .	—	—		
Exercised . . . . .	(52)	9.29		
Forfeited . . . . .	(61)	16.12		
Balance at end of period . . . . .	374	12.97	3	773
Exercisable at end of period . . . . .	345	12.87	3	773

The intrinsic value of cash-settled stock appreciation rights settled was \$154,000 in 2016, \$206,000 in 2015 and \$1,181,000 in 2014.

The fair value of accrued cash-settled awards at year-end 2016 and year-end 2015 were \$1,758,000 and \$3,757,000 and is included in other liabilities in our consolidated balance sheets.

***Equity-settled awards***

Equity-settled awards granted to our employees include restricted stock units (RSU), which vest after three years from the date of grant, market-leveraged stock units (MSU), which vest after three years from date of grant and performance stock units (PSU), which generally vest after three years from the date of grant if certain performance goals are met. Equity settled awards in the form of restricted stock units granted to our directors are fully vested at time of grant and settled upon retirement. The following table summarizes the activity of equity-settled awards in 2016:

	<u>Equivalent Units</u> (In thousands)	<u>Weighted Average Grant Date Fair Value</u> (Per unit)
Non-vested at beginning of period . . . . .	631	\$18.25
Granted . . . . .	313	9.04
Vested . . . . .	(281)	15.12
Forfeited . . . . .	(108)	17.91
Non-vested at end of period . . . . .	<u>555</u>	14.70

In 2016, we granted 313,000 RSU awards at market value of the stock on the date of the grant. In 2015 and 2014, we granted 234,000 and 86,000 MSU awards. These awards will be settled in common stock based upon our stock price performance over three years from the date of grant. The number of shares to be issued could range from a high of 351,000 shares if our stock price increases by 50 percent or more, to 117,000 shares if our stock price decreases by 50 percent, or could be zero if our stock price decreases by more than 50 percent, the minimum threshold performance. We estimate the grant

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 17—Share-Based and Long-Term Incentive Compensation (Continued)**

date fair value of MSU awards using a Monte Carlo simulation pricing model and the following assumptions:

	For the Year	
	2015	2014
Expected stock price volatility . . . . .	32.9%	42.2%
Risk-free interest rate . . . . .	1.0%	0.7%
Expected dividend yield . . . . .	—%	—%
Weighted average grant date fair value of MSU awards (per unit)	\$15.11	\$20.38

The weighted average grant date fair value of equity-settled awards (RSU, MSU and PSU) per unit in 2016, 2015 and 2014 was \$9.04, \$12.99 and \$19.18. The fair value of equity-settled awards settled was \$2,884,478, \$4,451,000 and \$3,119,000 in 2016, 2015 and 2014.

Unrecognized share-based compensation expense related to non-vested equity-settled awards is \$1,106,000 at year-end 2016. The weighted average period over which this amount will be recognized is estimated to be one year.

***Restricted stock awards***

Restricted stock awards generally vest over three years, typically if we achieve a minimum one percent annualized return on assets over such three-year period. The following table summarizes the activity of restricted stock awards in 2016:

	Restricted Shares	Weighted Average Grant Date Fair Value
	(In thousands)	(Per unit)
Non-vested at beginning of period . . . . .	4	\$20.55
Granted . . . . .	—	—
Vested . . . . .	(4)	20.55
Forfeited . . . . .	—	—
Non-vested at end of period . . . . .	—	—

The fair value of our restricted stock awards settled in 2016, 2015 and 2014 was \$44,000, \$88,000 and \$341,000.

***Stock options***

Stock options have a ten-year term, generally become exercisable ratably over four years and provide for accelerated or continued vesting upon retirement, death, disability or if there is a change in control. In 2016 and 2015, options were granted with an exercise price equal to the market value of our stock on the date of grant. In the first quarter of 2016, stock options were issued to each of two new directors to acquire 20,000 shares of common stock of which 6,500 shares vest on the first and second anniversary of the date of grant and the remaining 7,000 shares vest on the third anniversary of the date of grant. Expense associated with annual restricted stock units and non-qualified stock options to

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 17—Share-Based and Long-Term Incentive Compensation (Continued)**

our board of directors is included in share-based compensation expense. The following table summarizes the activity of stock option awards in 2016:

	<u>Options Outstanding</u> (In thousands)	<u>Weighted Average Exercise Price</u> (Per share)	<u>Weighted Average Remaining Contractual Term</u> (In years)	<u>Aggregate Intrinsic Value (Current Value Less Exercise Price)</u> (In thousands)
Balance at beginning of period . . . . .	2,171	\$19.56	5	\$156
Granted . . . . .	53	9.98		
Exercised . . . . .	(35)	9.29		
Forfeited . . . . .	(353)	20.03		
Balance at end of period . . . . .	1,836	19.39	5	449
Exercisable at end of period . . . . .	1,597	20.25	4	261

We estimate the grant date fair value of stock options that do not have a market condition using the Black-Scholes option pricing model and the following assumptions:

	<u>For the Year</u>	
	<u>2016</u>	<u>2015</u>
Expected stock price volatility . . . . .	39.5%	45.6%
Risk-free interest rate . . . . .	1.5%	1.8%
Expected life of options (years) . . . . .	6	6
Expected dividend yield . . . . .	—%	—%
Weighted average grant date fair value of options (per share) . . . . .	\$8.60	\$6.51

We determine the expected life using the simplified method which utilizes the midpoint between the vesting period and the contractual life of the awards. The expected stock price volatility assumption was determined using a blend of historical and implied volatility.

Stock option awards granted in third quarter 2015 in connection with management promotions have a ten-year term, vest ratably over three years and are exercisable only when our stock price exceeds \$17.50 per share. We estimated the fair value of these options with market conditions using Monte Carlo simulation pricing model and the following assumptions:

Expected stock price volatility . . . . .	61.4%
Risk-free interest rate . . . . .	2.2%
Expected dividend yield . . . . .	—%
Weighted average grant date fair value of options (per share) . . . . .	\$7.87

The fair value of vested stock options was \$0 in 2016, \$0 in 2015 and \$21,000 in 2014. The intrinsic value of options exercised was \$61,000 in 2016, \$0 in 2015 and \$568,000 in 2014. Unrecognized share-based compensation expense related to non-vested stock options is \$772,000 at year-end 2016. The weighted average period over which this amount will be recognized is estimated to be two years.



**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 17—Share-Based and Long-Term Incentive Compensation (Continued)**

*Pre-Spin Awards*

Certain of our employees participated in Temple-Inland's share-based compensation plans. In conjunction with our 2007 spin-off, these awards were equitably adjusted into separate awards of the common stock of Temple-Inland and the spin-off entities. No pre-spin awards were exercised in 2016. The intrinsic value of pre-spin awards exercised was \$0 in 2016, \$24,000 in 2015 and \$352,000 in 2014.

Pre-spin stock option awards to our employees to purchase our common stock have a ten-year term, generally become exercisable ratably over four years and provide for accelerated or continued vesting upon retirement, death, disability or if there is a change in control. At year-end 2016, there were 17,000 pre-spin awards outstanding and exercisable on our stock with a weighted average exercise price of \$30.56 and weighted average remaining term of less than one year.

*Long-Term Incentive Compensation*

In 2016, we granted \$620,000 of long-term incentive compensation in the form of deferred cash compensation. The 2016 deferred cash awards vest annually over two years, and the 2015 deferred cash awards vest after three years. Both awards provide for accelerated vesting upon retirement, disability, death, or if there is a change in control. Expense associated with deferred cash awards is recognized ratably over the vesting period or earlier based on retirement eligibility. The accrued liability was \$539,000 at year-end 2016 and is included in other liabilities.

**Note 18—Retirement Plans**

Our defined contribution retirement plans include a 401(k) plan, which is funded, and a supplemental plan for certain employees, which is unfunded. The expense of our defined contribution retirement plans was \$978,000 in 2016, \$1,060,000 in 2015 and \$1,338,000 in 2014. The unfunded liability for our supplemental plan was \$334,000 at year-end 2016 and \$802,000 at year-end 2015 and is included in other liabilities.

**Note 19—Supplemental Oil and Gas Disclosures (Unaudited)**

The following unaudited information regarding our oil and gas reserves has been prepared and is presented pursuant to requirements of the Securities and Exchange Commission (SEC) and the Financial Accounting Standards Board (FASB).

As of year-end 2016, we have divested substantially all of our oil and gas working interest properties. As a result of this significant change in our operations, we have reported the results of operations and financial position of these assets as discontinued operations within our consolidated statements of income (loss) and comprehensive income (loss) and consolidated balance sheets for all periods presented. However, all information presented in this unaudited supplemental oil and gas disclosures footnote includes all oil and gas reserve estimates and results of operations.

We lease our mineral interests, principally in Texas and Louisiana, to third-party entities for the exploration and production of oil and gas. When we lease our mineral interests, we may negotiate a lease bonus payment and we retain a royalty interest and may take an additional participation in production, including a working interest in which we pay a share of the costs to drill, complete and operate a well and receive a proportionate share of the production revenues.

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 19—Supplemental Oil and Gas Disclosures (Unaudited) (Continued)**

We engaged independent petroleum engineers, Netherland, Sewell & Associates, Inc., to assist in preparing estimates of our proved oil and gas reserves, all of which are located in the U.S., and future net cash flows as of year-end 2016, 2015 and 2014.

These estimates were based on the economic and operating conditions existing at year-end 2016, 2015 and 2014. Proved developed reserves are those quantities of petroleum from existing wells and facilities, which by analysis of geosciences and engineering data, can be estimated with reasonable certainty to be commercially recoverable, from a given date forward for known reservoirs and under defined economic conditions, operating methods and government regulations.

SEC rules require disclosure of proved reserves using the twelve-month average beginning-of-month price (which we refer to as the average price) for the year. These same average prices also are used in calculating the amount of (and changes in) future net cash inflows related to the standardized measure of discounted future net cash flows.

For 2016, 2015 and 2014, the average spot price per barrel of oil based on the West Texas Intermediate price is \$42.75, \$50.28 and \$94.99 and the average price per MMBTU of gas based on the Henry Hub spot is \$2.48, \$2.59 and \$4.35. All prices were then adjusted for quality, transportation fees and differentials.

The process of estimating proved reserves and future net cash flows is complex involving decisions and assumptions in evaluating the available engineering and geologic data and prices for oil and gas and the cost to produce these reserves and other factors, many of which are beyond our control. As a result, these estimates are imprecise and should be expected to change as future information becomes available. These changes could be significant. In addition, this information should not be construed as being the current fair market value of our proved reserves.

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 19—Supplemental Oil and Gas Disclosures (Unaudited) (Continued)**

*Estimated Quantities of Proved Oil and Gas Reserves*

Estimated quantities of proved oil and gas reserves are summarized as follows:

	Reserves	
	Oil <sup>(a)</sup> (Barrels)	Gas (Mcf)
	(In thousands)	
<b>Consolidated entities:</b>		
Year-end 2013	5,824	13,630
Revisions of previous estimates	608	293
Extensions and discoveries	2,191	774
Acquisitions	85	31
Sales	(105)	(218)
Production	(931)	(1,861)
Year-end 2014	7,672	12,649
Revisions of previous estimates	(855)	(1,675)
Extensions and discoveries	224	173
Acquisitions	—	—
Sales	(704)	(1,223)
Production	(1,158)	(1,967)
Year-end 2015	5,179	7,957
Revisions of previous estimates	(11)	631
Extensions and discoveries	29	—
Acquisitions	—	—
Sales	(4,460)	(3,756)
Production	(291)	(996)
Year-end 2016	446	3,836
<b>Our share of ventures accounted for using the equity method:</b>		
Year-end 2013	—	2,332
Revisions of previous estimates	—	(382)
Production	—	(199)
Year-end 2014	—	1,751
Revisions of previous estimates	—	(320)
Production	—	(168)
Year-end 2015	—	1,263
Revisions of previous estimates	—	79
Production	—	(143)
Year-end 2016	—	1,199
<b>Total consolidated and our share of equity method ventures:</b>		
Year-end 2014		
Proved developed reserves	5,269	12,599
Proved undeveloped reserves	2,403	1,801
Total Year-end 2014	7,672	14,400
Year-end 2015		
Proved developed reserves	5,179	9,220
Proved undeveloped reserves	—	—
Total Year-end 2015	5,179	9,220
Year-end 2016		
Proved developed reserves	446	5,035
Proved undeveloped reserves	—	—
Total Year-end 2016	446	5,035

<sup>(a)</sup> Includes natural gas liquids (NGLs).

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 19—Supplemental Oil and Gas Disclosures (Unaudited) (Continued)**

We do not have any estimated reserves of synthetic oil, synthetic gas or products of other non-renewable natural resources that are intended to be upgraded into synthetic oil and gas.

At year-end 2016, estimated quantities of proved oil and gas reserves are related to our owned mineral interests which are classified as assets held for sale.

In 2016, we sold oil and gas wells located primarily in Oklahoma, Kansas, Nebraska and North Dakota. Our net reserves for those properties as of year-end 2015 less our share of 2016 production were 4,155,000 barrels of oil, 305,000 barrels of NGL, and 3,756,000 Mcf of gas. Oklahoma properties sold were mainly mature gas wells. Kansas and Nebraska produce oil from the Lansing/Kansas City formation. The North Dakota oil wells produce from the Bakken/Three Forks formation.

In 2015, oil and gas properties having reserves consisting of approximately 704,000 barrels of oil and 1,223,000 Mcf of gas located primarily in the Texas Panhandle and Bakken/Three Forks formations were sold. Due to the significant decline in oil and gas prices during 2015, net negative revisions of previous estimates were 855,000 barrels of oil and 1,995,000 Mcf of gas. At year-end 2015, we had no barrels of oil equivalent (BOE) of proved undeveloped (PUD) reserves based on our plan to exit non-core oil and gas working interest assets compared with 2,703,000 BOE of PUD reserves at year-end 2014.

In 2014, increases in extensions and discoveries of 2,191,000 barrels were primarily associated with new reserves in the Bakken/Three Forks formations. An estimated 694,000 barrels of these extensions and discoveries were associated with new producing wells while a further 913,000 barrels of proved undeveloped reserves were added during 2014. Approximately 105,000 barrels of oil and 218,000 Mcf of gas reserves located primarily in Oklahoma were sold during the year. We realized a net positive revision of previous estimates of 608,000 barrels which is primarily driven by improved drilling results in the Bakken/Three Forks formation yielding higher average estimated ultimate recoverable quantities of proved reserves per well.

In 2015 and 2014, reserve additions from new wells drilled and completed during the year are shown for both consolidated entities and ventures accounted for using the equity method under extensions and discoveries. There were no new well additions in 2016, 36 new well additions in 2015 and 106 new well additions in 2014.

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 19—Supplemental Oil and Gas Disclosures (Unaudited) (Continued)**

*Capitalized Costs Relating to Oil and Gas Producing Activities*

Capitalized costs related to our oil and gas producing activities classified as assets held for sale at year-end 2016 are as follows:

	At Year-End	
	2016	2015
	(In thousands)	
<b>Consolidated entities:</b>		
Unproved oil and gas properties . . . . .	\$ 374	\$ 19,441
Proved oil and gas properties . . . . .	5,159	119,414
Total costs . . . . .	5,533	138,855
Less accumulated depreciation, depletion and amortization . . . . .	(4,751)	(58,242)
	\$ 782	\$ 80,613

We have not capitalized any costs for our share in ventures accounted for using the equity method.

*Costs Incurred in Oil and Gas Property Acquisition, Exploration and Development*

Costs incurred in oil and gas property acquisition, exploration and development activities, whether capitalized or expensed, follows:

	For the Year		
	2016	2015	2014
	(In thousands)		
<b>Consolidated entities:</b>			
Acquisition costs			
Proved properties . . . . .	\$ —	\$ —	\$ 2,001
Unproved properties . . . . .	15	4,832	25,666
Exploration costs . . . . .	21	17,922	39,399
Development costs . . . . .	537	27,609	40,277
	\$ 573	\$ 50,363	\$107,343

We have not incurred any costs for our share in ventures accounted for using the equity method. In 2015, acquisition of leasehold interests, exploration expenses, and development costs have decreased as a result of our increased focus on exiting and selling our leasehold working interests.

*Standardized Measure of Discounted Future Net Cash Flows*

Estimates of future cash flows from proved oil and gas reserves are shown in the following table. Estimated income taxes are calculated by applying the appropriate tax rates to the estimated future

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 19—Supplemental Oil and Gas Disclosures (Unaudited) (Continued)**

pre-tax net cash flows less depreciation of the tax basis of properties and the statutory depletion allowance.

	At Year-End		
	2016	2015	2014
	(In thousands)		
<b>Consolidated entities:</b>			
Future cash inflows . . . . .	\$ 24,304	\$ 216,588	\$ 665,657
Future production and development costs . . . . .	(2,988)	(93,623)	(271,735)
Future income tax expenses . . . . .	(3,926)	(22,218)	(106,002)
Future net cash flows . . . . .	17,390	100,747	287,920
10% annual discount for estimated timing of cash flows . . . . .	(7,077)	(33,951)	(124,079)
Standardized measure of discounted future net cash flows . . . . .	\$ 10,313	\$ 66,796	\$ 163,841
<b>Our share in ventures accounted for using the equity method:</b>			
Future cash inflows . . . . .	\$ 2,010	\$ 2,283	\$ 6,186
Future production and development costs . . . . .	(216)	(245)	(664)
Future income tax expenses . . . . .	(537)	(774)	(2,098)
Future net cash flows . . . . .	1,257	1,264	3,424
10% annual discount for estimated timing of cash flows . . . . .	(585)	(562)	(1,649)
Standardized measure of discounted future net cash flows . . . . .	\$ 672	\$ 702	\$ 1,775
Total consolidated and our share of equity method ventures . . . . .	\$ 10,985	\$ 67,498	\$ 165,616

Future net cash flows were computed using prices used in estimating proved oil and gas reserves, year-end costs, and statutory tax rates (adjusted for tax deductions) that relate to proved oil and gas reserves.

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 19—Supplemental Oil and Gas Disclosures (Unaudited) (Continued)**

Changes in the standardized measure of discounted future net cash flow follows:

	For the Year		
	Consolidated	Our Share of Equity Method Ventures (In thousands)	Total
Year-end 2013 . . . . .	\$ 135,553	\$ 1,300	\$ 136,853
<b>Changes resulting from:</b>			
Net change in sales prices and production costs . . . . .	(1,064)	1,571	507
Net change in future development costs . . . . .	1,308	—	1,308
Sales of oil and gas, net of production costs . . . . .	(63,192)	(787)	(63,979)
Net change due to extensions and discoveries . . . . .	58,228	—	58,228
Net change due to acquisition of reserves . . . . .	2,778	—	2,778
Net change due to divestitures of reserves . . . . .	(5,804)	—	(5,804)
Net change due to revisions of quantity estimates . . . . .	15,303	(343)	14,960
Previously estimated development costs incurred . . . . .	15,497	—	15,497
Accretion of discount . . . . .	18,067	210	18,277
Net change in timing and other . . . . .	4,198	115	4,313
Net change in income taxes . . . . .	(17,031)	(291)	(17,322)
Aggregate change for the year . . . . .	28,288	475	28,763
Year-end 2014 . . . . .	163,841	1,775	165,616
<b>Changes resulting from:</b>			
Net change in sales prices and production costs . . . . .	(136,536)	(1,112)	(137,648)
Net change in future development costs . . . . .	92	—	92
Sales of oil and gas, net of production costs . . . . .	(31,732)	(428)	(32,160)
Net change due to extensions and discoveries . . . . .	11,747	—	11,747
Net change due to acquisition of reserves . . . . .	—	—	—
Net change due to divestitures of reserves . . . . .	(15,855)	—	(15,855)
Net change due to revisions of quantity estimates . . . . .	(15,164)	(267)	(15,431)
Previously estimated development costs incurred . . . . .	15,096	—	15,096
Accretion of discount . . . . .	22,600	286	22,886
Net change in timing and other . . . . .	4,018	(210)	3,808
Net change in income taxes . . . . .	48,689	658	49,347
Aggregate change for the year . . . . .	(97,045)	(1,073)	(98,118)
Year-end 2015 . . . . .	66,796	702	67,498
<b>Changes resulting from:</b>			
Net change in sales prices and production costs . . . . .	(3,585)	(60)	(3,645)
Net change in future development costs . . . . .	—	—	—
Sales of oil and gas, net of production costs . . . . .	(5,663)	(208)	(5,871)
Net change due to extensions and discoveries . . . . .	410	—	410
Net change due to acquisition of reserves . . . . .	—	—	—
Net change due to divestitures of reserves . . . . .	(63,535)	—	(63,535)
Net change due to revisions of quantity estimates . . . . .	1,304	63	1,367
Previously estimated development costs incurred . . . . .	—	—	—
Accretion of discount . . . . .	2,992	113	3,105
Net change in timing and other . . . . .	(128)	(80)	(208)
Net change in income taxes . . . . .	11,722	142	11,864
Aggregate change for the year . . . . .	(56,483)	(30)	(56,513)
Year-end 2016 . . . . .	\$ 10,313	\$ 672	\$ 10,985

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 19—Supplemental Oil and Gas Disclosures (Unaudited) (Continued)**

*Results of Operations for Oil and Gas Producing Activities*

Our royalty interests are contractually defined and based on a percentage of production at prevailing market prices. We receive our percentage of production in cash. Similarly, for operating properties our working interests and the associated net revenue interests are contractually defined and we pay our proportionate share of the capital and operating costs to develop and operate the well and we market our share of the production. Our revenues fluctuate based on changes in the market prices for oil and gas, the decline in production from existing wells, and other factors affecting oil and gas exploration and production activities, including the cost of development and production.

Information about the results of operations of our oil and gas interests follows:

	<b>For the Year</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
	<b>(In thousands)</b>		
<b>Consolidated entities</b>			
Revenues . . . . .	\$ 10,111	\$ 51,553	\$ 82,919
Production costs . . . . .	(4,392)	(19,820)	(19,727)
Exploration costs . . . . .	(124)	(11,864)	(17,416)
Depreciation, depletion, amortization . . . . .	(2,157)	(28,774)	(29,442)
Non-cash impairment of proved oil and gas properties and unproved leasehold interests . . . . .	(612)	(164,831)	(32,665)
Oil and gas administrative expenses . . . . .	(8,700)	(11,700)	(17,000)
Accretion expense . . . . .	(56)	(144)	(121)
Income tax (expense) benefit . . . . .	(20)	14,717	13,398
Results of operations . . . . .	<u>(5,950)</u>	<u>(170,863)</u>	<u>(20,054)</u>
<b>Our share in ventures accounted for using the equity method:</b>			
Revenues . . . . .	\$ 284	\$ 428	\$ 786
Production costs . . . . .	(76)	(102)	(105)
Oil and gas administrative expenses . . . . .	(35)	(51)	(95)
Income tax (expense) benefit . . . . .	—	21	(235)
Results of operations . . . . .	<u>\$ 173</u>	<u>\$ 296</u>	<u>\$ 351</u>
Total results of operations . . . . .	<u>\$ (5,777)</u>	<u>\$(170,567)</u>	<u>\$ (19,703)</u>

Production costs represent our share of oil and gas production severance taxes, and lease operating expenses. Exploration costs principally represent exploratory dry hole costs, geological and geophysical and seismic study costs.



**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 20—Summary of Quarterly Results of Operations (Unaudited)**

Summarized quarterly financial results for 2016 and 2015 follows:

	<b>First Quarter(a)</b>	<b>Second Quarter(a)</b>	<b>Third Quarter(a)</b>	<b>Fourth Quarter(a)</b>
	<b>(In thousands, except per share amounts)</b>			
<b>2016</b>				
Total revenues . . . . .	\$37,618	\$ 47,992	\$ 47,207	\$ 64,497
Gross profit (loss) . . . . .	18,579	(24,953)	17,403	17,352
Operating income (loss) . . . . .	13,590	69,528	6,256	50,980
Equity in earnings of unconsolidated ventures . . . . .	47	188	3,637	2,251
Income from continuing operations before taxes attributable to Forestar Group Inc. . . . .	5,992	26,591	7,163	51,069
Income (loss) from discontinued operations, net of taxes . . . . .	(8,216)	(2,048)	(7,164)	563
Net income (loss) attributable to Forestar Group Inc. . . . .	(4,376)	9,614	9,665	43,745
Net income (loss) per share—basic				
Continuing operations . . . . .	\$ 0.11	\$ 0.28	\$ 0.40	\$ 1.03
Discontinued operations . . . . .	\$ (0.24)	\$ (0.05)	\$ (0.17)	\$ 0.01
Net income (loss) per share—basic . . . . .	\$ (0.13)	\$ 0.23	\$ 0.23	\$ 1.04
Net income (loss) per share—diluted				
Continuing operations . . . . .	\$ 0.09	0.28	0.40	\$ 1.02
Discontinued operations . . . . .	\$ (0.19)	(0.05)	(0.17)	\$ 0.01
Net income (loss) per share—diluted . . . . .	\$ (0.10)	0.23	0.23	\$ 1.03
<b>2015</b>				
Total revenues . . . . .	\$37,374	\$ 43,625	\$ 32,185	\$105,392
Gross profit (loss) . . . . .	18,012	21,060	12,879	46,655
Operating income (loss) . . . . .	(3,424)	5,919	(8,482)	29,929
Equity in earnings of unconsolidated ventures . . . . .	3,045	5,584	2,909	4,470
Income from continuing operations before taxes attributable to Forestar Group Inc. . . . .	(8,204)	3,382	(13,711)	26,747
Income (loss) from discontinued operations, net of taxes . . . . .	(2,719)	(36,992)	(106,937)	(39,482)
Net loss attributable to Forestar Group Inc. . . . .	(8,158)	(34,507)	(164,216)	(6,166)
Net income (loss) per share—basic				
Continuing operations . . . . .	\$ (0.16)	\$ 0.07	\$ (1.67)	\$ 0.97
Discontinued operations . . . . .	\$ (0.08)	\$ (1.08)	\$ (3.12)	\$ (1.15)
Net income (loss) per share—basic . . . . .	\$ (0.24)	\$ (1.01)	\$ (4.79)	\$ (0.18)
Net income (loss) per share—diluted				
Continuing operations . . . . .	\$ (0.16)	\$ 0.06	\$ (1.67)	\$ 0.79
Discontinued operations . . . . .	\$ (0.08)	\$ (0.87)	\$ (3.12)	\$ (0.93)
Net income (loss) per share—diluted . . . . .	\$ (0.24)	\$ (0.81)	\$ (4.79)	\$ (0.14)

(a) Non-cash impairment charges related to real estate, water assets and unproved leasehold interests and proved oil and gas properties included in our quarterly financial results are as follows:

	<b>First Quarter</b>	<b>Second Quarter</b>	<b>Third Quarter</b>	<b>Fourth Quarter</b>
	<b>(In thousands)</b>			
<b>2016</b>				
Continuing operations . . . . .	\$ —	\$48,826	\$ 7,627	\$ 3,874
Discontinued operations . . . . .	\$ —	\$ 612	\$ —	\$ —
<b>2015</b>				
Continuing operations . . . . .	\$504	\$ 225	\$ —	\$ 315
Discontinued operations . . . . .	\$ 7	\$45,938	\$81,240	\$37,646

**FORESTAR GROUP INC**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Note 21—Subsequent Events**

On January 5, 2017, we entered into a tax benefits preservation plan (the “Plan”) with Computershare Trust Company, N.A., as rights agent, and our Board of Directors declared a dividend distribution of one right (a “Right”) for each outstanding share of common stock, par value \$1.00 per share, to stockholders of record at the close of business on January 17, 2017. Each Right is governed by the terms of the Plan and entitles the registered holder to purchase from the Company a unit consisting of one one-thousandth of a share of Series B Junior Participating Preferred Stock, par value \$0.01 per share, at a purchase price of \$50 per unit, subject to adjustment. The Plan is intended to help protect our tax attributes, such as built in losses and other tax attributes, by deterring any person from becoming a “5-percent shareholder” (as defined in Section 382 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder).

On February 17, 2017, we entered into a Purchase and Sale Agreement with Mineral Resource Partners, LLC, whereby we sold substantially all of our remaining oil and gas assets for \$85,600,000, of which \$75,000,000 was received at closing. The balance of the purchase price is being held in a third-party escrow account pending completion of (a) title review, and (b) transfer of certain mineral interests owned by a venture in which the Company is a member (Venture Minerals). Prorations of operating revenues and expenses will be made utilizing an effective date of January 1, 2017. This agreement also contains representations, warranties and indemnities customary for oil and gas industry entity and asset sale and purchase transactions, and includes purchase price adjustment provisions, within certain parameters, relating to title and failure or inability to transfer the Venture Minerals. In first quarter 2017, we expect to recognize a gain on sale of approximately \$82,400,000, of which \$10,600,000 will be deferred until verification of title for non-producing fee minerals in Texas and Louisiana, transfer of certain mineral interests owned by a venture in which the Company is a member and release of the escrowed funds. In addition, the Company expects to incur a non-cash charge of \$37,900,000 related to oil and gas enterprise goodwill that is impaired due to the sale of substantially all of the Company’s remaining oil and gas assets.

**Forestar Group Inc.**  
**Schedule III—Consolidated Real Estate and Accumulated Depreciation**  
**Year-End 2016**  
**(In thousands)**

Description	Encumbrances	Initial Cost to Company		Costs Capitalized Subsequent to Acquisition		Gross Amount Carried at End of Period			Date of Construction	Date Acquired
		Land	Buildings & Improvements	Improvements less Cost of Sales and Other	Carrying Costs <sup>(a)</sup>	Land & Land Improvements	Buildings & Improvements	Total		
<b>Entitled, Developed, and Under Development Projects:</b>										
<b>ARIZONA</b>										
<i>Pima County</i>										
Dove Mountain . . . . .		\$ 5,860		\$ 3		\$ 5,863		\$ 5,863		2015
<b>CALIFORNIA</b>										
<i>Contra Costa County</i>										
San Joaquin River . . . . .		12,225		(10,558)		1,667		1,667		(b)
<b>COLORADO</b>										
<i>Douglas County</i>										
Pinery West . . . . .		7,308		3,791		11,099		11,099	2006	2006
Cielo . . . . .		3,933		2,645		6,578		6,578		2016
<i>Weld County</i>										
Buffalo Highlands . . . . .		3,001		(295)		2,706		2,706	2006	2005
Johnstown Farms . . . . .		2,749		4,189	\$ 100	7,038		7,038	2002	2002
Stonebraker . . . . .		3,878		(1,786)		2,092		2,092	2005	2005
<b>GEORGIA</b>										
<i>Cobb County</i>										
West Oaks . . . . .		1,669		1,543		3,212		3,212	2015	2015
<i>Paulding County</i>										
Harris Place . . . . .		265		(111)		154		154		2012
Seven Hills . . . . .		2,964		1,162	13	4,139		4,139		2012
<b>NORTH CAROLINA</b>										
<i>Cabbarrus County</i>										
Moss Creek . . . . .		1,254		101		1,355		1,355		2016
<i>Mecklenburg County</i>										
Walden . . . . .		12,085		2,279	87	14,451		14,451	2016	2015
<b>SOUTH CAROLINA</b>										
<i>Lancaster County</i>										
Ansley Park . . . . .		5,089		1,594		6,683		6,683		2015
<i>York County</i>										
Habersham . . . . .		3,877		1,128	421	5,426		5,426	2014	2013
<b>TENNESSEE</b>										
<i>Williamson County</i>										
Morgan Farms . . . . .		\$ 6,841		\$ (1,808)	\$ 88	\$ 5,121		\$ 5,121	2013	2013
Scales Farmstead . . . . .		3,575		9,319	389	13,283		13,283		2015
Weatherford Estates . . . . .		856		374	138	1,368		1,368	2015	2014

**Forestar Group Inc.**  
**Schedule III—Consolidated Real Estate and Accumulated Depreciation (Continued)**  
**Year-End 2016**  
**(In thousands)**

Description	Encumbrances	Initial Cost to Company		Costs Capitalized Subsequent to Acquisition		Gross Amount Carried at End of Period			Date of Construction	Date Acquired	
		Land	Buildings & Improvements	Improvements less Cost of Sales and Other	Carrying Costs <sup>(a)</sup>	Land & Land Improvements	Buildings & Improvements	Total			Accumulated Depreciation
<i>Wilson County</i>											
Beckwith Crossing . . . . .		1,294		2,397	161	3,852		3,852		2015	2014
<b>TEXAS</b>											
<i>Bastrop County</i>											
Hunter's Crossing . . . . .		3,613		5,226		8,839		8,839		2001	2001
<i>Bexar County</i>											
Cibolo Canyons . . . . .		17,305		26,397	1,203	44,905		44,905		2004	1986
<i>Calhoun County</i>											
Caracol . . . . .		8,603		(8,025)		578		578		2006	2006
<i>Collin County</i>											
Lakes of Prosper . . . . .		8,951		(3,005)	348	6,294		6,294			2012
Parkside . . . . .		2,177		(4)	183	2,356		2,356		2014	2013
Timber Creek . . . . .		7,282		9,862		17,144		17,144		2007	2007
Village Park . . . . .		4,772		(4,720)		52		52			2012
<i>Comal County</i>											
Oak Creek Estates . . . . .		1,921		685	22	2,628		2,628		2006	2005
<i>Dallas County</i>											
Stoney Creek . . . . .		12,822		327	443	13,592		13,592		2007	2007
<i>Denton County</i>											
Lantana . . . . .		27,673		(11,242)	529	16,960		16,960		2000	1999
River's Edge . . . . .		1,227		436		1,663		1,663			2014
The Preserve at Pecan Creek . . . . .		5,855		(1,387)	47	4,515		4,515		2006	2005
<i>Fort Bend County</i>											
Summer Lakes . . . . .		4,269		374	78	4,721		4,721		2013	2012
Summer Park . . . . .		4,804		(2,557)	17	2,264		2,264		2013	2012
Willow Creek Farms . . . . .	486	3,479		(1,187)		2,292		2,292		2012	2012
<i>Harris County</i>											
Barrington . . . . .		8,950		(7,483)		1,467		1,467			2011
City Park . . . . .		3,946		(2,243)	229	1,932		1,932		2002	2001
Imperial Forest . . . . .		5,345		(957)	4	4,392		4,392		2015	2014
<i>Hays County</i>											
Arrowhead Ranch . . . . .		\$ 12,856		\$ 9,204	\$ 233	\$ 22,293		\$ 22,293		2015	2007

**Forestar Group Inc.**

**Schedule III—Consolidated Real Estate and Accumulated Depreciation (Continued)**

**Year-End 2016**

**(In thousands)**

Description	Encumbrances	Initial Cost to Company		Costs Capitalized Subsequent to Acquisition		Gross Amount Carried at End of Period			Date of Construction	Date Acquired
		Land	Buildings & Improvements	Improvements less Cost of Sales and Other	Carrying Costs <sup>(a)</sup>	Land & Land Improvements	Buildings & Improvements	Total		
<i>Tarrant County</i>										
Summer Creek Ranch . . . . .		2,887		(1,377)		1,510		1,510		2012
The Bar C Ranch . . . . .		1,365		842	197	2,404		2,404		2012
Other . . . . .		5,222		(276)	25	4,971		4,971		
Total Entitled, Developed, and Under Development Projects . .	\$486	\$234,047	\$—	\$ 24,857	\$4,955	\$263,859	\$—	\$263,859	\$—	
<b>Undeveloped Land and land in entitlement:</b>										
<b>CALIFORNIA</b>										
<i>Los Angeles County</i>										
Land In Entitlement Process . . . . .		\$ 3,950		\$ 20,838		\$ 24,788		\$ 24,788		1997
<b>GEORGIA</b>										
<i>Cherokee County</i>										
Undeveloped Land . . . . .		80				80		80		(b)
<b>TEXAS</b>										
<i>Bexar County</i>										
Undeveloped Land . . . . .				2,548		2,548		2,548		(b)
<i>Montgomery County</i>										
Undeveloped Land . . . . .				5		5		5		(b)
<i>Other</i>										
Undeveloped Land . . . . .				1,723		1,723		1,723		(b)
Total Undeveloped Land and Land in Entitlement . . . . .	\$ —	\$ 4,030	\$—	\$ 25,114	\$ —	\$ 29,144	\$—	\$ 29,144	\$—	
Total . . . . .	\$486	\$238,077	\$—	\$ 49,971	\$4,955	\$293,003	\$—	\$293,003	\$—	

<sup>(a)</sup> We do not capitalize carrying costs until development begins.

<sup>(b)</sup> The acquisition date is not available.

**Reconciliation of real estate:**

	<u>2016</u>	<u>2015</u>	<u>2014</u>
		(In thousands)	
Balance at beginning of year . . . . .	\$ 618,844	\$ 607,133	\$ 547,530
Amounts capitalized . . . . .	89,780	124,633	214,184
Amounts retired or adjusted . . . . .	<u>(415,621)</u>	<u>(112,922)</u>	<u>(154,581)</u>
Balance at close of period . . . . .	<u>\$ 293,003</u>	<u>\$ 618,844</u>	<u>\$ 607,133</u>

**Reconciliation of accumulated depreciation:**

	<u>2016</u>	<u>2015</u>	<u>2014</u>
		(In thousands)	
Balance at beginning of year . . . . .	\$(32,129)	\$(31,377)	\$(28,066)
Depreciation expense . . . . .	(816)	(6,810)	(3,319)
Amounts retired or adjusted . . . . .	<u>32,945</u>	<u>6,058</u>	<u>8</u>
Balance at close of period . . . . .	<u>\$ —</u>	<u>\$(32,129)</u>	<u>\$(31,377)</u>

**Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.**

None.

**Item 9A. Controls and Procedures.**

## (a) Disclosure controls and procedures

Our management, with the participation of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (or the Exchange Act)) as of the end of the period covered by this report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, our disclosure controls and procedures were effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by us in the reports that we file or submit under the Exchange Act and were effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

## (b) Internal control over financial reporting

Management's report on internal control over financial reporting and the report of our independent registered public accounting firm are included in Part II, Item 8 of this Annual Report on Form 10-K.

## (c) Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fourth quarter 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information.**

None.

### PART III

**Item 10. *Directors, Executive Officers and Corporate Governance.***

Set forth below is certain information about the members of our Board of Directors:

<u>Name</u>	<u>Age</u>	<u>Year First Elected to the Board</u>	<u>Principal Occupation</u>
James A. Rubright . . . . .	70	2007	Retired Chairman and Chief Executive Officer of Rock-Tenn Company
M. Ashton Hudson . . . . .	44	2016	President and General Counsel of Rock Creek Capital Group, Inc.
William C. Powers, Jr. . . . .	70	2007	Professor of Law at The University of Texas at Austin
Daniel B. Silvers . . . . .	40	2015	Managing Member at Matthews Lane Capital Partners LLC
Richard M. Smith . . . . .	71	2007	President of Pinkerton Foundation
Richard D. Squires . . . . .	59	2016	Managing Director and Co-Founder of Lennox Capital Partners, LLC
Phillip J. Weber . . . . .	56	2015	Chief Executive Officer of Forestar Group Inc.

The remaining information required by this item is incorporated herein by reference from our definitive proxy statement, involving the election of directors, to be filed pursuant to Regulation 14A with the SEC not later than 120 days after the end of the fiscal year covered by this Form 10-K (or Definitive Proxy Statement). Certain information required by this item concerning executive officers is included in Part I of this report.

**Item 11. *Executive Compensation.***

The information required by this item is incorporated by reference from our Definitive Proxy Statement.

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

**Equity Compensation Plan Information**

We have only one equity compensation plan, the Forestar 2007 Stock Incentive Plan. It was approved by our sole stockholder prior to spin-off and material terms and amendments thereto were

subsequently approved by our stockholders. Information at year-end 2016 about our equity compensation plan under which our common stock may be issued follows:

<u>Plan Category</u>	<u>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights<sup>(1)(2)</sup></u>	<u>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</u>	<u>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))</u>
	(a)	(b)	(c)
Equity compensation plans approved by security holders . . .	2,935,557	\$20.73	1,097,059
Equity compensation plans not approved by security holders . . .	None	None	None
Total . . . . .	2,935,557	\$20.73	1,097,059

(1) Includes 234,764 shares issuable to former Temple-Inland and the other spin-off entity personnel resulting from the equitable adjustment of Temple-Inland equity awards in connection with our spin-off.

(2) Includes 484,406 equity-settled restricted stock units, 224,616 market-leveraged stock units and 138,819 performance stock units, which are excluded from the calculation of weighted-average exercise price. Market-leveraged stock unit and performance stock unit awards will be settled in common stock based upon performance over three years from the date of grant. For market-leveraged stock units, the number of shares to be issued could range from a high of 336,924 shares if our stock price increases by 50 percent or more, to 112,308 shares if our stock price decreases by 50 percent, or could be zero if our stock price decreases by more than 50 percent, the minimum threshold performance. For performance stock units, the number of shares to be issued could range from 277,638 shares at maximum performance to 138,819 at threshold performance, or could be zero below threshold performance.

The remaining information required by this item is incorporated by reference from our Definitive Proxy Statement.

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

The information required by this item is incorporated by reference from our Definitive Proxy Statement.

**Item 14. *Principal Accountant Fees and Services.***

The information required by this item is incorporated by reference from our Definitive Proxy Statement.

**PART IV**

**Item 15. *Exhibits and Financial Statement Schedules.***

(a) Documents filed as part of this report.

(1) *Financial Statements*

Our Consolidated Financial Statements are included in Part II, Item 8 of this Annual Report on Form 10-K.



(2) *Financial Statement Schedules*

Schedule III—Consolidated Real Estate and Accumulated Depreciation is included in Part II, Item 8 of this Annual Report on Form 10-K.

Schedules other than those listed above are omitted as the required information is either inapplicable or the information is presented in our Consolidated Financial Statements and notes thereto.

(3) *Exhibits*

The exhibits listed in the Exhibit Index in (b) below are filed or incorporated by reference as part of this Annual Report on Form 10-K.

(b) Exhibits

<b>Exhibit Number</b>	<b>Exhibit</b>
3.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Commission on December 11, 2007).
3.2	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed with the Commission on December 11, 2007).
3.3	First Amendment to Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Commission on February 19, 2008).
3.4	Second Amendment to Amended and Restated Bylaws (incorporated by reference to Exhibit 3.5 of the Company's Annual Report on Form 10-K filed with the Commission on March 5, 2009).
3.5	Certificate of Ownership and Merger, dated November 21, 2008 (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Commission on November 24, 2008).
3.6	Third Amendment to Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed with the Commission on November 24, 2008).
3.7	Fourth Amendment to the Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Commission on November 26, 2012).
3.8	Fifth Amendment to Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Commission on September 28, 2015).
3.9	Certificate of Amendment to Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q filed with the Commission on November 6, 2015).
3.10	Certificate of Designations, Preferences and Rights of Series B Junior Participating Preferred Stock of Forestar Group Inc. (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Commission on January 5, 2017).

Exhibit Number	Exhibit
4.1	Specimen Certificate for shares of common stock, par value \$1.00 per share (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed with the Commission on January 5, 2017).
4.2	Indenture, dated February 26, 2013 (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed with the Commission on February 26, 2013).
4.3	Supplemental Indenture, dated February 26, 2013 (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed with the Commission on February 26, 2013).
4.4	Form of 3.75% Convertible Senior Notes due 2020 (included in Exhibit 4.3 above) (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed with the Commission on February 26, 2013).
4.5	Indenture, dated May 12, 2014 (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed with the Commission on May 15, 2014).
4.6	Form of 8.500% Senior Secured Notes due 2022 (included in Exhibit 4.10 above) (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed with the Commission on May 15, 2014).
4.7	Supplemental Indenture, dated as of June 21, 2016, among Forestar (USA) Real Estate Group Inc., as issuer, the Guarantors named therein and U.S. Bank National Association, as trustee, to the Indenture, dated as of May 12, 2014, among Forestar (USA) Real Estate Group Inc., the Guarantors named therein and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed with the Commission on June 21, 2016).
4.8	Tax Benefits Preservation Plan, dated as of January 5, 2017, between Forestar Group Inc. and Computershare Trust Company, N.A. (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed with the Commission on January 5, 2017).
10.1†	Forestar Real Estate Group Inc. Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.5 of Amendment No. 5 to the Company's Form 10 filed with the Commission on December 10, 2007).
10.2†	Amendment No. 1 to Forestar Group Inc. Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.3 of the Company's Annual Report on Form 10-K filed with the Commission on March 14, 2013).
10.3†	Forestar Real Estate Group Inc. 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.6 of Amendment No. 5 to the Company's Form 10 filed with the Commission on December 10, 2007).
10.4†	Amended and Restated Forestar Group Inc. Amended and Restated Directors' Fee Deferral Plan (incorporated by reference to Exhibit 10.5 of the Company's Annual Report on Form 10-K filed with the Commission on March 11, 2014).
10.5†	Form of Indemnification Agreement to be entered into between the Company and each of its directors (incorporated by reference to Exhibit 10.9 of Amendment No. 5 to the Company's Form 10 filed with the Commission on December 10, 2007).
10.6†	Form of Change in Control/Severance Agreement between the Company and its named executive officers (incorporated by reference to Exhibit 10.10 to the Company's Form 10 filed with the Commission on August 10, 2007).

Exhibit Number	Exhibit
10.7†	Form of Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.12 of the Company's Annual Report on Form 10-K filed with the Commission on March 5, 2009).
10.8†	Form of Restricted Stock Agreement (incorporated by reference to Exhibit 10.10 of the Company's Annual Report on Form 10-K filed with the Commission on March 14, 2013).
10.9†	Form of Restricted Stock Units Agreement (incorporated by reference to Exhibit 10.11 of the Company's Annual Report on Form 10-K filed with the Commission on March 14, 2013).
10.10†	Form of Stock Appreciation Right Agreement (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on February 12, 2009).
10.11†	First Amendment to the Forestar Real Estate Group Inc. 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on May 13, 2009).
10.12†	Second Amendment to the Forestar Group Inc. 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K filed with the Commission on March 3, 2010).
10.13†	Form of Market-Leveraged Stock Unit Award Agreement (incorporated by reference to Exhibit 10.18 of the Company's Annual Report on Form 10-K filed with the Commission on March 14, 2013).
10.14†	Form of Indemnification Agreement entered into between the Company and each of its executive officers (incorporated by reference to Exhibit 10.19 of the Company's Annual Report on Form 10-K filed with the Commission on March 14, 2013).
10.15†	Amendment No. 2 to Forestar Group Inc. Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.25 of the Company's Annual Report on Form 10-K filed with the Commission on March 11, 2014).
10.16	Agreement of Guaranty and Suretyship (Completion), dated January 17, 2014, by Forestar Group Inc. in favor of PNC Bank, National Association (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on January 17, 2014).
10.17	Agreement of Guaranty and Suretyship (Payment), dated January 17, 2014, by Forestar Group Inc. in favor of PNC Bank, National Association (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Commission on January 17, 2014).
10.18	Third Amended and Restated Revolving Credit Agreement dated May 15, 2014, by and among the Company, Forestar (USA) Real Estate Group Inc. and certain of its wholly-owned subsidiaries; Key Bank National Association, as lender, swing line lender and agent, the lenders party thereto; and the other parties thereto (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Commission on May 16, 2014).
10.19	Guaranty, dated July 15, 2014, by Forestar (USA) Real Estate Group Inc. in favor of Regions Bank (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on July 18, 2014).

Exhibit Number	Exhibit
10.20	Limited Waiver and Amendment to the Third Amended and Restated Revolving Credit Agreement, dated September 30, 2015, by and among the Company, Forestar (USA) Real Estate Group Inc. and certain of its wholly-owned subsidiaries signatory thereto, KeyBank National Association, as lender, swing line lender and agent, the lenders party thereto, and the other parties thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on October 6, 2015).
10.21	First Amendment to Third Amended and Restated Revolving Credit Agreement dated December 30, 2015, by and among the Company, Forestar (USA) Real Estate Group Inc. and certain of its wholly-owned subsidiaries signatory thereto, KeyBank National Association, as lender, swing line lender and agent, the lenders party thereto, and the other parties thereto (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on December 31, 2015).
10.22†	Employment Agreement, dated October 21, 2015, between the Company and Phillip J. Weber (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on October 26, 2015).
10.23	Purchase and Sale Agreement, dated February 4, 2016, by and between Capital of Texas Insurance Group and Austin Lakeside Hotel Owner LLC (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q filed with the Commission on May 10, 2016).
10.24	Director Nomination Agreement, dated February 5, 2016, by and between Forestar Group Inc. and Carlson Capital, L.P. (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on February 8, 2016).
10.25	Director Nomination Agreement, dated February 5, 2016, by and between Forestar Group Inc. and Cove Street Capital, LLC (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Commission on February 8, 2016).
10.26	Purchase and Sale Agreement, dated April 7, 2016, by and between Forestar Petroleum Corporation and DW Slate, LLC (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on April 11, 2016).
10.27	Consent to Third Amended and Restated Credit Agreement dated June 30, 2016, by and among the Company, Forestar (USA) Real Estate Group Inc. and certain of its wholly-owned subsidiaries signatory thereto, KeyBank National Associate, as agent and lender, the lenders thereto, and the other parties thereto (incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q filed with the Commission on August 5, 2016).
10.28*	Purchase and Sale Agreement, dated November 9, 2016 among Forestar Real Estate Group Inc., Forestar Petroleum Corporation and SPP Land, LLC.
10.29*	Purchase and Sale Agreement, dated November 10, 2016 among Forestar Real Estate Group Inc., Forestar Petroleum Corporation and Hubble Timber, LLC.
10.30*	Purchase and Sale Agreement, dated November 11, 2016 among Forestar Real Estate Group Inc., Forestar Petroleum Corporation and TIR Europe Forestry Fund S.C.A. SICAV-SIF.
10.31	Purchase and Sale Agreement, dated February 17, 2017, between Forestar (USA) Real Estate Group Inc. and Mineral Resources Partners, LLC (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on February 17, 2017).

Exhibit Number	Exhibit
21.1*	List of Subsidiaries of the Company.
23.1*	Consent of Ernst & Young LLP.
23.2*	Consent of Netherland, Sewell & Associates, Inc.
31.1*	Certification of Chief Executive Officer pursuant to Exchange Act rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Exchange Act rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1*	Reserve report of Netherland, Sewell & Associates, Inc., dated February 3, 2017.
101.1*	The following materials from the Company's Annual Report on Form 10-K for the year ended December 31, 2015, formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income (Loss) and Comprehensive Income (Loss), (iii) Consolidated Statement of Equity, (iv) Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements.

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\* Filed herewith.

† Management contract or compensatory plan or arrangement.

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

None.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FORESTAR GROUP INC.

By:                                 /s/ PHILLIP J. WEBER                                  
Phillip J. Weber  
*Chief Executive Officer*

Date: March 3, 2017

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

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>                                /s/ PHILLIP J. WEBER                                </u> Phillip J. Weber	Director and Chief Executive Officer (Principal Executive Officer)	March 3, 2017
<u>                                /s/ CHARLES D. JEHL                                </u> Charles D. Jehl	Chief Financial Officer (Principal Financial Officer)	March 3, 2017
<u>                                /s/ SABITA C. REDDY                                </u> Sabita C. Reddy	Vice President Accounting (Principal Accounting Officer)	March 3, 2017
<u>                                /s/ JAMES A. RUBRIGHT                                </u> James A. Rubright	Chairman of the Board	March 3, 2017
<u>                                /s/ M. ASHTON HUDSON                                </u> M. Ashton Hudson	Director	March 3, 2017
<u>                                /s/ WILLIAM C. POWERS, JR.                                </u> William C. Powers, Jr.	Director	March 3, 2017
<u>                                /s/ DANIEL B. SILVERS                                </u> Daniel B. Silvers	Director	March 3, 2017
<u>                                /s/ RICHARD M. SMITH                                </u> Richard M. Smith	Director	March 3, 2017
<u>                                /s/ RICHARD D. SQUIRES                                </u> Richard D. Squires	Director	March 3, 2017

# STOCKHOLDER INFORMATION

## FORESTAR GROUP INC.

### Transfer Agent & Registrar

Computershare Trust Company, N.A.  
250 Royall Street  
Canton, MA 02021  
781.575.2879

### Independent Auditors

Ernst & Young, LLP, Austin, Texas

### Annual Meeting

The 2017 annual meeting of our stockholders will be held at 6300 Bee Cave Road, Building Two, Suite 500, Austin, Texas on May 9, 2017 at 9:00 a.m. CDT.

### Stock Listing

Forestar's common stock is listed on the New York Stock Exchange under the ticker symbol FOR.

### Company Website

Additional information regarding Forestar, including the Annual Report on Form 10-K and other periodic reports filed with the Securities and Exchange Commission, may be obtained from Forestar's home page on the internet, the address of which is [www.forestargroup.com](http://www.forestargroup.com).

A copy of Forestar's Annual Report on Form 10-K, as filed with the Securities and Exchange Commission, will be sent without charge upon written request made to the company's Investor Relations Department at the mailing address below.

### Mailing Address

Forestar Group Inc.  
6300 Bee Cave Road  
Building Two / Suite 500  
Austin, Texas 78746  
512.433.5200

## BOARD MEMBERS

### James A. Rubright

Chairman of the Board and Retired Chairman and Chief Executive Officer of Rock-Tenn Company

### M. Ashton Hudson

President and General Counsel  
of Rock Creek Capital Group, Inc.

### William C. Powers, Jr.

Professor of Law at The University of Texas at Austin

### Daniel B. Silvers

Managing Member of Matthews Lane Capital Partners, LLC

### Richard M. Smith

President of Pinkerton Foundation

### Richard D. Squires

Managing Director and Co-Founder of  
Lennox Capital Partners, LP

### Phillip J. Weber

Forestar Chief Executive Officer

**FORESTAR GROUP INC.**

6300 Bee Cave Road | Building Two / Suite 500 | Austin, Texas 78746 | 512.433.5200 | [www.forestargroup.com](http://www.forestargroup.com)