

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 4, 2026

Comstock Holding Companies, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

1-32375
(Commission File Number)

20-1164345
(IRS Employer
Identification No.)

1900 Reston Metro Plaza, 10TH Floor
Reston, Virginia 20190
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (703) 230-1985

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a- 12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.01	CHCI	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

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

Item 1.01 Entry into a Material Definitive Agreement

On June 4, 2026, Comstock Holding Companies, Inc. (the “Company”), through a wholly owned subsidiary, CHCI Oklahoma Ventures LLC (“CHCI Oklahoma”), entered into the Limited Liability Company Agreement (the “JV Agreement”) of Oklahoma AI Ventures LLC, a Delaware limited liability company (the “Joint Venture”), with Eagle Road Oil, LLC, a Delaware limited liability company (“Eagle Road”). Eagle Road is 50% owned by a subsidiary of Jericho Energy Ventures Inc. (“Jericho”) and 50% by a Jericho affiliate. The Joint Venture was formed to assemble, entitle and develop contiguous land in Pawnee and Noble Counties, Oklahoma for large-scale artificial intelligence and data center campuses. CHCI Oklahoma and Eagle Road each hold a 50% membership interest in the Joint Venture, and CHCI Oklahoma serves as the administrative member and is responsible for day-to-day management. Certain major decisions, including property acquisitions or sales, material budget changes, and voluntary dissolution or bankruptcy, require the consent of both members.

Under the JV Agreement, CHCI Oklahoma will contribute \$250,000 upon execution and an additional \$2,500,000 upon execution, payable to Jericho as consideration for services, and has committed to fund up to an additional \$5,750,000 over time, subject to approved budgets, such that its aggregate capital contributions are capped at \$6,000,000 (inclusive of the initial \$250,000 but exclusive of the \$2,500,000 payment). CHCI Oklahoma may also elect to contribute up to an additional \$5,000,000 for predevelopment. These commitments are in addition to the previously disclosed \$1,500,000 that the Company invested in Jericho in February 2026. Distributions will be made pursuant to a waterfall providing for an 8.00% preferred return on capital and a 50/50 split of remaining proceeds, with no promote. Capital call shortfalls funded by one member may, if not repaid, result in dilution of the non-funding member. Each member also holds customary transfer rights, including reciprocal rights of first offer and co-sale, as well as a buy/sell right exercisable after five years or upon a deadlock, and CHCI Oklahoma holds a drag-along right exercisable above \$150,000 per acre. The foregoing description is a summary and does not purport to be complete, and is qualified in its entirety by the full text of the JV Agreement, which the Company intends to file as an exhibit to its Quarterly Report on Form 10-Q for the period ended June 30, 2026.

On June 4, 2026, the Joint Venture entered into a Contribution Agreement with Eagle Road, JEV OK, LLC, ROKFF, L.P. and Rising Eagle LLC. Eagle Road agreed to contribute its oil, gas and mineral leases, leasehold interests, personal property (including approximately 60 miles of gathering pipeline), rights-of-way and easements, and certain land option agreements relating to its Pawnee and Noble County assets, other than the wells, wellbore interests and incidental production rights, which it retains. The contributed property has an agreed value of \$10,000,000. In exchange, the Joint Venture issued 50 units to Eagle Road, which were distributed to JEV OK, LLC and ROKFF, L.P. and then contributed to Rising Eagle LLC; Rising Eagle LLC was admitted as the “Land Member” and Eagle Road withdrew, leaving CHCI Oklahoma and Rising Eagle LLC as the members. The agreement also establishes a 15-year area of mutual interest covering each county in which the contributed leases are located.

On June 4, 2026, CHCI Oklahoma, the Joint Venture, Eagle Road, and Rising Eagle LLC entered into a right of first offer agreement granting the Joint Venture a right of first offer on certain other surface and subsurface properties of Eagle Road and its affiliates located outside Pawnee and Noble counties in Oklahoma (including in Seminole, Pottawatomie, Blaine and Creek counties) if offered for transfer during its term.

Item 7.01 Regulation FD Disclosure

On June 10, 2026, the Company issued a press release announcing the formation of the Joint Venture, a copy of which is furnished as Exhibit 99.1. The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	Comstock Holding Companies, Inc. press release dated June 10, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

COMSTOCK HOLDING COMPANIES, INC.

Date: June 10, 2026

By: /s/ CHRISTOPHER CLEMENTE
Christopher Clemente
Chairman and Chief Executive Officer

COMSTOCK

Comstock Announces Oklahoma Data Center Joint Venture with Jericho

Strategic partnership leverages Jericho's energy assets and CHCI's development expertise, creating a scalable AI infrastructure platform to deliver powered land for AI hyperscalers

RESTON, Va. — June 10, 2026 — [Comstock Holding Companies, Inc.](#) (Nasdaq: CHCI) ("Comstock"), a leading asset manager, developer, and operator of mixed-use, transit-oriented properties and large-scale infrastructure developments in the Washington, D.C. region, today announced the formation of a joint venture with Jericho Energy Ventures, Inc. (TSXV: JEV; OTCID: JROOF; FRA: JLM) ("Jericho") to facilitate and support the development of large-scale data center campuses in Oklahoma's Pawnee and Noble counties. The formation of Oklahoma AI Ventures LLC (the "Oklahoma JV" or the "Joint Venture") formalizes the terms of the Letter of Intent announced by Comstock and Jericho in Q1 of this year.

The Oklahoma JV is structured to address the unprecedented demand from AI hyperscalers for immediate access to abundant, low-cost, reliable power. Jericho brings to the Joint Venture a roughly 18,000-acre Oklahoma subsurface portfolio, critical operating energy infrastructure, direct access to natural gas, on-site water, and various other assets that are required for data center campuses that could scale to gigawatt-class capacity. Comstock brings more than four decades of large-scale development expertise, capital, and a proven track record of turning raw land into institutional-grade real estate. Through the Oklahoma JV, Comstock and Jericho have created a vertically integrated platform built to move at the speed the AI market demands.

To date, development options covering upwards of 4,000 acres have already been secured that integrate Jericho's subsurface energy infrastructure with surface land interests, while planning has commenced for what would become one of the largest data center campuses in Oklahoma. Additional strategic land assemblage efforts continue, as the Oklahoma JV plans to utilize its access to ideally situated land with critical resources in place to support the development of multiple large-scale AI data center campuses and digital infrastructure projects, which remain in high demand by all of the most prominent AI hyperscalers. The Oklahoma JV intends to monetize the assembled land portfolio through powered-land sales, build-to-suit ground leases, and/or phased joint development of turnkey data center assets designed to meet the needs of end-users.

"We are excited by the tremendous opportunities for the Oklahoma JV to create value by strategically positioning our assets to generate additional, potentially significant, sources of income for Comstock and Jericho stakeholders," said Christopher Clemente, Chairman and Chief Executive Officer of Comstock. "By combining our large-scale development proficiency with Jericho's abundance of well-positioned land and energy assets, we are now at the forefront of the data-driven transformation taking place in the nation's fastest growing segment of commercial real estate."

The Oklahoma location of this powered-land pursuit offers numerous attributes that are well suited for next-generation data center development:

- **Power:** Direct access to abundant, low-cost natural gas from multiple reliable sources that support on-site and behind-the-meter generation, an advantage as hyperscalers contend with multi-year grid interconnection queues.
 - **Site quality:** Contiguous, sparsely developed acreage with favorable topography, two nearby 345 kV transmission lines and corresponding high-voltage bulk-transmission substations, and multiple on-site water sources.
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- **Supportive regulatory environment:** Oklahoma's regulatory framework is supportive of large-load data center development, behind-the-meter generation, and grid interconnection.
- **Carbon sequestration:** The region's geology and existing wellbores create carbon-sequestration optionality, a potential differentiator for AI operators working toward net-zero commitments.

"We have spent years building a strong energy and land position in Oklahoma, and this joint venture solidifies its next chapter," said Brian Williamson, Chief Executive Officer of Jericho. "Together with Comstock, we are turning that foundation into the powered, infrastructure-ready land that AI and data center developers urgently need. Comstock's resources and development expertise make them an ideal partner to help maximize and realize the full value of these assets."

Per the terms of the Joint Venture agreement, Comstock and a Jericho affiliate (of which Jericho owns 50%) each own 50% of the Joint Venture. Comstock, through a wholly-owned subsidiary, will serve as administrative member and lead development efforts. A Jericho affiliate contributed its core land assets in Pawnee and Noble counties — including oil and gas leases, leasehold interests, roughly 60 miles of gathering pipeline, rights-of-way and easements, and land option agreements. Comstock contributed the capital needed to fund initial land assemblage and has also committed to contribute additional capital over time, subject to limits defined in the Joint Venture agreement and approved budgets. The partners also entered into a right-of-first-offer arrangement, giving the Joint Venture preferred rights on additional Jericho-affiliated properties across Oklahoma.

Cautionary Statement Regarding Forward-Looking Statements

This release may include "forward-looking" statements that are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by use of words such as "anticipate," "believe," "estimate," "may," "intend," "expect," "will," "should," "seeks" or other similar expressions. Forward-looking statements are based largely on our expectations and involve inherent risks and uncertainties, many of which are beyond our control. You should not place any undue reliance on any forward-looking statement, which speaks only as of the date made. Any number of important factors could cause actual results to differ materially from those projected or suggested by the forward-looking statements. Comstock specifically disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future developments, or otherwise.

About Comstock

Founded in 1985, Comstock is a leading asset manager, developer, and operator of mixed-use, transit-oriented properties and large-scale infrastructure developments in the Washington, D.C. region. With a managed portfolio comprising approximately 10 million square feet at full build-out and including stabilized and development assets strategically located at key Metro stations, Comstock is at the forefront of the urban transformation taking place in the fastest-growing segments of one of the nation's best real estate markets. Comstock's developments include some of the largest and most prominent mixed-use and transit-oriented projects in the mid-Atlantic region, as well as multiple large-scale public-private partnership developments. For more information, please visit [Comstock.com](https://www.comstock.com).

About Jericho Energy Ventures

Jericho Energy Ventures (JEV) is uniquely positioned at the nexus of energy and AI infrastructure. Leveraging our long-producing oil and gas joint venture assets and robust Oklahoma infrastructure, JEV is deploying scalable, on-site power solutions to build cutting-edge build-to-suit [AI Data Centers](#). With direct access to abundant, low-cost natural gas, JEV delivers efficient, high-performance energy solutions — reducing waste, maximizing output, and unlocking long-term value in the rapidly converging AI and energy markets. For more information, please visit JerichoEnergyVentures.com.

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