

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

**FORM 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2019  
or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-35796



**TRI Pointe Group, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or other Jurisdiction of Incorporation or Organization)

61-1763235

(I.R.S. Employer Identification No.)

19540 Jamboree Road, Suite 300

Irvine, California 92612

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (949) 438-1400

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

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	TPH	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 Section 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 every Interactive Data File required to be submitted 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 such files). Yes ☒ No ☐

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

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

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant on June 28, 2019, based on the closing price of \$11.97 as reported by the New York Stock Exchange, was \$1,671,655,364.

136,080,148 shares of common stock were issued and outstanding as of February 6, 2020.

**DOCUMENTS INCORPORATED BY REFERENCE:**

Portions from the registrant's proxy statement relating to its 2020 annual meeting of stockholders are incorporated by reference into Part III, Items 10, 11, 12, 13 and 14.

**TRI Pointe Group, Inc.**  
**ANNUAL REPORT ON FORM 10-K**  
**FOR THE YEAR ENDED DECEMBER 31, 2019**

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## CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS

This annual report on Form 10-K contains certain statements that are “forward-looking” statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements are based on our current intentions, beliefs, expectations and predictions for the future, and you should not place undue reliance on these statements. These statements use forward-looking terminology, are based on various assumptions made by us, and may not be accurate because of risks and uncertainties surrounding the assumptions that are made.

Factors listed in this section—as well as other factors—may cause actual results to differ significantly from the forward-looking statements included in this annual report on Form 10-K. There is no guarantee that any of the events anticipated by the forward-looking statements in this annual report on Form 10-K will occur, or if any of the events occurs, there is no guarantee what effect, if any, it will have on our operations, financial condition, or share price.

We undertake no, and hereby disclaim any, obligation to update or revise any forward-looking statements, unless required by law. However, we reserve the right to make such updates or revisions from time to time by press release, periodic report, or other method of public disclosure without the need for specific reference to this annual report on Form 10-K. No update or revision shall be deemed to indicate that other statements not addressed by that update or revision remain correct or create an obligation to provide any other updates or revisions.

### Forward-Looking Statements

Forward-looking statements that are included in this annual report on Form 10-K are generally accompanied by words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “future,” “goal,” “intend,” “likely,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “should,” “strategy,” “target,” “will,” “would,” or other words that convey the uncertainty of future events or outcomes. These forward-looking statements may include, but are not limited to, statements regarding our strategy, projections and estimates concerning the timing and success of specific projects and our future production, land and lot sales, outcome of legal proceedings, operational and financial results, including our estimates for growth, financial condition, sales prices, prospects and capital spending.

### Risks, Uncertainties and Assumptions

The major risks and uncertainties—and assumptions that are made—that affect our business and may cause actual results to differ from these forward-looking statements include, but are not limited to:

- the effect of general economic conditions, including employment rates, housing starts, interest rate levels, availability of financing for home mortgages and strength of the U.S. dollar;
- market demand for our products, which is related to the strength of the various U.S. business segments and U.S. and international economic conditions;
- the availability of desirable and reasonably priced land and our ability to control, purchase, hold and develop such parcels;
- access to adequate capital on acceptable terms;
- geographic concentration of our operations, particularly within California;
- levels of competition;
- the successful execution of our internal performance plans, including restructuring and cost reduction initiatives;
- raw material and labor prices and availability;
- oil and other energy prices;
- the effect of U.S. trade policies, including the imposition of tariffs and duties on homebuilding products and retaliatory measures taken by other countries;
- the effect of weather, including the re-occurrence of drought conditions in California;
- the risk of loss from earthquakes, volcanoes, fires, floods, droughts, windstorms, hurricanes, pest infestations and other natural disasters, and the risk of delays, reduced consumer demand, and shortages and price increases in labor or materials associated with such natural disasters;
- transportation costs;
- federal and state tax policies;
- the effect of land use, environment and other governmental laws and regulations;
- legal proceedings or disputes and the adequacy of reserves;

- risks relating to any unforeseen changes to or effects on liabilities, future capital expenditures, revenues, expenses, earnings, synergies, indebtedness, financial condition, losses and future prospects;
- changes in accounting principles;
- risks related to unauthorized access to our computer systems, theft of our homebuyers' confidential information or other forms of cyber attack; and
- other factors described in "Risk Factors."

#### **EXPLANATORY NOTE**

As used in this annual report on Form 10-K, references to "TRI Pointe", "the Company", "we", "us", or "our" in this annual report on Form 10-K (including in the consolidated financial statements and related notes thereto in this annual report on Form 10-K) refer to TRI Pointe Group, Inc., a Delaware corporation ("TRI Pointe Group"), and its consolidated subsidiaries.

## PART I.

### **Item 1.**        **Business**

#### **Our Company**

TRI Pointe was founded in April 2009, near the end of an unprecedented downturn in the national homebuilding industry. Since then, we have grown from a Southern California fee homebuilder into a regionally focused national homebuilder with a portfolio of the following six quality homebuilding brands operating in 15 markets across ten states:

- Maracay in Arizona;
- Pardee Homes in California and Nevada;
- Quadrant Homes in Washington;
- Trendmaker Homes in Texas;
- TRI Pointe Homes in California, Colorado and the Carolinas; and
- Winchester Homes in Maryland and Virginia.

Our growth strategy is to capitalize on high demand in selected “core” markets with favorable population and employment growth as a result of proximity to job centers or primary transportation corridors. As of December 31, 2019, our operations consisted of 137 active selling communities and 30,029 lots owned or controlled. See “Lots Owned or Controlled” below. Our construction expertise across an extensive product offering allows us flexibility to pursue a wide array of land acquisition opportunities and appeal to a broad range of potential homebuyers, including buyers of entry-level, move-up, luxury and active adult homes. As a result, we build across a variety of base sales price points, ranging from approximately \$190,000 to \$2.0 million, and home sizes, ranging from approximately 1,200 to 5,520 square feet. See “Description of Projects and Communities under Development” below. For the years ended December 31, 2019 and 2018, we delivered 4,921 and 5,071 homes, respectively, and the average sales price of our new homes delivered was approximately \$624,000 and \$640,000, respectively.

Our founders firmly established our core values of quality, integrity and excellence. These are the driving forces behind our innovative designs and strong commitment to our homebuyers.

#### **Our Competitive Strengths**

We believe the following strengths provide us with a significant competitive advantage in implementing our business strategy:

##### ***Experienced and Proven Leadership***

Douglas Bauer, our Chief Executive Officer, and Thomas Mitchell, our President and Chief Operating Officer, have worked together for over 30 years and have a successful track record of managing and growing a public homebuilding company. Their combined real estate industry experience includes land acquisition, financing, entitlement, development, construction, marketing and sales of single-family detached and attached homes in communities in a variety of markets. In addition, the management teams at each of our homebuilding subsidiaries have substantial industry knowledge and local market expertise. We believe that our management teams’ prior experience, extensive relationships and strong local reputations provide us with a competitive advantage in securing projects, obtaining entitlements, building quality homes and completing projects within budget and on schedule.

##### ***Focus on High Growth Core Markets***

Our business is well-positioned to continue to capitalize on the broader national housing market. We are focused on the design, construction and sale of innovative single-family detached and attached homes in major metropolitan areas in Arizona, California, the Carolinas, Colorado, Maryland, Nevada, Texas, Virginia and Washington. These markets are generally characterized by high job growth and increasing populations, which typically create strong demand for new housing. We believe they represent attractive homebuilding markets with opportunities for long-term growth and that we have strong land positions strategically located within these markets. Moreover, our management teams have deep, local market knowledge of the homebuilding and development industries. We believe this experience and strong relationships with local market participants enable us to source, acquire and entitle land efficiently.

### ***Strong Operational Discipline and Controls***

Our management teams pursue a hands-on approach. Our strict operating discipline and attention to controls, including financial accountability at the project management level, is a key part of our strategy to maximize returns while minimizing risk.

### ***Acquire Attractive Land Positions While Reducing Risk***

We believe that our reputation and extensive relationships with land sellers, master plan developers, financial institutions, brokers and other builders enable us to continue to acquire well-positioned land parcels in our target markets and provide us access to a greater number of acquisition opportunities. We believe our expertise in land development and planning enables us to create desirable communities that meet or exceed our homebuyers' expectations, while operating at competitive costs.

### ***Increase Market Position in Growth Markets***

We believe that there are opportunities to expand profitably in our existing and target markets, and we continually review our selection of markets based on both aggregate demographic information and our own operating results. We use the results of these reviews to re-allocate our investments to those markets where we believe we can maximize our profitability and return on capital. While our primary growth strategy has focused on increasing our market position in our existing markets, we recently expanded our homebuilding operations to the Carolinas and the Dallas–Fort Worth region in Texas. We intend to continue, on an opportunistic basis, to explore expansion into other markets through organic growth and/or acquisition.

### ***Provide Superior Design and Homeowner Experience and Service***

We consider ourselves a “progressive” homebuilder driven by an exemplary homeowner experience, cutting-edge product development and exceptional execution. Our core operating philosophy is to provide a positive, memorable experience to our homeowners through active engagement in the building process, tailoring our product to homeowners' lifestyle needs and enhancing communication, knowledge and satisfaction. We believe that the new generation of home buying families has different ideas about the kind of home buying experience it wants. As a result, our selling process focuses on the home's features, benefits, quality and design, in addition to the traditional metrics of price and square footage. In addition, we devote significant resources to the research and design of our homes to better meet the needs of our homebuyers. Through our LivingSmart® platform, we provide homes that we believe are earth-friendly, enhance homeowners' comfort, promote a healthier lifestyle and deliver tangible operating cost savings versus less efficient resale homes. Collectively, we believe these steps enhance the selling process, lead to a more satisfied homeowner and increase the number of homebuyers referred to our communities.

### ***Offer a Diverse Range of Products***

We are a builder with a wide variety of product offerings that enable us to meet the specific needs of each of our core markets, which we believe provides us with a balanced portfolio and an opportunity to increase market share. We have demonstrated expertise in effectively building homes across product offerings from entry-level through luxury and active adult. We spend extensive time studying and designing our products through the use of architects, consultants and homebuyer focus groups for all levels and price points in our target markets. We believe our diversified product strategy enables us to best serve a wide range of homebuyers, adapt quickly to changing market conditions and optimize performance and returns while strategically reducing portfolio risk. Within each of our core markets we determine the profile of homebuyers we hope to address and design neighborhoods and homes with the specific needs of those homebuyers in mind.

### ***Focus on Efficient Cost Structure and Target Attractive Returns***

Our experienced management teams are vigilant in maintaining their focus on controlling costs. We competitively bid new projects and phases while maintaining strong relationships with our trade partners by managing production schedules closely and paying our vendors on time.

We combine decentralized management in those aspects of our business in which we believe detailed knowledge of local market conditions is critical (such as governmental processing, construction, land acquisition, land development and sales and marketing), with centralized management in those functions in which we believe central control is required (such as approval of land acquisitions, financial, treasury, human resources and legal matters). We have also made significant investments in

systems and infrastructure to operate our business efficiently and to support the planned future growth of our company as a result of executing our expansion strategy.

### ***Utilize Prudent Leverage***

Our ongoing financial strategy includes redeployment of cash flows from continuing operations and debt to provide us with the financial flexibility to access capital on the best terms available. In that regard, we expect to employ prudent levels of leverage to finance the acquisition and development of our lots and construction of our homes. See “Our Financing Strategy” below.

### **Lots Owned or Controlled**

As of December 31, 2019, we owned or controlled, pursuant to land option contracts or purchase contracts, an aggregate of 30,029 lots. We refer to lots that are under land option contracts as “controlled.” See “Acquisition Process” below. Lots owned or controlled include our share of lots controlled from our unconsolidated land development joint ventures. Investments in joint ventures are described in Note 6, *Investments in Unconsolidated Entities*, of the notes to our consolidated financial statements included elsewhere in this annual report on Form 10-K. The following table presents certain information with respect to our lots owned or controlled as of December 31, 2019.

	<b>Lots Owned</b>	<b>Lots Controlled (1)</b>	<b>Lots Owned or Controlled</b>
Maracay	2,099	1,631	3,730
Pardee Homes	13,126	141	13,267
Quadrant Homes	977	126	1,103
Trendmaker Homes	2,852	1,182	4,034
TRI Pointe Homes	2,771	3,399	6,170
Winchester Homes	1,020	705	1,725
<b>Total</b>	<b>22,845</b>	<b>7,184</b>	<b>30,029</b>

(1) Lots controlled for Trendmaker Homes include 135 lots, which represent our expected share of lots owned by an unconsolidated land development joint venture that was formed during the year ended December 31, 2019.

### **Description of Projects and Communities under Development**

Our lot inventory includes land that we are holding for future development. The development of these lots will be subject to a variety of marketing, regulatory and other factors and in some cases we may decide to sell the land prior to development. The following table presents project information relating to each of our markets as of December 31, 2019 and includes information on current projects under development where we are building and selling homes as of December 31, 2019.

## Maracay

County, Project, City	Year of First Delivery <sup>(1)</sup>	Total Number of Lots <sup>(2)</sup>	Cumulative Homes Delivered as of December 31, 2019	Lots Owned as of December 31, 2019 <sup>(3)</sup>	Backlog as of December 31, 2019 <sup>(4)</sup> <sup>(5)</sup>	Homes Delivered for the Twelve Months Ended December 31, 2019	Sales Price Range(in thousands) <sup>(6)</sup>
<b>Phoenix, Arizona</b>							
City of Buckeye:							
Arroyo Seco	2020	44	—	44	—	—	\$406 - \$470
City of Chandler:							
Mission Estates	2019	26	12	14	14	12	\$537 - \$598
Windermere Ranch	2019	91	20	71	21	20	\$508 - \$548
Canopy North	2020	129	—	7	—	—	\$453 - \$522
Canopy South	2020	112	—	7	—	—	\$534 - \$558
City of Gilbert:							
Marathon Ranch	2018	63	59	4	3	50	\$520 - \$563
Lakes At Annecy	2019	216	36	180	36	36	\$267 - \$355
Annecy P3	2021	250	—	250	—	—	\$226 - \$301
Lakeview Trails	2019	92	41	51	27	41	\$557 - \$642
Lakeview Trails II	2020	68	—	68	—	—	\$557 - \$642
Copper Bend	2020	38	—	38	9	—	\$484 - \$503
Waterston	2020	331	—	331	—	—	\$487 - \$775
City of Goodyear:							
Villages at Rio Paseo	2018	117	61	56	16	43	\$193 - \$224
Cottages at Rio Paseo	2018	93	81	12	3	50	\$231 - \$252
Sedella	2021	75	—	75	—	—	\$441 - \$520
City of Mesa:							
Electron at Eastmark	2019	53	38	15	15	38	\$364 - \$441
Cadence	2021	127	—	127	—	—	\$386 - \$466
City of Peoria:							
Legacy at The Meadows	2017	74	68	6	—	2	\$425 - \$451
Estates at The Meadows	2017	272	162	110	28	62	\$510 - \$599
Enclave at The Meadows	2018	126	70	56	31	41	\$402 - \$497
Deseo	2019	94	6	88	26	6	\$507 - \$601
City of Phoenix:							
Navarro Groves	2018	54	53	1	—	29	\$439 - \$484
Loma @ Avance	2019	124	22	102	30	22	\$379 - \$438
Ranger @ Avance	2019	145	2	143	34	2	\$416 - \$488
Piedmont @ Avance	2019	99	2	97	31	2	\$503 - \$518
Alta @ Avance	2020	26	—	26	6	—	\$611 - \$640
Town of Queen Creek:							
Pathfinder South At Spur Cross	2020	53	—	53	—	—	\$474 - \$494
Pathfinder North At Spur Cross	2020	65	—	65	—	—	\$563 - \$577
Closed Communities	N/A	—	—	—	—	55	
<b>Phoenix, Arizona Total</b>		<b>3,057</b>	<b>733</b>	<b>2,097</b>	<b>330</b>	<b>511</b>	
<b>Tucson, Arizona</b>							
Oro Valley:							
Desert Crest - Center Pointe Vistoso	2016	103	101	2	—	14	\$262 - \$307
Closed Communities	N/A	—	—	—	—	5	
<b>Tucson, Arizona Total</b>		<b>103</b>	<b>101</b>	<b>2</b>	<b>—</b>	<b>19</b>	
<b>Maracay Total</b>		<b>3,160</b>	<b>834</b>	<b>2,099</b>	<b>330</b>	<b>530</b>	



<u>County, Project, City</u>	<u>Year of First Delivery</u> (1)	<u>Total Number of Lots</u> (2)	<u>Cumulative Homes Delivered as of December 31, 2019</u>	<u>Lots Owned as of December 31, 2019</u> (3)	<u>Backlog as of December 31, 2019</u> (4)(5)	<u>Homes Delivered for the Twelve Months Ended December 31, 2019</u>	<u>Sales Price Range(in thousands)</u> (6)
<b>California</b>							
San Diego County:							
Vista Santa Fe	2019	44	18	26	8	18	\$1,858 - \$1,970
Sendero	2019	112	61	51	29	61	\$1,350 - \$1,440
Terraza	2019	81	46	35	25	46	\$1,350 - \$1,430
Carmel	2019	105	47	58	8	47	\$1,420 - \$1,530
Vista Del Mar	2019	79	33	46	7	33	\$1,580 - \$1,730
Pacific Highlands Ranch Future	2020	115	—	115	—	—	TBD
Lake Ridge	2018	129	77	52	14	43	\$710 - \$840
Veraz	2018	111	46	65	1	36	\$390 - \$475
Marea	2020	143	—	143	—	—	\$365 - \$435
Solmar	2019	74	9	65	6	9	\$380 - \$470
Solmar Sur	2020	108	—	108	—	—	\$380 - \$470
PA61 Townhomes	2021	170	—	170	—	—	TBD
Meadowood	2021	844	—	844	—	—	\$390 - \$630
South Otay Mesa	TBD	893	—	893	—	—	TBD
Los Angeles County:							
Verano	2017	95	55	40	5	18	\$575 - \$670
Arista	2017	143	91	52	11	23	\$725 - \$795
Cresta	2018	67	34	33	7	24	\$800 - \$890
Lyra	2019	141	33	108	15	33	\$650 - \$720
Sola	2019	189	61	128	24	61	\$550 - \$600
Luna	2020	114	—	114	—	—	\$610 - \$660
Skyline Ranch Future	TBD	626	—	626	—	—	\$550 - \$810
Riverside County:							
Starling	2017	68	66	2	2	26	\$425 - \$440
Canyon Hills Future 70 x 115	TBD	125	—	125	—	—	TBD
Westlake	2020	163	—	163	—	—	\$310 - \$325
Elara	2016	260	257	3	2	55	\$310 - \$345
Daybreak	2017	159	123	36	12	49	\$360 - \$385
Cascade	2017	194	158	36	4	58	\$335 - \$355
Abrio	2018	113	70	43	14	38	\$410 - \$445
Beacon	2018	106	71	35	13	53	\$490 - \$525
Alisio	2019	84	51	33	7	51	\$300 - \$335
Vita	2019	114	28	86	6	28	\$310 - \$335
Avid	2019	69	17	52	2	17	\$340 - \$365
Elan	2019	100	12	88	14	12	\$400 - \$420
Mira	2019	91	10	81	7	10	\$365 - \$395
Sundance Future Active Adult	TBD	330	—	330	—	—	TBD
Avena	2018	84	52	32	12	27	\$450 - \$480
Tamarack	2018	84	78	6	5	23	\$480 - \$520
Braeburn	2018	82	45	37	16	37	\$410 - \$440
Spencers Crossing 35/36/37	2020	85	—	85	—	—	\$485 - \$515
Canvas	2018	89	58	31	17	50	\$395 - \$415
Kadence	2018	85	49	36	15	41	\$415 - \$430
Newpark	2018	93	42	51	9	34	\$440 - \$485
Easton	2018	92	34	58	6	29	\$465 - \$525
Audie Murphy Ranch	2020	52	—	52	—	—	\$450 - \$510
Tournament Hills Future	TBD	268	—	268	—	—	TBD
Arroyo	2020	110	—	110	—	—	\$340 - \$365
Cienega	2020	106	—	106	—	—	\$315 - \$345

Centerstone	2020	120	—	120	—	—	\$315 - \$335
Landmark	2020	86	—	86	—	—	\$360 - \$390
Horizon	2020	57	—	57	—	—	\$405 - \$430

Atwell Future	2020	3,874	—	3,874	—	—	TBD
San Joaquin County:							
Bear Creek	TBD	1,252	—	1,252	—	—	TBD
Closed Communities		—	—	—	—	83	
<b>California Total</b>		<b>12,978</b>	<b>1,832</b>	<b>11,146</b>	<b>323</b>	<b>1,173</b>	
<b>Nevada</b>							
Clark County:							
Strada	2017	83	79	4	3	20	\$425 - \$490
Strada 2.0	2019	92	5	87	13	5	\$450 - \$550
Linea	2018	123	108	15	12	60	\$370 - \$410
Arden	2020	79	—	79	—	—	\$360 - \$400
Capri	2020	114	—	114	—	—	TBD
Arden 2.0	2021	154	—	154	—	—	\$370 - \$400
Capri 2.0	2021	214	—	214	—	—	\$300 - \$325
Pebble Estate Future	TBD	8		8	—	—	TBD
Evolve	2019	74	25	49	18	25	\$300 - \$330
Corterra	2018	53	34	19	5	31	\$450 - \$545
Highline	2020	59	—	59	—	—	\$454 - \$555
Cobalt	2017	107	74	33	3	28	\$380 - \$455
Onyx	2018	88	52	36	14	38	\$465 - \$500
Axis	2017	52	50	2	—	17	\$860 - \$1,125
Axis at the Canyons	2019	26	12	14	4	12	\$790 - \$915
Midnight Ridge	2020	104	—	104	15	—	\$515 - \$640
Pivot	2017	88	86	2	—	42	\$405 - \$470
Nova Ridge	2017	81	69	12	1	30	\$680 - \$840
Nova Ridge at the Cliffs	2019	27	3	24	5	3	\$680 - \$840
Tera Luna	2018	116	29	87	8	25	\$550 - \$665
Indogo	2018	202	77	125	16	55	\$300 - \$360
Larimar	2018	106	31	75	8	27	\$350 - \$410
Blackstone	2018	105	49	56	5	44	\$420 - \$500
35 x 90 Product	TBD	140	—	140	—	—	TBD
Cirrus	2019	54	7	47	4	7	\$360 - \$395
Silverado Entry-Level	2021	96	—	96	—	—	\$400 - \$450
Silverado Move-Up	2021	93	—	93	—	—	\$440 - \$490
Silverado Courtyard Townhome	2021	116	—	116	—	—	\$300 - \$320
Sandalwood	2020	116	—	116	3	—	\$735 - \$885
Closed Communities	N/A	—	—	—	—	33	
<b>Nevada Total</b>		<b>2,770</b>	<b>790</b>	<b>1,980</b>	<b>137</b>	<b>502</b>	
<b>Pardee Total</b>		<b>15,748</b>	<b>2,622</b>	<b>13,126</b>	<b>460</b>	<b>1,675</b>	

***Quadrant Homes***

<u>County, Project, City</u>	<u>Year of First Delivery</u> (1)	<u>Total Number of Lots</u> (2)	<u>Cumulative Homes Delivered as of December 31, 2019</u>	<u>Lots Owned as of December 31, 2019</u> (3)	<u>Backlog as of December 31, 2019</u> (4) (5)	<u>Homes Delivered for the Twelve Months Ended December 31, 2019</u>	<u>Sales Price Range(in thousands)</u> (6)
<b>Washington</b>							
Snohomish County:							
Grove North, Bothell	2019	43	11	32	14	11	\$795 - \$900
Grove South, Bothell	2019	9	8	1	1	8	\$820
Trailside at Meadowdale Beach, Edmonds	2021	38	—	38	—	—	\$730 - \$780
Perrinville Townhomes, Lynnwood	2021	42	—	42	—	—	\$535 - \$655
King County:							
Vareze, Kirkland	2020	82	—	82	—	—	\$705 - \$850
Cedar Landing, North Bend	2019	138	24	114	28	24	\$755 - \$890
Monarch Ridge, Sammamish	2019	59	13	46	16	13	\$990 - \$1,265
Overlook at Summit Park, Maple Valley	2019	126	29	97	8	29	\$570 - \$750
Aurea, Sammamish	2019	41	9	32	3	9	\$665 - \$808
Aldea, Newcastle	2019	129	38	91	19	38	\$685 - \$900
Lario, Bellevue	2020	46	—	46	—	—	\$815 - \$1,100
Lakeview Crest, Renton	2020	17	—	17	—	—	\$1,450 - \$1,620
Eagles Glen, Sammamish	2020	10	—	10	—	—	\$1,100 - \$1,700
Willows 124	2023	173	—	173	—	—	\$680 - \$890
Finn Meadows, Kirkland	2020	10	—	10	—	—	\$880 - \$1,100
Hazelwood Gardens, Newcastle	2021	15	—	15	—	—	\$1,100 - \$1,260
Kitsap County:							
Blue Heron, Poulsbo	2022	85	—	85	—	—	\$489 - \$664
Poulsbo Meadows, Poulsbo	2021	46	—	46	—	—	\$494 - \$530
Closed Communities	N/A	—	—	—	—	125	N/A
<b>Washington Total</b>		<b>1,109</b>	<b>132</b>	<b>977</b>	<b>89</b>	<b>257</b>	
<b>Quadrant Homes Total</b>		<b>1,109</b>	<b>132</b>	<b>977</b>	<b>89</b>	<b>257</b>	

***Trendmaker Homes***

<u>County, Project, City</u>	<b>Year of First Delivery<sup>(1)</sup></b>	<b>Total Number of Lots<sup>(2)</sup></b>	<b>Cumulative Homes Delivered as of December 31, 2019</b>	<b>Lots Owned as of December 31, 2019<sup>(3)</sup></b>	<b>Backlog as of December 31, 2019<sup>(4)</sup> <sup>(5)</sup></b>	<b>Homes Delivered for the Twelve Months Ended December 31, 2019</b>	<b>Sales Price Range(in thousands)<sup>(6)</sup></b>
<b>Texas</b>							
Brazoria County:							
Rise Meridiana	2016	47	43	4	1	13	\$292 - \$352
Fort Bend County:							
Cross Creek Ranch 60', Fulshear	2013	48	12	36	12	11	\$420 - \$490
Cross Creek Ranch 65', Fulshear	2013	89	59	30	3	19	\$455 - \$550
Cross Creek Ranch 70', Fulshear	2013	97	71	26	13	19	\$473 - \$612
Cross Creek Ranch 80', Fulshear	2013	71	49	22	16	21	\$552 - \$696
Cross Creek Ranch 90', Fulshear	2013	44	34	10	5	2	\$695 - \$846
Fulshear Run 1/2 Acre, Richmond	2016	145	50	95	—	19	\$593 - \$730
Harvest Green 75', Richmond	2015	63	43	20	7	8	\$499 - \$524
Sienna Plantation 85', Missouri City	2015	54	36	18	3	6	\$563 - \$625
Grayson Woods 60'	2019	31	1	30	3	1	\$400 - \$491
Grayson Woods 70'	2019	14	2	12	7	2	\$485 - \$577
Katy Gaston	TBD	129	—	129	—	—	TBD
Harris County:							
The Groves, Humble	2015	117	90	27	4	18	\$310 - \$365
Lakes of Creekside	2016	17	9	8	6	14	\$460 - \$637
Balmoral 50'	2019	46	7	39	3	7	\$255 - \$328
Bridgeland '80, Cypress	2015	130	108	22	13	25	\$552 - \$690
Bridgeland 70'	2018	41	17	24	7	10	\$488 - \$585
Villas at Bridgeland 50'	2018	48	16	32	—	14	\$356 - \$395
Falls at Dry Creek	2019	17	3	14	3	3	\$495 - \$602
Grant-Cyp-Rosehill	TBD	428	—	428	—	—	TBD
Hidden Arbor, Cypress	TBD	156	129	27	—	—	TBD
Clear Lake, Houston	2015	722	546	176	47	110	\$370 - \$700
Montgomery County:							
Northgrove, Tomball	TBD	25	7	18	—	—	TBD
The Woodlands, Creekside Park	2015	131	117	14	12	47	\$423 - \$668
Grand Central Park	TBD	1	—	1	—	—	TBD
Rodriguez	TBD	336	—	336	—	—	TBD
Royal Brook, Porter	2019	26	2	24	1	3	\$373 - \$396
Waller County:							
LakeHouse	2019	350	31	319	24	31	\$263 - \$575
Williamson County:							
Crystal Falls - Lots for Sale	2016	29	25	4	—	—	TBD
Rancho Sienna 60'	2016	51	33	18	4	15	\$339 - \$426
Highlands at Mayfield Ranch 50'	2018	56	30	26	10	22	\$282 - \$340
Highlands at Mayfield Ranch 60'	2018	46	14	32	10	13	\$335 - \$410
Meyer Ranch	TBD	10	—	10	—	—	\$336 - \$340
Rancho Sienna 50'	2019	46	8	38	5	8	\$291 - \$354
Palmera Ridge	2019	39	16	23	17	16	\$272 - \$278
Hays County:							
6 Creeks 50' Section 1 & 2	2020	35	—	35	6	—	\$260 - \$399
6 Creeks 60' Section 1 & 2	2020	15	—	15	—	—	\$305 - \$362
Travis County:							
Lakes Edge 70'	2018	45	44	1	1	31	\$710 - \$821
Lakes Edge 80'	2018	14	10	4	4	6	\$630 - \$826
Turner's Crossing (Land)	TBD	324	—	324	—	—	TBD

Collin County:

Creeks of Legacy, Celina	2020	24	—	24	—	—	\$349 - \$379
Miramonte, Frisco	2016	62	52	10	3	16	\$475 - \$560

Retreat at Craig Ranch, McKinney	2012	165	154	11	2	11	\$375 - \$415
Dallas County:							
Vineyards, Rowlett	2017	40	28	12	7	16	\$368 - \$480
Denton County:							
Glenview, Frisco	2017	50	32	18	7	24	\$345 - \$485
Paloma Creek, Little Elm	2015	267	177	90	15	33	\$275 - \$390
Parks at Legacy, Prosper	2017	55	32	23	8	18	\$384 - \$495
Valencia, Little Elm	2016	82	57	25	4	20	\$350 - \$444
Villages of Carmel, Denton	2017	96	80	16	10	38	\$290 - \$360
Rockwall County:							
Heath Golf and Yacht, Heath	2016	112	74	38	8	17	\$294 - \$490
Woodcreek, Fate	2017	137	88	49	11	26	\$267 - \$330
Tarrant County:							
Chisholm Trail Ranch, Fort Worth	2017	93	64	29	8	20	\$270 - \$375
Lakes of River Trails, Fort Worth	2011	159	154	5	4	33	\$317 - \$416
Ventana, Benbrook	2017	86	55	31	11	26	\$318 - \$430
Closed Communities	N/A	—	—	—	—	70	
<b>Texas Total</b>		<b>5,561</b>	<b>2,709</b>	<b>2,852</b>	<b>345</b>	<b>882</b>	
<b>Trendmaker Homes Total</b>		<b>5,561</b>	<b>2,709</b>	<b>2,852</b>	<b>345</b>	<b>882</b>	

***TRI Pointe Homes***

<u>County, Project, City</u>	<u>Year of First Delivery</u> (1)	<u>Total Number of Lots</u> (2)	<u>Cumulative Homes Delivered as of December 31, 2019</u>	<u>Lots Owned as of December 31, 2019</u> (3)	<u>Backlog as of December 31, 2019</u> (4) (5)	<u>Homes Delivered for the Twelve Months Ended December 31, 2019</u>	<u>Sales Price Range</u> (in thousands)(6)
<b>Southern California</b>							
Orange County:							
Viridian	2018	72	51	21	15	34	\$895 - \$985
Varena at Orchard Hills, Irvine	2016	118	101	17	5	28	\$1,208 - \$1,293
Lyric	2019	70	41	29	3	41	\$810 - \$946
Windbourne	2019	25	6	19	20	6	\$1,069 - \$1,201
Cerise	2020	16	—	16	—	—	\$795 - \$838
Violet	2020	22	—	22	—	—	\$545 - \$735
Claret	2020	30	—	30	—	—	\$560 - \$667
San Diego County:							
Prism at Weston	2018	142	91	51	21	57	\$574 - \$632
Talus at Weston	2018	63	60	3	2	28	\$680 - \$730
Riverside County:							
Cassis at Rancho Soleo	2020	79	—	79	—	—	\$492 - \$507
Citron at Bedford	2019	101	46	55	7	46	\$370 - \$398
Cava at Rancho Soleo	2020	63	—	63	—	—	\$401 - \$425
Cerro at Rancho Soleo	2020	103	—	103	—	—	\$375 - \$430
Los Angeles County:							
Tierno at Aliento	2017	63	49	14	—	—	\$667 - \$695
Tierno II at Aliento	2018	63	31	32	8	21	\$642 - \$697
Paloma at West Creek	2018	155	132	23	13	82	\$469 - \$545
Mystral	2019	78	48	30	3	48	\$629 - \$681
Celestia	2019	72	50	22	5	50	\$597 - \$628
San Bernardino County:							
St. James at Park Place, Ontario	2015	125	122	3	3	3	\$522 - \$560
Ivy at The Preserve	2019	113	5	108	5	5	\$355 - \$420
Hazel at The Preserve	2020	133	—	133	23	—	\$360 - \$426
Tempo at The Resort	2020	80	—	80	3	—	\$548 - \$587
Closed Communities	N/A	—	—	—	—	118	
<b>Southern California Total</b>		<b>1,786</b>	<b>833</b>	<b>953</b>	<b>136</b>	<b>567</b>	
<b>Northern California</b>							
Contra Costa County:							
Greyson Place	2019	44	16	28	7	16	\$815 - \$925
Santa Clara County:							
Madison Gate	2018	65	47	18	3	23	\$729 - \$1,134
Blanc at Glen Loma	2019	49	5	44	2	5	\$715 - \$765
Noir at Glen Loma	2019	64	9	55	1	9	\$810 - \$860
Lotus at Urban Oak	2022	65	—	65	—	—	\$940 - \$1,064
Solano County:							
Bloom at Green Valley, Fairfield	2018	91	75	16	7	44	\$557 - \$597
Harvest at Green Valley, Fairfield	2018	56	54	2	2	26	\$550 - \$630
Lantana, Fairfield	2019	133	55	78	12	55	\$483 - \$528
San Joaquin County:							
Sundance, Mountain House	2015	113	108	5	—	—	\$653 - \$731
Sundance II, Mountain House	2017	138	99	39	12	40	\$653 - \$731
River Islands	2022	4	—	4	—	—	TBD
Alameda County:							
Onyx at Jordan Ranch, Dublin	2017	105	80	25	7	26	\$914 - \$966
Apex, Fremont	2018	77	57	20	4	18	\$734 - \$966

Palm, Fremont	2019	31	8	23	7	8	\$2,250 - \$2,392
Ellis at Central Station, Oakland	2020	128	—	128	—	—	\$745 - \$815

Sacramento County:							
Natomas	TBD	94	—	94	—	—	\$350 - \$402
Mangini - Brookstone	2020	50	—	50	3	—	\$589 - \$653
Mangini - Waterstone	2020	37	—	37	9	—	\$648 - \$719
Placer County:							
La Madera	2019	102	10	92	17	10	\$451 - \$545
San Francisco County:							
Cambridge Street (SFA)	2020	54	—	54	—	—	\$1,145 - \$1,388
Closed Communities	N/A	—	—	—	—	38	
<b>Northern California Total</b>		<b>1,500</b>	<b>623</b>	<b>877</b>	<b>93</b>	<b>318</b>	
<b>California Total</b>		<b>3,286</b>	<b>1,456</b>	<b>1,830</b>	<b>229</b>	<b>885</b>	
<b>Colorado</b>							
Douglas County:							
Terrain Ravenwood Village (3500)	2018	157	88	69	19	54	\$375 - \$427
Terrain Ravenwood Village (4000)	2018	100	70	30	16	37	\$403 - \$481
Trails at Crowfoot	2020	100	—	100	—	—	TBD
Sterling Ranch	2020	80	—	80	—	—	TBD
Sterling Ranch TH	2020	46	—	46	—	—	TBD
The Canyons	2020	89	—	89	—	—	TBD
Terrain Sunstone	2020	74	—	74	—	—	TBD
Jefferson County:							
Candelas 4020 Series, Arvada	2019	98	46	52	21	46	\$458 - \$520
Crown Point, Westminster	2019	64	31	33	25	31	\$430 - \$499
Cadelas TH, Arvada	2020	92	—	92	—	—	TBD
Arapahoe County:							
Whispering Pines, Aurora	2016	115	95	20	12	31	\$605 - \$681
Adonea 3500, Aurora	2020	71	—	71	—	—	TBD
Adams County:							
Amber Creek, Thornton	2017	121	112	9	7	44	\$398 - \$490
Reunion Alley	2020	50	—	50	—	—	TBD
Closed Communities	N/A	—	—	—	—	35	
<b>Colorado Total</b>		<b>1,257</b>	<b>442</b>	<b>815</b>	<b>100</b>	<b>278</b>	
<b>North Carolina</b>							
Wake County:							
Lakeview Townhomes, Raleigh, NC	2020	23	—	23	—	—	\$335
Mecklenburg County:							
Mayes Hall, Davidson, NC	2020	50	—	50	—	—	\$335 - \$406
<b>North Carolina Total</b>		<b>73</b>	<b>—</b>	<b>73</b>	<b>—</b>	<b>—</b>	
<b>South Carolina</b>							
York County:							
Garrison Estates, Rock Hill, SC	2020	53	—	53	—	—	\$279 - \$297
<b>South Carolina Total</b>		<b>53</b>	<b>—</b>	<b>53</b>	<b>—</b>	<b>—</b>	
<b>TRI Pointe Total</b>		<b>4,669</b>	<b>1,898</b>	<b>2,771</b>	<b>329</b>	<b>1,163</b>	

## Winchester Homes

County, Project, City	Year of First Delivery <sup>(1)</sup>	Total Number of Lots <sup>(2)</sup>	Cumulative Homes Delivered as of December 31, 2019	Lots Owned as of December 31, 2019 <sup>(3)</sup>	Backlog as of December 31, 2019 <sup>(4)</sup> <sup>(5)</sup>	Homes Delivered for the Twelve Months Ended December 31, 2019	Sales Price Range(in thousands) <sup>(6)</sup>
<b>Maryland</b>							
Anne Arundel County:							
Two Rivers Townhomes, Crofton	2017	132	65	67	11	26	\$450 - \$530
Two Rivers Cascades SFD, Crofton	2018	43	25	18	6	9	\$520 - \$590
Watson's Glen, Millersville	2015	103	4	99	—	—	\$362 - \$375
Frederick County:							
Landsdale, Monrovia							
Landsdale SFD	2015	222	160	62	21	35	\$499 - \$602
Landsdale Townhomes	2015	100	97	3	1	21	\$330 - \$383
Landsdale TND Neo SFD	2015	77	59	18	9	15	\$440 - \$473
Montgomery County:							
Cabin Branch, Clarksburg							
Cabin Branch SFD	2014	359	237	122	25	33	\$555 - \$775
Cabin Branch Avenue Townhomes	2017	86	82	4	3	30	\$420 - \$488
Cabin Branch Crossings Townhomes	2019	97	—	97	7	1	\$420 - \$490
Cabin Branch Manor Townhomes	2014	444	351	93	3	52	\$393 - \$474
Preserve at Stoney Spring - Lots for Sale	TBD	3	—	3	—		TBD
Glenmont MetroCenter, Silver Spring	2016	171	131	40	19	56	\$435 - \$518
Chapman Row, Rockville	2019	61	10	51	5	10	\$650 - \$750
North Quarter, North Bethesda	2020	104	—	104	7	—	\$620 - \$670
Closed Communities	N/A	—	—	—	—	1	
<b>Maryland Total</b>		<b>2,002</b>	<b>1,221</b>	<b>781</b>	<b>117</b>	<b>289</b>	
<b>Virginia</b>							
Fairfax County:							
Stuart Mill, Oakton - Lots for Sale	TBD	5	—	5	—		TBD
Westgrove, Fairfax	2018	24	19	5	4	18	\$1,001 - \$1,107
West Oaks Corner, Fairfax	2019	188	26	162	33	26	\$690 - \$810
Bren Pointe SFA, Alexandria	2020	7	—	7	—	—	TBD
Loudoun County:							
Brambleton, Ashburn							
West Park SFD	2018	53	49	4	4	29	\$700 - \$724
Birchwood Bungalows AA	2018	50	33	17	10	24	\$577 - \$634
Birchwood Carriages AA	2019	23	1	22	22	1	\$529 - \$558
Willowsford Grant II, Aldie	2017	55	38	17	9	15	\$950 - \$1,245
Closed Communities	N/A	—	—	—	—	12	
<b>Virginia Total</b>		<b>405</b>	<b>166</b>	<b>239</b>	<b>82</b>	<b>125</b>	
<b>Winchester Total</b>		<b>2,407</b>	<b>1,387</b>	<b>1,020</b>	<b>199</b>	<b>414</b>	
<b>Combined Company Total</b>		<b>32,654</b>	<b>9,582</b>	<b>22,845</b>	<b>1,752</b>	<b>4,921</b>	

<sup>(1)</sup> Year of first delivery for future periods is based upon management's estimates and is subject to change.

<sup>(2)</sup> The number of homes to be built at completion is subject to change, and there can be no assurance that we will build these homes.

<sup>(3)</sup> Owned lots as of December 31, 2019 include owned lots in backlog as of December 31, 2019.

<sup>(4)</sup> Backlog consists of homes under sales contracts that had not yet been delivered, and there can be no assurance that delivery of sold homes will occur. See "Backlog" below.

<sup>(5)</sup> Of the total homes in backlog as of December 31, 2019, 1,164 homes are under construction, 166 homes have completed construction, and 422 homes have not started construction.

<sup>(6)</sup> Sales price range reflects base price only and excludes any lot premium, homebuyer incentives and homebuyer-selected options, which may vary from project to project. Sales prices for homes required to be sold pursuant to affordable housing requirements are excluded from sales price range. Sales prices reflect current pricing and might not be indicative of past or future pricing.

## **Acquisition Process**

We believe that our current inventory of lots owned or controlled will be adequate to supply our homebuilding operations for the foreseeable future. Our acquisition process generally includes the following steps to reduce development and market cycle risk:

- review of the status of entitlements and other governmental processing, including title reviews;
- limitation on the size of an acquisition to minimize investment levels in any one project;
- completion of due diligence on the land parcel prior to committing to the acquisition;
- preparation of detailed budgets for all cost categories;
- completion of environmental reviews and third-party market studies;
- utilization of options, joint ventures, land banking and other land acquisition arrangements, if necessary; and
- employment of centralized control of approval over all acquisitions through a land committee process.

Before purchasing a land parcel, we also engage outside architects and consultants to help review our proposed acquisition and design our homes and communities.

We acquire land parcels pursuant to purchase agreements that are often structured as option contracts. We utilize option contracts with land sellers and land banking arrangements as a method of acquiring land in staged takedowns, to help us manage the financial and market risk associated with land holdings, and to reduce the use of funds from our corporate financing sources. These option contracts and land banking arrangements generally require us to pay non-refundable deposits, which can vary by transaction, and entitle (but do not obligate) us to acquire the land, typically at pre-determined prices. The term within which we can exercise our option varies by transaction and our acquisition is often contingent upon the completion of entitlement or other work with regard to the land (such as “backbone” improvements, which include the installation of main roads or sewer mains). Depending upon the transaction, we may be required to purchase all of the land involved at one time or we may have a right to acquire identified groups of lots over a specified timetable. In some transactions, a portion of the consideration that we pay for the land may be in the form of a share of the profits of a project after we receive an agreed upon level of profits from the project. In limited instances, such as when we acquire land from a master developer that is part of a larger project, the seller may have repurchase rights entitling it to repurchase the land from us under circumstances when we do not develop the land by an outside deadline (unless the delay is caused by certain circumstances outside our control), or when we seek to sell the land directly to a third party or indirectly through a change in control of our company. Repurchase rights typically allow the seller to repurchase the land at the price that we paid the seller to acquire the land plus the cost of improvements that we have made to the land and less some specified discount. We generally have the right at our discretion, to terminate our obligations under both purchase contracts and option contracts by forfeiting our cash deposit with no further financial responsibility to the land seller. In some cases, however, we may be contractually obligated to complete development work even if we terminate the option to procure land or lots.

## **Our Community Development, Construction and Sales and Marketing Process**

### ***Community Development***

In California, we typically develop community phases based upon projected sales, and we construct homes in each phase whether or not they have been pre-sold. We have the ability to control the timing of construction of subsequent phases in the same community based on sales activity in the prior phase, market conditions and other factors. We also will attempt to delay much of the customization of a home until a qualified homebuyer has been approved, so as to enable the homebuyer to tailor the home to that homebuyer’s specifications; however, we will complete the build out of any unsold homes in a particular phase when deemed appropriate for marketing purposes of such home. In our other regions, we typically develop communities on a lot by lot basis driven by sales demand.

The design of our homes is limited by factors such as zoning requirements, building codes and energy efficiency laws. As a result, we contract with a number of architects and other consultants in connection with the design process.

### ***Construction***

Substantially all of our construction work is done by subcontractors with us acting as the general contractor. We also enter into contracts as needed with design professionals and other service providers who are familiar with local market conditions and requirements. We do not have long-term contractual commitments with our subcontractors, suppliers or laborers. We maintain strong and long-standing relationships with many of our subcontractors. We believe that our relationships have been enhanced through both maintaining our schedules and making timely payment to our subcontractors. By dealing fairly with our key subcontractors, we are able to keep them attentive to our projects.

## ***Sales and Marketing***

In connection with the sale and marketing of our homes, we make extensive use of online and offline advertising and other promotional activities, including digital paid search and display advertising, the website of each of our six regional brands, print media advertisements, brochures, direct mail and the placement of signboards in the immediate areas of our developments. We sell our homes through our own sales representatives and through independent real estate brokers. Our in-house sales force typically works from sales offices located in model homes close to or in each community. Sales representatives assist potential homebuyers by providing them with basic floor plans, price information, development and construction timetables, tours of model homes, and the selection of options. Sales personnel are licensed, if applicable, by the real estate bodies in their respective markets, are trained by us and generally have had prior experience selling new homes in the local market. Our personnel, along with subcontracted marketing and design consultants, carefully design exteriors and interiors of each home to coincide with the lifestyles of targeted homebuyers.

As of December 31, 2019, we owned 487 model homes that were either completed or under construction. Generally, we build model homes at each project and have them professionally decorated to display design features. We believe that model homes play a significant role in helping homebuyers understand the efficiencies and value provided by each floor plan type. Interior decorations vary among our models and are selected based upon the lifestyles of our homebuyers. Structural changes in design from the model homes are not generally permitted, but homebuyers may select various other optional construction and design amenities. In addition to model homes, homebuyers can gain an understanding of the various design features and options available to them using design centers. At each design center, homebuyers can meet with a designer and are shown the standard and upgraded selections available to them.

We typically sell homes using sales contracts that include cash deposits by the purchasers. However, purchasers can generally cancel sales contracts if they are unable to sell their existing homes, if they fail to qualify for financing, or under certain other circumstances. Although cancellations can delay the sale of our homes, they have historically not had a material impact on our operating results. The cancellation rate of homebuyers who contracted to buy a home but did not close escrow (as a percentage of overall orders) was 15% and 18% for the years ended December 31, 2019 and 2018, respectively. Cancellation rates are subject to a variety of factors beyond our control, such as adverse economic conditions and increases in mortgage interest rates. Our inventory of completed and unsold production homes was 343 and 417 homes as of December 31, 2019 and 2018, respectively.

## **Homebuyer Financing, Title, Escrow and Homeowners Insurance Services**

We seek to assist our homebuyers in obtaining financing by arranging with mortgage lenders to offer qualified homebuyers a variety of financing options. Substantially all homebuyers utilize long-term mortgage financing to purchase a home and mortgage lenders will usually make loans only to qualified borrowers. Our financial services operation (“TRI Pointe Solutions”) is comprised of mortgage financing operations (“TRI Pointe Connect”), which was formed as a joint venture with an established mortgage lender, our title and escrow services operations (“TRI Pointe Assurance”), and our property and casualty insurance agency operations (“TRI Pointe Advantage”). While our homebuyers may obtain financing from any mortgage provider of their choice, TRI Pointe Connect can act as a preferred mortgage broker to our homebuyers in all of the markets in which we operate, providing mortgage financing options that help facilitate the sale and closing process as well as generate additional fee income for us. TRI Pointe Assurance provides title examinations for our homebuyers in Austin and Colorado and both title examinations and escrow services for our homebuyers in Arizona, Dallas–Fort Worth, Houston, Maryland, Nevada and Virginia. TRI Pointe Assurance is a wholly owned subsidiary of TRI Pointe and acts as a title agency for First American Title Insurance Company. TRI Pointe Advantage is a wholly owned subsidiary of TRI Pointe and provides property and casualty agency services that help facilitate the closing process in all of the markets in which we operate.

## **Quality Control and Customer Service**

We pay particular attention to the product design process and carefully consider quality and choice of materials in order to attempt to eliminate building deficiencies. We monitor the quality and workmanship of the subcontractors that we employ and we make regular inspections and evaluations of our subcontractors to seek to ensure that our standards are met.

We maintain quality control and customer service staff whose role includes providing a positive experience for each homebuyer throughout the pre-sale, sale, building, delivery and post-delivery periods. These employees are also responsible for providing after sales customer service. Our quality and service initiatives include taking homebuyers on a comprehensive tour of their home prior to delivery and using homebuyer survey results to improve our standards of quality and homebuyer satisfaction.

## **Warranty Program**

In the normal course of business, we incur warranty-related costs associated with homes that have been delivered to homebuyers. Estimated future direct warranty costs are accrued and charged to cost of sales in the period when the related home sales revenues are recognized while indirect warranty overhead salaries and related costs are charged to cost of sales in the period incurred. Estimation of accruals include consideration of our claims history, including current claims and estimates of claims incurred but not yet reported. In addition, management estimates warranty reserves and allowances necessary to cover any current or future construction-related claims based on actuarial analysis. Under this analysis, reserve amounts are estimated using our historical expense and claim data, as well as industry data. Factors that affect the warranty accruals include the number of homes delivered, historical and anticipated rates of warranty claims and cost per claim. Although we consider the warranty accruals reflected in our consolidated balance sheet to be adequate, actual future costs could differ significantly from our currently estimated amounts. Our warranty accrual is included in accrued expenses and other liabilities in our consolidated balance sheets included elsewhere in this annual report on Form 10-K. We maintain general liability insurance designed to protect us against a portion of our risk of loss from construction-related claims. We also generally require our subcontractors and design professionals to indemnify us for liabilities arising from their work, subject to various limitations. However, such indemnity is significantly limited with respect to certain subcontractors that are added to our general liability insurance policy. We record expected recoveries from insurance carriers when proceeds are probable and estimable. Warranty insurance receivables are recorded in receivables on the accompanying consolidated balance sheet.

There can be no assurance that the terms and limitations of the limited warranty will be effective against claims made by homebuyers, that we will be able to renew our insurance coverage or renew it at reasonable rates, that we will not be liable for damages, cost of repairs, and/or the expense of litigation surrounding possible construction defects, soil subsidence or building related claims or that claims will not arise out of uninsurable events or circumstances not covered by insurance and not subject to effective indemnification agreements with certain subcontractors or design professionals.

## **Seasonality**

We have experienced seasonal variations in our quarterly operating results and capital requirements. We typically take orders for more homes in the first half of the fiscal year than in the second half, which creates additional working capital requirements in the second and third quarters to build our inventories to satisfy the deliveries in the second half of the year. We expect this seasonal pattern to continue over the long-term, although it may be affected by volatility in the homebuilding industry. In addition to the overall volume of orders and deliveries, our operating results in a given quarter are significantly affected by the number and characteristics of our active selling communities; timing of new community openings; the timing of land and lot sales; and the mix of product types, geographic locations and average selling prices of the homes delivered during the quarter. Therefore, our operating results in any given quarter will fluctuate compared to prior periods based on these factors.

## **Backlog**

Backlog units reflects the number of homes, net of actual cancellations experienced during the period, for which we have entered into a sales contract with a homebuyer but for which we have not yet delivered the home. Homes in backlog are generally delivered within three to nine months from the time the sales contract is entered into, although we may experience cancellations of sales contracts prior to delivery. The dollar value of backlog was approximately \$1.1 billion and \$897.3 million as of December 31, 2019 and 2018, respectively. We expect all of our backlog at December 31, 2019 to be converted to deliveries and revenues during 2020, net of cancellations. For information concerning backlog units, the dollar value and average sales price by segment, see Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in this annual report on Form 10-K.

## **Raw Materials**

Typically, all of the raw materials and most of the components used in our business are readily available in the United States. Most are standard items carried by major suppliers. However, a rapid increase in the number of homes started, governmental trade and other policies, or other market conditions could cause delays in the delivery of, shortages in, or higher prices for necessary materials. Delivery delays or the inability to obtain necessary materials could result in delays in the delivery of homes under construction. We have established national purchase programs for certain materials and we continue to monitor the supply markets to achieve the best prices available.

## **Our Financing Strategy**

We intend to employ debt and/or equity as part of our ongoing financing strategy, coupled with redeployment of cash flows from continuing operations, to provide us with the financial flexibility to access capital on the best terms available. In that regard, we expect to employ prudent levels of leverage to finance the acquisition and development of our lots and construction of our homes. As of December 31, 2019, we had no outstanding debt related to our unsecured revolving credit facility (the “Revolving Facility”) and \$250 million in outstanding debt related to a term loan facility (the “Term Facility” and together with the Revolving Facility, the “Credit Facility”). As of December 31, 2019, we had \$567.4 million available under the Credit Facility after considering the borrowing base provisions and outstanding letters of credit, as well as \$329.0 million in cash and cash equivalents. As of December 31, 2019, we had \$1.0 billion of outstanding senior notes. Our board of directors considers a number of factors when evaluating our level of indebtedness and when making decisions regarding the incurrence of new indebtedness, including the purchase price of assets to be acquired with debt financing, the estimated market value of our assets and the ability of particular assets, and our company as a whole, to generate cash flow to cover the expected debt service.

We intend to finance future acquisitions and developments with the most advantageous source of capital available to us at the time of the transaction, which may include a combination of common and preferred equity, secured and unsecured corporate-level debt, property-level debt and mortgage financing and other public, private or bank debt.

## **Segments**

The Company’s operations are organized in two principal businesses: homebuilding and financial services.

Our homebuilding operation consists of six reportable segments: Maracay, consisting of operations in Arizona; Pardee Homes, consisting of operations in California and Nevada; Quadrant Homes, consisting of operations in Washington; Trendmaker Homes, consisting of operations in Texas; TRI Pointe Homes, consisting of operations in California, Colorado and the Carolinas; and Winchester Homes, consisting of operations in Maryland and Virginia.

Our financial services operation (TRI Pointe Solutions) is a reportable segment and is comprised of our TRI Pointe Connect mortgage financing operations, TRI Pointe Assurance title and escrow services operations, and TRI Pointe Advantage property and casualty insurance agency operations.

For financial information about our segments, see Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Note 2, *Segment Information*, of the notes to our consolidated financial statements included elsewhere in this annual report on Form 10-K.

## **Government Regulation and Environmental Matters**

We are subject to numerous local, state, federal and other statutes, ordinances, rules and regulations concerning zoning, development, building design, construction and similar matters which impose restrictive zoning and density requirements, the result of which is to limit the number of homes that can be built within the boundaries of a particular area. Projects that are not entitled may be subjected to periodic delays, changes in use, less intensive development or elimination of development in certain specific areas due to government regulations. We may also be subject to periodic delays or may be precluded entirely from developing in certain communities due to building moratoriums or “slow-growth” or “no-growth” initiatives that could be implemented in the future. Local governments also have broad discretion regarding the imposition of development fees and exactions for projects in their jurisdiction. Projects for which we have received land use and development entitlements or approvals may still require a variety of other governmental approvals and permits during the development process and can also be impacted adversely by unforeseen health, safety and welfare issues, which can further delay these projects or prevent their development. Also, some states are attempting to make homebuilders responsible for violations of wage and other labor laws by their subcontractors. For example, a California law makes direct contractors liable for wages, fringe benefits, or other benefit payments or contributions owed by a subcontractor that does not make these payments or contributions to its employees.

We are also subject to a variety of local, state, federal and other statutes, ordinances, rules and regulations concerning the environment. These environmental laws include such areas as storm water and surface water management, soil, groundwater and wetlands protection, subsurface conditions and air quality protection and enhancement. The particular environmental laws that apply to any given homebuilding site vary according to multiple factors, including the site's location, its environmental conditions and the present and former uses of the site, as well as adjoining properties. Environmental laws and conditions may result in delays, may cause us to incur substantial compliance and other costs, and can prohibit or severely restrict homebuilding activity in environmentally sensitive regions or areas. In addition, in those cases where an endangered or threatened species is involved, environmental rules and regulations can result in the restriction or elimination of development in identified environmentally sensitive areas. From time to time, the United States Environmental Protection Agency and similar federal or state agencies review homebuilders' compliance with environmental laws and may levy fines and penalties for failure to strictly comply with applicable environmental laws or impose additional requirements for future compliance as a result of past failures. Any such actions taken with respect to us may increase our costs. Further, we expect that as concerns about climate change and other environmental issues continue to grow, homebuilders will be required to comply with increasingly stringent laws and regulations. Environmental laws and regulations can also have an adverse impact on the availability and price of certain raw materials such as lumber. California is especially susceptible to restrictive government regulations and environmental laws. In addition, home deliveries in California may be delayed or prevented due to governmental responses to drought conditions, even when we have obtained water rights for those projects.

Under various environmental laws, current or former owners of real estate, as well as certain other categories of parties, may be required to investigate and clean up hazardous or toxic substances or petroleum product releases, and may be held liable to a governmental entity or to third parties for related damages, including for bodily injury, and for investigation and clean-up costs incurred by such parties in connection with the contamination. A mitigation system may be installed during the construction of a home if a cleanup does not remove all contaminants of concern or to address a naturally occurring condition such as methane. Some homebuyers may not want to purchase a home with a mitigation system.

Our general contractor, real estate broker, mortgage joint venture, title agency, and insurance agency operations are subject to licensing and regulation in the jurisdictions in which they operate. Consequently, they are subject to net worth, bonding, disclosure, record-keeping and other requirements. Failure to comply with applicable requirements could result in loss of license, financial penalties, or other sanctions.

Refer to Part I, Item 1A. "Risk Factors" of this annual report on Form 10-K for risks related to government regulation and environmental matters.

## **Competition**

Competition in the homebuilding industry is intense, and there are relatively low barriers to entry into our business. Homebuilders compete for, among other things, homebuyers, desirable land parcels, financing, raw materials and skilled labor. We compete for homebuyers primarily on the basis of a number of interrelated factors including home design and location, price, homebuyer satisfaction, construction quality, reputation and the availability of mortgage financing. Increased competition could hurt our business, as it could prevent us from acquiring attractive land parcels on which to build homes or make such acquisitions more expensive, hinder our market share expansion, and lead to pricing pressures on our homes that may adversely impact our margins and revenues. Our competitors may independently develop land and construct housing units that are superior or substantially similar to our products. Furthermore, several of our primary competitors are significantly larger, have longer operating histories and may have greater resources or lower cost of capital than ours; accordingly, they may be able to compete more effectively in one or more of the markets in which we operate. Many of these competitors also have longstanding relationships with subcontractors and suppliers in the markets in which we operate. We also compete for sales with individual resales of existing homes and with available rental housing.

## **Employees**

As of December 31, 2019, we had 1,386 employees, 586 of whom were executive, management and administrative personnel, 335 of whom were sales and marketing personnel and 465 of whom were involved in field construction. Although none of our employees are covered by collective bargaining agreements, certain of the subcontractors engaged by us are represented by labor unions or are subject to collective bargaining arrangements. We believe that our relations with our employees and subcontractors are good.

## **Access to Information**

Our internet website is [www.tripointegroup.com](http://www.tripointegroup.com). We make available free of charge through our website our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after being filed with, or furnished to, the Securities and Exchange Commission ("SEC").

We provide information about our business and financial performance, including webcasts of our earnings calls, in the "investors" portion of our internet website. In addition, corporate governance information, including our codes of ethics, corporate governance guidelines, and board committee charters, is also available there.

The information contained in, or that can be accessed through, our website is not incorporated by reference and is not a part of this annual report on Form 10-K. In addition, the SEC website at [www.sec.gov](http://www.sec.gov) contains reports, proxy and information statements, and other information we file with, or furnish to, the SEC.

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

*Investors should carefully consider the following risk factors, which address the material risks concerning our business, together with the other information contained in this annual report on Form 10-K. If any of the risks discussed in this annual report on Form 10-K occur, our business, liquidity, financial condition and results of operations (individually and collectively referred to in these risk factors as "Financial Performance") could be materially and adversely affected, in which case the trading price of our common stock could decline significantly and stockholders could lose all or a part of their investment. Some statements in this annual report on Form 10-K, including statements in the following risk factors, constitute forward-looking statements. Please refer to the initial section of this annual report on Form 10-K entitled "Cautionary Note Concerning Forward-Looking Statements."*

### **Risks Related to Our Business**

#### ***Our long-term growth depends upon our ability to identify and successfully acquire desirable land parcels at reasonable prices.***

Our future growth depends upon our ability to identify and successfully acquire attractive land parcels for development of our projects at reasonable prices and with terms that meet our underwriting criteria. Our ability to acquire land parcels for new projects may be adversely affected by changes in the general availability of land parcels, the willingness of land sellers to sell land parcels at reasonable prices, competition for available land parcels, availability of financing to acquire land parcels, zoning and other market conditions. If the supply of land parcels appropriate for development of projects is limited because of these factors, or for any other reason, our ability to grow could be significantly limited, and the number of homes that we build and sell could decline. Additionally, our ability to begin new projects could be impacted if we elect not to purchase land parcels under option contracts. To the extent that we are unable to purchase land parcels in a timely manner or enter into new contracts for the purchase of land parcels at reasonable prices, our home sales revenue and Financial Performance could be materially and adversely affected.

#### ***Our quarterly results of operations may fluctuate because of the seasonal nature of our business and other factors.***

We have experienced seasonal fluctuations in quarterly results of operations and capital requirements that can have a material and adverse impact on our Financial Performance. In addition, we have experienced fluctuations in quarterly results of operations due to the number and characteristics of our active selling communities; the timing of new community openings; the timing of land and lot sales; and the mix of product types, geographic locations and average selling prices of the homes delivered during the quarter. We typically experience the highest new home order activity during the first and second quarters of our fiscal year. Since it typically takes four to six months to construct a new home, the number of homes delivered and associated home sales revenue typically increases in the third and fourth quarters of our fiscal year as new home orders sold earlier in the year convert to home deliveries. We believe that this type of seasonality reflects the historical tendency of homebuyers to purchase new homes in the spring and summer with deliveries scheduled in the fall or winter, as well as the scheduling of construction to accommodate seasonal weather conditions in certain markets. Although we expect this seasonal pattern to continue over the long-term, it may be affected by market cyclicalities and other market factors, including seasonal natural disasters such as hurricanes, tornadoes, floods and fires, and there can be no assurance that historical seasonal patterns will continue to exist in future reporting periods. In addition, as a result of seasonal variability, our historical performance may not be a meaningful indicator of future results.

Seasonality also requires us to finance construction activities in advance of the receipt of sales proceeds. In many cases, we may not be able to recapture increased costs by raising prices because prices are established upon signing the purchase contract. Accordingly, there is a risk that we will invest significant amounts of capital in the acquisition and development of land and construction of homes that we do not sell at anticipated pricing levels or within anticipated time frames. If, due to market conditions, construction delays or other causes, we do not complete sales of our homes at anticipated pricing levels or within anticipated time frames, our Financial Performance could be materially and adversely affected.

***Our business is cyclical and subject to risks associated with the real estate industry, and adverse changes in general economic or business conditions could reduce the demand for homes and materially and adversely affect us.***

The residential homebuilding and land development industry is cyclical and is substantially affected by adverse changes in general economic or business conditions that are outside of our control, including changes in:

- short- and long-term interest rates;
- the availability and cost of financing for real estate industry participants, including financing for acquisitions, construction and permanent mortgages;
- unanticipated increases in expenses, including, without limitation, insurance costs, labor and materials costs, development costs, real estate assessments and other taxes and costs of compliance with laws, regulations and governmental policies;
- enforcement of laws, regulations and governmental policies, including, without limitation, health, safety, environmental, labor, employment, zoning, privacy and tax laws, governmental fiscal policies and the Americans with Disabilities Act of 1990;
- consumer confidence generally and the confidence of potential homebuyers and others in the real estate industry in particular;
- financial conditions of buyers and sellers of properties, particularly residential homes and land suitable for development of residential homes;
- the ability of existing homeowners to sell their existing homes at prices that are acceptable to them;
- the U.S. and global financial systems and credit markets, including stock market and credit market volatility;
- private and federal mortgage financing programs and federal and state regulation of lending practices;
- the availability and cost of construction, labor and materials;
- federal and state income tax provisions, including provisions for the deduction of mortgage interest payments; the deduction of state and local tax, including real estate tax; and capital gain tax rates;
- housing demand from population growth, household formation and demographic changes (including immigration levels and trends in urban and suburban migration);
- the supply of available new or existing homes and other housing alternatives, such as condominiums, apartments and other residential rental property;
- competition from other real estate investors with significant capital, including other real estate operating companies and developers and institutional investment funds;
- employment levels and job and personal income growth and household debt-to-income levels;
- the rate of inflation;
- real estate taxes; and
- the supply of, and demand for, developable land in our current and expected markets.

Adverse changes in these or other general economic or business conditions may affect our business nationally or in particular regions or localities. During the most recent economic downturn, several of the markets we serve, and the U.S. housing market as a whole, experienced a prolonged decrease in demand for new homes, as well as an oversupply of new and existing homes available for sale. Demand for new homes is affected by weakness in the resale market because many new homebuyers need to sell their existing homes in order to buy a home from us. In addition, demand may be adversely affected by alternatives to new homes, such as rental properties and existing homes. In the event of another economic downturn or if general economic conditions should worsen, our home sales could decline and we could be required to write down or dispose of assets or restructure our operations or debt, any of which could have a material adverse effect on our Financial Performance.

Adverse changes in economic or business conditions can also cause increased home order cancellation rates, diminished demand and prices for our homes, and diminished value of our real estate investments. These changes can also cause us to take longer to build homes and make it more costly for us to do so or force us increase our selling incentives in order to sell homes. We may not be able to recover any of the increased costs by raising prices because of weak market conditions and increasing pricing pressure. Additionally, the price of each home we sell is usually set several months before the home is delivered, as many homebuyers sign their home purchase contracts before or early in the construction process. The potential difficulties

described above could impact our homebuyers' ability to obtain suitable financing and cause some homebuyers to cancel or refuse to honor their home purchase contracts altogether.

***Because most of our homebuyers finance the purchase of their homes, the terms and availability of mortgage financing can affect the demand for and the ability to complete the purchase of a home, which could materially and adversely affect us.***

Our business depends on the ability of our homebuyers to obtain financing for the purchase of their homes. Many of our homebuyers must sell their existing homes in order to buy a home from us. During the last economic downturn, the U.S. residential mortgage market as a whole experienced significant instability due to, among other things, defaults on subprime and other loans, resulting in the declining market value of those loans. In light of these developments, lenders, investors, regulators and other third parties questioned the adequacy of lending standards and other credit requirements. This led to tightened credit requirements and an increase in indemnity claims for mortgages. Deterioration in credit quality among subprime and other nonconforming loans has caused most lenders to eliminate subprime mortgages and most other loan products that do not conform to Federal National Mortgage Association ("Fannie Mae"), Federal Home Loan Mortgage Corporation ("Freddie Mac"), Federal Housing Administration (the "FHA") or Veterans Administration (the "VA") standards. Fewer loan products and tighter loan qualifications, in turn, make it more difficult for a borrower to finance the purchase of a new home or the purchase of an existing home from a potential homebuyer who wishes to purchase one of our homes. If our potential homebuyers or the buyers of our homebuyers' existing homes cannot obtain suitable financing, our Financial Performance could be materially and adversely affected.

Our homebuyers may obtain mortgage financing for their home purchases from any lender of their choice. However, we can provide no assurance as to third-party lenders', including our joint venture partner in TRI Pointe Connect, ability or willingness to complete, in a timely fashion or at all, the mortgage loan originations they start for our homebuyers. Such lenders' inability or unwillingness may result in mortgage loan funding issues that delay deliveries of our homes or cause cancellations, which could in the aggregate have a material and adverse effect on our Financial Performance. In addition, if such third-party lenders mishandle our homebuyers' personal financial information, including due to a data security breach of their systems, the negative impacts on our homebuyers, or negative publicity arising from any such incidents, could create, among other things, associated exposure to us with respect to claims for damages, regulatory penalties or reputational harm, and such exposure could be material and adverse to our Financial Performance.

***Interest rate increases or changes in federal lending programs or other regulations could lower demand for our homes, which could materially and adversely affect us.***

Most of the purchasers of our homes finance their acquisitions with mortgage financing. We depend on third-party lenders, including our joint venture partner in TRI Pointe Connect, to provide mortgage loans to our homebuyers who need such financing to purchase our homes, and our dependence on such lenders is greater than for other homebuilders that operate a captive mortgage lender. Homebuyers' ability to obtain financing largely depends on prevailing mortgage loan interest rates, the credit standards that mortgage lenders use and the availability of mortgage loan programs. In January 2020, the U.S. Federal Open Market Committee ("FOMC") decided to maintain the target range for the federal funds rate to 1.50 to 1.75 percent. We are unable to predict if, or when, the FOMC will announce changes to the target range or the impact of any such changes on home mortgage interest rates. Rising interest rates, decreased availability of mortgage financing or of certain mortgage programs, higher down payment requirements or increased monthly mortgage costs may lead to reduced demand for our homes. Increased interest rates can also hinder our ability to realize our backlog because our home purchase contracts provide homebuyers with a financing contingency. Financing contingencies allow homebuyers to cancel their home purchase contracts in the event that they cannot arrange for adequate financing. As a result, rising interest rates can decrease our home sales and mortgage originations. Any of these factors could have a material adverse effect on our Financial Performance.

In addition, the uncertainties in the mortgage markets and increased government regulation could adversely affect the ability of potential homebuyers to obtain financing for home purchases, thus preventing them from purchasing our homes. Among other things, changes made by Fannie Mae, Freddie Mac and FHA/VA to sponsored mortgage programs, as well as changes made by private mortgage insurance companies, have reduced the ability of many potential homebuyers to qualify for mortgages. Principal among these are higher income requirements, larger required down payments, increased reserves, higher mortgage insurance premiums and higher required credit scores. In addition, there continues to be uncertainty regarding the future of Fannie Mae and Freddie Mac, including proposals that they reduce or terminate their role as the principal sources of liquidity in the secondary market for mortgage loans. It is not clear how, if Fannie Mae and Freddie Mac were to curtail their secondary market mortgage loan purchases, the liquidity they provide would be replaced. Because the availability of Fannie Mae, Freddie Mac, FHA- and VA-backed mortgage financing is an important factor in marketing and selling many of our homes, any limitations, restrictions or changes in the availability of such government-backed financing could reduce our home

sales, which could have a material adverse effect on our Financial Performance. Further, there is a substantial possibility that substituting an alternate source of liquidity would increase mortgage interest rates, which would increase the buyers' effective costs of the homes we sell, and therefore could reduce demand for our homes and have a material adverse effect on our Financial Performance.

***Tax law changes that increase the after-tax costs of owning a home could prevent potential customers from buying our homes and adversely affect our Financial Performance.***

Significant expenses associated with owning a home, including mortgage interest expenses and real estate taxes, were generally deductible expenses for an individual's federal and, in some cases, state income taxes, subject to limitations. Changes in federal or state income tax laws that eliminate or substantially limit these income tax deductions, could increase the after-tax costs of owning a new home for many of our potential homebuyers. The "Tax Cuts and Jobs Act", which was enacted in December 2017, imposes significant limitations with respect to these income tax deductions. For example, through the end of 2025, the annual deduction for real estate property taxes and state and local income or sales taxes has been limited to a combined amount of \$10,000 (\$5,000 in the case of a separate return filed by a married individual). In addition, through the end of 2025, the deduction for mortgage interest will generally only be available with respect to acquisition indebtedness that does not exceed \$750,000 (\$375,000 in the case of a separate return filed by a married individual). These changes could adversely impact demand for and sales prices of homes, including ours, which could adversely affect our Financial Performance.

***We face numerous risks associated with controlling, purchasing, holding and developing land.***

We acquire land for expansion into new markets and for replacement of land inventory and expansion within our current markets. Risks inherent in controlling, purchasing, holding and developing land parcels for new home construction are substantial and increase when demand for new homes decreases. Moreover, the market value of our land and home inventories depends on market conditions and may decline after purchase, and the measures we employ to manage inventory risk may not be adequate to insulate our operations from a severe drop in inventory values. In addition, inventory carrying costs can be significant and can result in reduced margins or losses in a poorly performing community or market. As such, we may have bought and developed, or acquired options on, land at a cost that we will not be able to recover fully or on which we cannot build and sell homes profitably. When market conditions are such that land values are not appreciating, existing option agreements may become less desirable, at which time we may elect to forfeit deposits and pre-acquisition costs and terminate such agreements.

The valuation of real property is inherently subjective and based on the individual characteristics of each property. Factors such as changes in regulatory requirements and applicable laws (including in relation to land development and building regulations, taxation and planning), political conditions, environmental conditions and requirements, the condition of financial markets, both local and national economic conditions, the financial condition of homebuyers, potentially adverse tax consequences, and interest and inflation rate fluctuations subject valuations of real property to uncertainty. Moreover, all valuations of real property are made on the basis of assumptions that may not prove to accurately reflect economic or demographic conditions. If housing demand decreases below what we anticipated when we acquired our inventory, our profitability may be materially and adversely affected and we may not be able to recover our costs when we build and sell houses, land and lots.

The U.S. housing markets experience dynamic demand and supply patterns from time to time due to volatile economic conditions, including increased amounts of home and land inventory that entered certain housing markets from foreclosure sales or short sales. In certain periods of market weakness, we have sold homes and land for lower margins or at a loss and have recognized significant inventory impairment charges, and such conditions may recur. Write-downs and impairments have had an adverse effect on our Financial Performance. We review the value of our land holdings on a periodic basis. For the years ended December 31, 2019, 2018 and 2017, we recorded real estate inventory impairment charges of \$10.1 million, \$0 and \$854,000, respectively. Further material write-downs and impairments in the value of inventory may be required, and we may sell land or homes at a loss, which could materially and adversely affect our Financial Performance.

***Adverse weather and natural disasters may increase costs, cause project delays and reduce consumer demand for housing.***

As a homebuilder and land developer, we are subject to the risks associated with numerous weather-related events and natural disasters that are beyond our control. These weather-related events and natural disasters include, but are not limited to, droughts, floods, wildfires, landslides, soil subsidence, hurricanes, tornadoes and earthquakes. The occurrence of any of these events could damage our land and projects, cause delays in, or prevent, completion of our projects, reduce consumer demand

for housing, and cause shortages and price increases in labor or raw materials, any of which could materially and adversely affect our Financial Performance. We have substantial operations in Southern and Northern California that have historically experienced significant earthquake activity and seasonal wildfires. Our markets in Colorado have also experienced seasonal wildfires, floods and soil subsidence. In addition, our Washington market has historically experienced significant earthquake, volcanic and seismic activity and our Texas market occasionally experiences extreme weather conditions such as tornadoes, hurricanes and floods.

In addition to directly damaging our land or projects, earthquakes, hurricanes, tornadoes, volcanoes, floods, wildfires or other natural events could damage roads and highways providing access to those assets or affect the desirability of our land or projects, thereby materially and adversely affecting our ability to market homes or sell land in those areas and possibly increasing the cost to complete construction of our homes. The housing markets in areas affected by California's recent wildfires have been adversely affected by difficulties in obtaining homeowners' insurance and increased insurance costs.

There are some risks of loss for which we may be unable to purchase insurance coverage. For example, losses associated with landslides, earthquakes and other geologic events may not be insurable and other losses, such as those arising from terrorism, may not be economically insurable. A sizeable uninsured loss could materially and adversely affect our Financial Performance.

***Drought conditions in California and other areas in which we operate may negatively impact the economy, increase the risk of wildfires, cause us to incur additional costs, and delay or prevent new home deliveries.***

Certain of the areas in which we operate, particularly in California, experience drought conditions from time to time. Drought conditions could negatively impact the economy and environment as well as increase greatly the risk of wildfires.

In 2014, the Governor of California proclaimed a Drought State of Emergency warning that drought conditions may place drinking water supplies at risk in many California communities. In response, the State Water Resources Control Board ("Water Board") adopted emergency regulations imposing mandatory water restrictions across the state. In 2017, the Governor lifted the drought proclamation for most of California and the Water Board rescinded its emergency restrictions. However, the Water Board maintained the urban water use reporting requirements and the prohibitions on wasteful water practices, and announced a plan to make water conservation a long-term way of life in California. Additionally, some jurisdictions are adopting increasingly strict water conservation measures, such as building standards for water efficient fixtures and requirements for drought-tolerant landscaping and the use of recycled water.

These and other measures that are instituted to respond to drought conditions in California or other areas in which we operate could cause us to incur additional costs. In addition, new home deliveries in some areas may be delayed or prevented due to the unavailability of water, even when we have obtained water supply entitlements for those projects.

***We may be unable to find and retain suitable contractors and subcontractors at reasonable rates.***

Substantially all of our construction work is performed by subcontractors with us acting as the general contractor. Accordingly, the timing and quality of our construction depend on the availability, cost and skill of contractors and subcontractors and their employees.

The residential construction industry experiences serious shortages of skilled labor from time to time. When homebuilding activity declines, skilled tradesmen may choose to leave the real estate industry to take jobs in other industries, which would result in shortages in the event that homebuilding activity later increases. These shortages can be more severe during periods of strong demand for housing or during periods following natural disasters that have a significant impact on existing residential and commercial structures. While we anticipate being able to obtain sufficient reliable contractors and subcontractors during times of material shortages and believe that our relationships with contractors and subcontractors are good, we do not have long-term contractual commitments with any contractors or subcontractors, and there can be no assurance that skilled contractors, subcontractors or tradesmen will continue to be available in the areas in which we conduct our operations. If skilled contractors and subcontractors are not available on a timely basis for a reasonable cost, or if contractors and subcontractors are not able to recruit sufficient numbers of skilled employees, our development and construction activities may suffer from delays and quality issues, which could lead to reduced levels of homebuyer satisfaction and materially and adversely affect our Financial Performance.

Moreover, some of the subcontractors engaged by us are represented by labor unions or are subject to collective bargaining arrangements that require the payment of prevailing wages that are typically higher than normally expected on a residential construction site. A strike or other work stoppage involving any of our subcontractors could also make it difficult for us to retain subcontractors for their construction work. In addition, union activity could result in higher costs for us to retain our subcontractors. Access to qualified labor at reasonable rates may also be affected by other circumstances beyond our control, including: (i) shortages of qualified tradespeople, such as carpenters, roofers, electricians and plumbers; (ii) high inflation; (iii) changes in laws relating to employment wages and union organizing activity; (iv) changes in trends in labor force migration; and (v) increases in contractor, subcontractor and professional services costs. The inability to contract with skilled contractors and subcontractors at reasonable rates on a timely basis could materially and adversely affect our Financial Performance.

In addition, the enactment of federal, state or local statutes, ordinances, rules or regulations requiring the payment of prevailing wages on private residential developments would materially increase our costs of development and construction. For example, California, where we conduct a significant portion of our business, generally requires that workers employed on public works projects in California be paid the applicable prevailing wage, as determined by the Department of Industrial Relations. Private residential projects built on private property are exempt unless the project is built pursuant to an agreement with a state agency, redevelopment agency, or local public housing authority. In 2017, the California legislature made this exemption inapplicable to a project built pursuant to an agreement with a successor agency of a redevelopment agency. We expect that the imposition of a prevailing wage requirement to additional types of projects would materially increase our costs of development and construction for that project. Further extensions of prevailing wage requirements to private projects could materially and adversely affect our Financial Performance.

***The supply of skilled labor may be adversely affected by changes in immigration laws and policies.***

The timing and quality of our construction activities depend upon the availability, cost and skill of contractors and subcontractors and their employees. The supply of labor in the markets in which we operate could be adversely affected by changes in immigration laws and policies as well as changes in immigration trends. Accordingly, it cannot be assured that a sufficient supply of skilled labor will be available to us in the future. In addition, changes in federal and state immigration laws and policies, or in the enforcement of current laws and policies, as a result of the current presidential administration may have the effect of increasing our labor costs. The lack of adequate supply of skilled labor or a significant increase in labor costs could materially and adversely affect our Financial Performance.

***We could be responsible for employment-related liabilities with respect to our contractors' employees.***

Several other homebuilders have received inquiries from regulatory agencies concerning whether homebuilders using contractors are deemed to be employers of the employees of such contractors under certain circumstances. Although contractors are independent of the homebuilders that contract with them under normal management practices and the terms of trade contracts and subcontracts within the homebuilding industry, if regulatory agencies reclassify the employees of contractors as employees of homebuilders, homebuilders using contractors could be responsible for wage and hour labor laws, workers' compensation and other employment-related liabilities of their contractors. In 2015, the National Labor Relations Board issued a decision holding that for labor law purposes a firm could under some circumstances be responsible as a joint employer of its contractors' employees. Although the National Labor Relations Board overruled this ruling in December 2017, it could change its position again in the future. Governmental rulings that make us responsible for labor practices by our subcontractors could create substantial exposure for us in situations that are not within our control. Even if we are not deemed to be joint employers with our contractors, we may be subject to legislation, such as California Labor Code Section 2810.3 that requires us to share liability with our contractors for the payment of wages and the failure to secure valid workers' compensation coverage. In addition, a California law makes direct contractors liable for wages, fringe benefits, or other benefit payments or contributions owed by a subcontractor that does not make these payments or contributions to its employees.

***We may incur costs, liabilities and reputational damage if our subcontractors engage in improper construction practices or install defective materials.***

Despite our quality control efforts, we may discover that our subcontractors were engaging in improper construction practices or installing defective materials in our homes. When we discover these issues, we, generally through our subcontractors, repair the homes in accordance with our new home warranty and as required by law. We reserve a percentage of the sales price of each home that we sell to meet our warranty and other legal obligations to our homebuyers. These reserves are established based on market practices, our historical experiences, and our judgment of the qualitative risks associated with the types of homes built. However, the cost of satisfying our warranty and other legal obligations in these instances may be significantly higher than our warranty reserves, and we may be unable to recover the cost of repair from such subcontractors. Regardless of the steps we take, we can in some instances be subject to fines or other penalties, and our reputation may be materially and adversely affected.

***Raw material shortages and price fluctuations could cause delays and increase our costs.***

We require raw materials to build our homes. The residential construction industry experiences serious raw material shortages from time to time, including shortages in supplies of insulation, drywall, cement, steel, lumber and other building materials. These shortages can be more severe during periods of strong demand for housing or during periods following natural disasters that have a significant impact on existing residential and commercial structures. The cost of raw materials may also be materially and adversely affected during periods of shortages or high inflation. Shortages and price increases could cause delays in and increase our costs of home construction. We generally are unable to pass on increases in construction costs to homebuyers who have already entered into home purchase contracts. Sustained increases in construction costs may adversely affect our gross margins, which in turn could materially and adversely affect our Financial Performance.

***Utility shortages or price increases could have an adverse impact on operations.***

Certain of the markets in which we operate, including California, have experienced power shortages, including mandatory periods without electrical power, as well as significant increases in utility costs. For example, certain areas of California have experienced temporary disruptions of electrical power in response to wildfire conditions. Reduced water supplies as a result of drought conditions may negatively affect electric power generation. Additionally, municipalities may restrict or place moratoriums on the availability of utilities, such as water and sewer taps. We may incur additional costs and may not be able to complete construction on a timely basis if such utility shortages, restrictions, moratoriums and rate increases continue. In addition, these utility issues may adversely affect the local economies in which we operate, which may reduce demand for housing in those markets. Our Financial Performance may be materially and adversely impacted if further utility shortages, restrictions, moratoriums or rate increases occur in our markets.

***Some of our markets have been and may continue to be adversely affected by declining oil prices.***

Energy is an important employment sector in our Colorado and Houston markets. Significant declines in oil prices, such as those that occurred in 2014 and 2015, could adversely affect economic conditions in these markets. As a result, demand for our homes may be reduced in these markets and our Financial Performance could be materially and adversely affected.

***Government regulations and legal challenges may delay the start or completion of our communities, increase our expenses or limit our building or other activities.***

The approval of numerous governmental authorities must be obtained in connection with our development activities, and these governmental authorities often have broad discretion in exercising their approval authority. We incur substantial costs related to compliance with legal and regulatory requirements, and any increase in legal and regulatory requirements may cause us to incur substantial additional costs, or in some cases cause us to determine that certain communities are not feasible for development. Government agencies also routinely initiate audits, reviews or investigations of our business practices to ensure compliance with applicable laws and regulations, which can cause us to incur costs or create other disruptions in our businesses that can be significant.

Various federal, state and local statutes, ordinances, rules and regulations concerning building, health and safety, environment, land use, zoning, density requirements, labor and wages, sales and similar matters apply to or affect the housing industry. Projects that are not entitled may be subjected to periodic delays, changes in use, less intensive development or elimination of development in certain specific areas due to government regulations. We may also be subject to periodic delays or may be precluded entirely from developing in certain communities due to building moratoriums or “slow-growth” or “no-growth” initiatives that could be implemented in the future. Local governments also have broad discretion regarding the

imposition of development fees and exactions for projects in their jurisdiction. Projects for which we have received land use and development entitlements or approvals may still require a variety of other governmental approvals and permits during the development process and can also be impacted adversely by unforeseen environmental, health, safety and welfare issues, which can further delay these projects or prevent their development. We may also be required to modify our existing approvals because of changes in local circumstances or applicable law. Further, we may experience delays and increased expenses as a result of legal challenges to our proposed communities, or to permits or approvals required for such communities, whether brought by governmental authorities or private parties. As a result, home sales could decline and costs could increase, which could materially and adversely affect our Financial Performance.

***We may be unable to obtain suitable bonding for the development of our housing projects.***

We are often required to provide bonds to governmental authorities and others to ensure the completion of our projects. If we are unable to obtain required bonds in the future for our projects, or if we are required to provide credit enhancements with respect to our current or future bonds, our Financial Performance could be materially and adversely affected.

***We are subject to environmental laws and regulations that may impose significant costs, delays, restrictions or liabilities.***

We are subject to a variety of local, state and federal statutes, rules and regulations concerning land use and the protection of health and the environment, including those governing discharge of pollutants to water and air, impact on wetlands, protection of flora and fauna, handling of or exposure to hazardous materials, including asbestos, and cleanup of contaminated sites. We may be liable for the costs of removal, investigation, mitigation or remediation of hazardous or toxic substances located at any property currently or formerly owned, leased or occupied by us, or at third-party sites to which we have sent or send wastes for disposal, whether or not we caused or knew of such conditions. These conditions can also give rise to claims by governmental authorities or other third parties, including for personal injury, property damage and natural resources damages. Insurance coverage for such claims is nonexistent or impractical. The presence of any of these conditions, or the failure to address any of these conditions properly, or any significant environmental incident, may materially and adversely affect our ability to develop our properties or sell our homes, lots or land in affected communities or to borrow using the affected land as security, or impact our reputation. Environmental impacts have been identified at certain of our active communities, some of which will need to be addressed prior to or during development. We could incur substantial costs in excess of amounts budgeted by us to address such impacts or other environmental or hazardous material conditions that may be discovered in the future at our properties. Any failure to adequately address such impacts or conditions could delay, impede or prevent our development projects.

The particular impact and requirements of environmental laws and regulations that apply to any given community vary greatly according to the community location, the site's environmental conditions and the development and use of the site. Any failure to comply with applicable requirements could subject us to fines, penalties, third-party claims or other sanctions. We expect that these environmental requirements will become increasingly stringent in the future. Compliance with, or liability under, these environmental laws and regulations may result in delays, cause us to incur substantial compliance and other costs and prohibit or severely restrict development, particularly in environmentally sensitive areas. In those cases where an endangered or threatened species is involved and related agency rulemaking and litigation are ongoing, the outcome of such rule-making and litigation can be unpredictable and can result in unplanned or unforeseeable restrictions on, or the prohibition of, development and building activity in identified environmentally sensitive areas. In addition, project opponents can delay or impede development activities by bringing challenges to the permits and other approvals required for projects and operations under environmental laws and regulations.

As a result, we cannot assure that our costs, obligations and liabilities relating to environmental matters will not materially and adversely affect our Financial Performance.

***Changes in global or regional climate conditions and governmental response to such changes may limit, prevent or increase the costs of our planned or future growth activities.***

Projected climate change, if it occurs, may exacerbate the scarcity or presence of water and other natural resources in affected regions, which could limit, prevent or increase the costs of residential development in certain areas. In addition, a variety of new legislation is being enacted, or considered for enactment, at the federal, state and local level relating to energy and climate change, and as climate change concerns continue to grow, legislation and regulations of this nature are expected to continue. This legislation relates to items such as carbon dioxide emissions control and building codes that impose energy efficiency standards. Government mandates, standards or regulations intended to mitigate or reduce greenhouse gas emissions

or projected climate change impacts could result in prohibitions or severe restrictions on land development in certain areas, increased energy and transportation costs, and increased compliance expenses and other financial obligations to meet permitting or land development or home construction-related requirements that we may be unable to fully recover (due to market conditions or other factors), any of which could cause a reduction in our homebuilding gross margins and materially and adversely affect our Financial Performance. Energy-related initiatives could similarly affect a wide variety of companies throughout the United States and the world, and because our results of operations are heavily dependent on significant amounts of raw materials, these initiatives could have an indirect adverse impact on our Financial Performance to the extent the manufacturers and suppliers of our materials are burdened with expensive cap and trade or other climate-related regulations.

As a result, climate change impacts, and laws and land development and home construction standards, and/or the manner in which they are interpreted or implemented, to address potential climate change concerns could increase our costs and have a long-term adverse impact on our Financial Performance. This is a particular concern in the western United States, where some of the most extensive and stringent environmental laws and residential building construction standards in the country have been enacted. For example, California enacted the Global Warming Solutions Act of 2006 to achieve the goal of reducing greenhouse gas emissions to 1990 levels by 2020. As a result, California has adopted and is expected to continue to adopt significant regulations and additional legislation to achieve reductions in greenhouse gas emissions, including legislation adopted in 2016 that reduces California's emissions target by an additional 40 percent by 2030.

***We may be unable to develop our communities successfully or within expected timeframes.***

Before a community generates any revenue, time and material expenditures are required to acquire land, obtain development approvals and construct significant portions of project infrastructure, amenities, model homes and sales facilities. It can take several years from the time we acquire control of a property to the time we make our first home sale on the site. Our costs or the time required to complete development of our communities could increase beyond our estimates after commencing the development process. Delays in the development of communities expose us to the risk of changes in market conditions for homes. A decline in our ability to successfully develop and market our communities and to generate positive cash flow from these operations in a timely manner could materially and adversely affect our Financial Performance and our ability to service our debt and to meet our working capital requirements.

***Negative publicity or poor relations with our homebuyers could negatively impact our sales and reputation.***

Unfavorable media or investor and analyst reports related to our industry, company, brands, marketing, personnel, operations, business performance, or prospects may affect our stock price and the performance of our business. Additionally, our ability to maintain and expand our brands depends on our capacity to adapt to a rapidly changing media environment. Adverse publicity or negative commentary on social media outlets, such as blogs, websites or other digital platforms, could materially and adversely affect our Financial Performance, as potential customers might avoid or protest one or more of our brands that receives bad press or negative reviews.

In addition, our homebuyers in communities developed by us sometimes rely on us to resolve issues or disputes that may arise in connection with the operation or development of such communities. Efforts that we make to resolve these issues or disputes could be deemed unsatisfactory by the affected homebuyers, and subsequent actions by these homebuyers could materially and adversely affect our sales and reputation. In addition, we could be required to make significant expenditures related to the settlement of such issues or disputes or to modify our community development plans, which could materially and adversely affect our Financial Performance.

***The homebuilding industry is highly competitive, and if our competitors are more successful or offer better value to potential homebuyers, our business could decline.***

We operate in a very competitive environment that is characterized by competition from a number of other homebuilders and land developers in each geographical market in which we operate. There are relatively low barriers to entry into our business. We compete with numerous large national and regional homebuilding companies and with smaller local homebuilders and land developers for, among other things, homebuyers, desirable land parcels, financing, raw materials and skilled management and labor resources. If we are unable to compete effectively in our markets, our business could decline disproportionately to the businesses of our competitors and our Financial Performance could be materially and adversely affected.

Increased competition could hurt our business by preventing us from acquiring attractive land parcels on which to build homes or making acquisitions more expensive, hindering our market share expansion and causing us to increase our selling

incentives and reduce our prices. Additionally, an oversupply of homes available for sale or a discounting of home prices could materially and adversely affect pricing for homes in the markets in which we operate.

We also compete with the resale, or “previously owned,” home market, the size of which may change significantly as a result of changes in the rate of home foreclosures, which is affected by changes in economic conditions both nationally and locally.

We may be at a competitive disadvantage with respect to larger competitors whose operations are more geographically diversified than ours, as these competitors may be better able to withstand any future regional downturn in the housing market. Due to historical and other factors, some competitors may have a competitive advantage in marketing their products, securing materials and labor at lower prices and allowing their homes to be delivered to homebuyers more quickly and at more favorable prices. This competitive advantage could materially and adversely reduce our market share and limit our ability to continue to expand our business as planned.

***Increases in our cancellation rate could have a negative impact on our home sales revenue and homebuilding margins.***

Our backlog reflects homes that may close in future periods. We have received a deposit from a homebuyer for each home reflected in our backlog, and generally we have the right, subject to certain exceptions, to retain the deposit if the homebuyer fails to comply with his or her obligations under the purchase contract, including as a result of state and local law, the homebuyer’s inability to sell his or her current home or the homebuyer’s inability to make additional deposits required under the purchase contract. Home order cancellations can result from a number of factors, including declines or slow appreciation in the market value of homes, increases in the supply of homes available to be purchased, increased competition and use of sales incentives by competitors, higher mortgage interest rates, homebuyers’ inability to sell their existing homes, homebuyers’ inability to obtain suitable mortgage financing, including providing sufficient down payments, and adverse changes in local, regional or national economic conditions. In these circumstances, homebuyers may terminate their existing purchase contracts in order to negotiate for a lower price or because they cannot, or will not, complete the purchase. Our cancellation rate was 15% and 18% for each of the years ended December 31, 2019 and 2018, respectively. Cancellation rates may rise significantly in the future. If economic conditions become more uncertain, mortgage financing becomes less available or expensive, or current homeowners find it difficult to sell their current homes, more homebuyers may cancel their purchase contracts. An increase in the level of home order cancellations could have a material and adverse impact on our Financial Performance.

***Homebuilding is subject to products liability, home warranty and construction defect claims and other litigation in the ordinary course of business that can be significant and may not be covered by insurance.***

As a homebuilder, we are currently subject to products liability, home warranty, and construction defect claims arising in the ordinary course of business, in addition to other potentially significant lawsuits, arbitration proceedings and other claims, including breach of contract claims, contractual disputes, claims pursuant to consumer privacy or protection laws, personal injury claims and disputes relating to defective title or property misdescription. In connection with our merger with Weyerhaeuser Real Estate Company (“WRECO”) in 2014, we also assumed responsibility for a substantial amount of WRECO’s pending and potential lawsuits, arbitration proceedings and other claims, as well as any future claims relating to WRECO. Furthermore, since WRECO self-insured a significant portion of its general liability exposure relating to its operations outside of California and Nevada prior to the merger, it is likely that most of these claims will not be covered by insurance.

There can be no assurance that any current or future developments undertaken by us will be free from defects once completed. Construction defects may occur on projects and developments and may arise during a significant period of time after completion. Defects arising on a development attributable to us may lead to significant contractual or other liabilities. For these and other reasons, we establish warranty, claim and litigation reserves that we believe are adequate based on historical experience in the markets in which we operate and judgment of the risks associated with the types of homes, lots and land we sell. We also obtain indemnities from contractors and subcontractors generally covering claims related to damages resulting from faulty workmanship and materials and enroll a majority of these contractors and subcontractors in our Owner Controlled Insurance Program (“OCIP”), which provides general liability coverage for these types of claims, subject to self-insured retentions.

With respect to certain general liability exposures, including construction defects and related claims and product liability claims, interpretation of underlying current and future trends, assessment of claims and the related liability and reserve estimation process require us to exercise significant judgment due to the complex nature of these exposures, with each exposure

often exhibiting unique circumstances. Furthermore, once claims are asserted against us for construction defects, it is difficult to determine the extent to which the assertion of these claims will expand geographically. Plaintiffs may seek to consolidate multiple parties in one lawsuit or seek class action status in some of these legal proceedings with potential class sizes that vary from case to case. Consolidated and class action lawsuits can be costly to defend and, if we were to lose any consolidated or certified class action suit, it could result in substantial liability.

In addition to difficulties with respect to claim assessment and liability and reserve estimation, some types of claims may not be covered by insurance or may exceed applicable coverage limits. Furthermore, contractual indemnities with contractors and subcontractors can be difficult, or impossible, to enforce, and we may also be responsible for applicable self-insured retentions with respect to our insurance policies. This is particularly true in our markets where we include our subcontractors on our OCIP and our ability to seek indemnity for insured claims is significantly limited, and it may be difficult for us to collect self-insured retention contributions from these subcontractors. Furthermore, any product liability or warranty claims made against us, whether or not they are viable, may lead to negative publicity, which could impact our reputation and future home sales.

We also currently conduct a material portion of our business in California, one of the most highly regulated and litigious jurisdictions in the United States, which imposes a ten year, strict liability tail on many construction liability claims. As a result, our potential losses and expenses due to litigation, new laws and regulations may be greater than those of our competitors who have smaller California operations.

For these reasons, although we actively manage our claims and litigation and actively monitor our reserves and insurance coverage, because of the uncertainties inherent in these matters, we cannot provide assurance that our insurance coverage, indemnity arrangements and reserves will be adequate to cover liability for any damages, the cost of repairs and litigation, or any other related expenses surrounding the current claims to which we are subject or any future claims that may arise. Such damages and expenses, to the extent that they are not covered by insurance or redress against contractors and subcontractors, could materially and adversely affect our Financial Performance.

***Because real estate investments are relatively illiquid, our ability to promptly sell one or more properties for reasonable prices in response to changing economic, financial and investment conditions may be limited and we may be forced to hold non-income producing properties for extended periods of time.***

Real estate investments are relatively difficult to sell quickly. As a result, our ability to promptly sell one or more properties in response to changing economic, financial and investment conditions is limited and we may be forced to hold non-income producing assets for an extended period of time. We cannot predict whether we will be able to sell any property for the price or on the terms that we set or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser and to close the sale of a property.

***Fluctuations in real estate values may require us to write-down the book value of our real estate assets.***

The homebuilding industry is subject to significant variability and fluctuations in real estate values. As a result, we may be required to write-down the book value of our real estate assets in accordance with U.S. generally accepted accounting principles ("GAAP"), and some of those write-downs could be material. Any material write-downs of assets could have a material adverse effect on our Financial Performance.

***The geographic concentration of our operations in certain regions subjects us to an increased risk of loss of revenue or decreases in the market value of our land and homes in those regions from factors which may affect any of those regions.***

At December 31, 2019, we had active selling communities in the states of Arizona, California, Colorado, Maryland, Nevada, Texas, Virginia and Washington. Because our operations currently are limited to these areas, a prolonged economic downturn in one or more of these areas, particularly within California, could have a material adverse effect on our Financial Performance and could have a disproportionately greater impact on us than other homebuilders with more diversified operations. Moreover, some or all of these regions could be affected by:

- severe weather;
- natural disasters (such as earthquakes, hurricanes, floods or fires);
- shortages in the availability of, or increased costs in obtaining, land, equipment, labor or building supplies;
- changes to the population growth rates and, therefore, the demand for homes in these regions;
- changes in foreign buyer demand; and
- changes in the regulatory and fiscal environment.

For the years ended December 31, 2019 and 2018, respectively, we generated a significant amount of our revenues and profits from our California real estate inventory. During the downturn from 2008 to 2010, land values, the demand for new homes and home prices declined substantially in California. In addition, California is facing significant unfunded liabilities and may raise taxes and increase fees to meet these obligations. If these conditions in California persist or worsen, it could materially and adversely affect our Financial Performance.

***Inflation could materially and adversely affect us by increasing the costs of land, raw materials and labor, negatively impacting housing demand, raising our costs of capital, and decreasing our purchasing power.***

Inflation could materially and adversely affect us by increasing costs of land, raw materials and labor. We may respond to inflation by increasing the sales prices of land or homes in order to offset any such increases in costs, maintain satisfactory margins or realize a satisfactory return on our investment. However, if the market has an oversupply of homes relative to demand, prevailing market prices may prevent us from doing so. In addition, inflation is often accompanied by higher interest rates, which historically have had a negative impact on housing demand and the real estate industry generally and which could materially and adversely impact potential homebuyers' ability to obtain mortgage financing on favorable terms. In such an environment, we may not be able to raise prices sufficiently to keep up with the rate of inflation and our margins and returns could decrease. Additionally, if we are required to lower home prices to meet demand, the value of our land inventory may decrease. Inflation may also raise our costs of capital and decrease our purchasing power, making it more difficult to maintain sufficient funds to operate our business. Current or future efforts by the government to stimulate the economy may increase the risk of significant inflation and its adverse impact on our Financial Performance.

***Acts of war, terrorism or outbreaks of contagious disease may seriously harm our business.***

Acts of war, any outbreak or escalation of hostilities between the United States and any foreign power, acts of terrorism, or outbreaks of contagious diseases, such as the Coronavirus, may cause disruption to the U.S. economy, or the local economies of the markets in which we operate, cause shortages of building materials, increase costs associated with obtaining building materials, result in building code changes that could increase costs of construction, affect job growth and consumer confidence, or cause economic changes that we cannot anticipate, all of which could reduce demand for our homes and materially and adversely impact our Financial Performance.

***Laws and regulations governing the residential mortgage, title insurance, and property and casualty insurance industries could materially and adversely affect our Financial Performance.***

We have established a joint venture to provide mortgage related services to homebuyers, along with a wholly owned title agency and a wholly owned property and casualty insurance agency. The residential mortgage lending, title insurance and property and casualty insurance industries are heavily regulated. Changes to existing laws or regulations or adoption of new laws or regulations could require us to incur significant compliance costs. A material failure to comply with any of these laws or regulations could result in the loss or suspension of required licenses or other approvals, the imposition of monetary penalties, and restitution awards or other relief. In addition, we could be subject to individual or class action litigation alleging violations of these laws and regulations. Any of these could result in substantial costs and we could incur judgments or enter into settlements of claims that could have a material adverse effect on our business. Any of these outcomes could materially and adversely affect our Financial Performance.

***We are subject to litigation and claims that could materially and adversely affect us.***

Lawsuits, claims and proceedings have been, or in the future may be, instituted or asserted against us in the normal course of business. Some of these claims may result in significant defense costs and potentially significant judgments against us, some of which are not, or cannot be, insured against. We generally intend to defend ourselves vigorously. However, litigation is inherently uncertain and we cannot be certain of the ultimate outcomes of any claims that may arise. To resolve these matters, we may have to pay significant fines, judgments, or settlements, which, if uninsured, or if the fines, judgments and settlements exceed insured levels, could adversely impact our earnings and cash flows, thereby materially and adversely affect our Financial Performance. Certain litigation or the resolution of certain litigation may affect the availability or cost of some of our insurance coverage, which could materially and adversely impact us, expose us to increased risks that would be uninsured, and materially and adversely impact our ability to attract directors and officers. Uncertainty with respect to claims or litigation may adversely affect the availability and costs of future financings and may materially and adversely affect the trading prices of our outstanding securities.

***Information technology failures and data security breaches could harm our business.***

We use information technology and other computer resources to carry out important operational and marketing activities as well as maintain our business records. Many of these resources are provided to us or are maintained on our behalf by third-party service providers pursuant to agreements that specify certain security and service level standards. Our ability to conduct our business may be materially and adversely impaired if our or our service providers' computer resources are compromised, degraded, damaged or fail, whether due to a virus or other harmful circumstance, intentional penetration or disruption of our information technology resources by a third-party, natural disaster, hardware or software corruption or failure or error (including a failure of security controls incorporated into or applied to such hardware or software), telecommunications system failure, service provider error or failure, intentional or unintentional personnel actions (including the failure to follow our security protocols), loss of portable devices, or lost connectivity to our networked resources.

Cyber threats are ongoing, rapidly evolving and becoming increasingly sophisticated. As the breadth and complexity of the technologies we use continue to grow, the risk of security breaches and cyber attacks also increases. Criminals, nation state actors and activist hackers (collectively, "malicious persons") may target our information technology and computer resources and those of our service providers. If malicious persons should succeed in circumventing our, or a service provider's, cyber security measures, they may deploy viruses, worms, ransomware and other malicious software programs; misappropriate, alter or destroy our confidential information or that of third parties; create system disruptions; or cause shutdowns. Our policies, procedures and technical safeguards may be insufficient to prevent or detect timely an attack, assess its impact, or appropriately and timely respond. Further, our existing insurance coverage may be insufficient to protect us against such risks and we may be unable to recover in whole or in part from our service providers or other responsible parties or their insurers in the event of a breach or attack. A successful attack could have a material and adverse effect on our Financial Performance.

A significant and extended disruption in the functioning of our technology resources for any reason could damage our reputation; cause us to lose homebuyers, sales and revenue; result in the unintended public disclosure or the misappropriation of proprietary, personal and confidential information (including information about our homebuyers and business partners); disrupt our ability to record, process, summarize and report information required to be disclosed in SEC filings such that our disclosure controls and procedures may be ineffective; and require us to incur significant expense to address and resolve these kinds of issues. The release of proprietary, personal or confidential information may also lead to litigation or other proceedings against us by affected individuals, business partners and/or regulators. The outcome of any such proceeding, which could include penalties or fines, could materially and adversely affect our Financial Performance. In addition, the costs of maintaining adequate protection against such threats to our technology resources, depending on their evolution, pervasiveness and frequency and/or government-mandated standards or obligations regarding protective efforts, could be material to our Financial Performance.

***A major health and safety incident relating to our business could be costly in terms of potential liabilities and reputational damage.***

Building sites are inherently dangerous, and operating in the homebuilding and land development industry poses certain inherent health and safety risks. Due to health and safety regulatory requirements and the number of our projects, health and safety performance is critical to the success of all areas of our business.

Any failure in health and safety performance may result in penalties for non-compliance with relevant regulatory requirements or litigation, and a failure that results in a major or significant health and safety incident is likely to be costly in terms of potential liabilities incurred as a result. Such a failure could generate significant negative publicity and have a corresponding impact on our reputation, our relationships with relevant regulatory agencies, governmental authorities and local communities, and our ability to win new business, which in turn could materially and adversely affect our Financial Performance.

***Increases in tariffs and retaliatory responses may cause increases in the prices of some of the construction materials that we use and may negatively affect the national and local economies.***

The prices that we pay for home construction materials and their availability are affected by changes in United States government trade policies and the responses of other countries to those changes. In the last two years, the federal government has taken tariff actions with respect to appliances, flooring, countertops, solar panels/modules, steel and aluminum and finished manufactured building materials, raising our costs for some of these items. Other countries and the European Union have responded to these actions with retaliatory measures. Although we attempt to pass on cost increases to homebuyers through increased prices, we are generally unable to do so after we have entered into a contract to sell a home or when weak housing market conditions exist. Continued or escalating trading conflicts could further increase our home construction costs, disrupt or cause shortages in our supply chains, or negatively affect the U.S. or state economies. As a result, our Financial Performance could be materially and adversely affected.

***Increases in taxes or government fees could increase our costs, which could materially and adversely affect us.***

Increases in real estate taxes and other state and local government fees, such as development or impact fees, fees imposed on developers to fund schools, open space, road improvements, and other public improvements, and fees imposed on developers to provide low- and moderate-income housing, could increase our costs and have an adverse effect on our operations, which could have a material adverse effect on our Financial Performance. In addition, increases in local real estate taxes could adversely affect the purchasing decisions of potential homebuyers, who may consider those costs in determining whether to make a new home purchase and decide, as a result, not to purchase one of our homes, which could have a material adverse effect on our Financial Performance.

**Risks Related to Our Indebtedness**

***Our use of leverage in executing our business strategy exposes us to significant risks.***

We employ what we believe to be prudent levels of leverage to finance the acquisition and development of our lots and construction of our homes. Our existing indebtedness is recourse to us and we anticipate that future indebtedness will likewise be recourse.

Our board of directors considers a number of factors when evaluating our level of indebtedness and when making decisions regarding the incurrence of new indebtedness, including the purchase price of assets to be acquired with debt financing, the estimated market value of such assets and the ability of the particular assets, and our company as a whole, to generate cash flow to cover the expected debt service.

Incurring substantial debt subjects us to many risks that, if realized, would materially and adversely affect our Financial Performance, including the risks that:

- it may be more difficult for us to satisfy our obligations with respect to our debt or to our other creditors;
- our cash flow from operations may be insufficient to make required payments of principal of and interest on our debt, which is likely to result in acceleration of our debt;
- our debt may increase our vulnerability to adverse economic and industry conditions, including fluctuations in market interest rates, with no assurance that investment yields will increase with higher financing cost, particularly in the case of debt with a floating interest rate;
- our debt may limit our ability to obtain additional financing to fund capital expenditures and acquisitions, particularly when the availability of financing in the capital markets is limited;
- we may be required to dedicate a portion of our cash flow from operations to payments on our debt, thereby reducing funds available for operations and capital expenditures, future investment opportunities or other purposes;
- in the case of secured indebtedness, we could lose our ownership interests in our land parcels or other assets because defaults thereunder may result in foreclosure actions initiated by lenders;
- our debt may limit our ability to buy back our common stock or pay cash dividends;
- our debt may limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate, thereby limiting our ability to compete with companies that are not as highly leveraged; and
- the terms of any refinancing may not be as favorable as the terms of the debt being refinanced.

We cannot make any assurances that our business will generate sufficient cash flow from operations or that future borrowings will be available to us through capital markets financings or otherwise in an amount sufficient to enable us to service or refinance our indebtedness, or to fund our other liquidity needs. We may also need to refinance all or a portion of our existing or future indebtedness on or before its maturity, and we cannot make any assurances that we will be able to refinance any of our indebtedness on commercially reasonable terms or at all. If, at the time of any refinancing, prevailing interest rates or other factors result in higher interest rates on the refinanced debt, increases in interest expense could materially and adversely affect our Financial Performance. If we are unable to refinance our debt on acceptable terms, we may be forced to dispose of our assets on disadvantageous terms, potentially resulting in significant losses.

We may incur additional indebtedness in order to finance our operations or to repay existing indebtedness. If we cannot service our indebtedness, we will risk losing to foreclosure some or all of our assets that may be pledged to secure our obligations and we may have to take actions such as selling assets, seeking additional debt or equity financing or reducing or delaying capital expenditures, strategic acquisitions, investments and alliances. We cannot make any assurances that any such actions, if necessary, could be effected on commercially reasonable terms or at all, or on terms that would be advantageous to our stockholders or on terms that would not require us to breach the terms and conditions of our existing or future debt agreements. Additionally, unsecured debt agreements may contain specific cross-default provisions with respect to specified

other indebtedness, giving the unsecured lenders the right to declare a default if we are in default under other loans in some circumstances. Defaults under our debt agreements could materially and adversely affect our Financial Performance.

***We may require significant additional capital in the future and may not be able to secure adequate funds on acceptable terms.***

The expansion and development of our business may require significant additional capital, which we may be unable to obtain, to fund our operating expenses, including working capital needs.

We may fail to generate sufficient cash flow from the sales of our homes and land to meet our cash requirements. To a large extent, our cash flow generation ability is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. Further, our capital requirements may vary materially from those currently planned if, for example, our revenues do not reach expected levels or we have to incur unforeseen capital expenditures and make investments to maintain our competitive position. If this is the case, we may need to refinance all or a portion of our debt on or before its maturity, or obtain additional equity or debt financing sooner than anticipated, which could materially and adversely affect our liquidity and financial condition if financing cannot be secured on reasonable terms. As a result, we may have to delay or abandon some or all of our development and expansion plans or otherwise forgo market opportunities.

Our access to additional third-party sources of financing will depend, in part, on:

- general market conditions;
- the market's perception of our growth potential, including relative to other opportunities;
- with respect to acquisition and/or development financing, the market's perception of the value of the land parcels to be acquired and/or developed;
- our corporate credit rating and ratings of our senior notes;
- our current debt levels;
- our current and expected future earnings;
- our cash flow;
- pending litigation and claims; and
- the market price per share of our common stock.

During the most recent economic downturn, domestic financial markets experienced unusual volatility, uncertainty and a restricting of liquidity in both the debt and equity capital markets. Credit spreads for major sources of capital widened significantly during the U.S. credit crisis as investors demanded a higher risk premium. In the event of another economic downturn or if general economic conditions should worsen, potential lenders may be unwilling or unable to provide us with suitable financing or may charge us prohibitively high fees in order to obtain financing. As a result, depending on market conditions at the relevant time, we may have to rely more heavily on less efficient forms of debt financing that require a larger portion of our cash flow from operations to service, thereby reducing funds available for our operations, future business opportunities and other purposes. Investment returns on our assets and our ability to make acquisitions could be materially and adversely affected by our inability to secure additional financing on reasonable terms, if at all. Additionally, if we cannot obtain additional financing to fund the purchase of land under our option contracts or purchase contracts, we may incur contractual penalties and fees. Any difficulty in obtaining sufficient capital for planned development expenditures could also cause project delays and any such delay could result in cost increases. Any of the foregoing factors could materially and adversely affect our Financial Performance.

***Our access to capital and our ability to obtain additional financing could be affected by any downgrade of our credit ratings.***

Our corporate credit rating and ratings of our senior notes affect, among other things, our ability to access new capital, especially debt, and the costs of that new capital. A substantial portion of our access to capital is through the issuance of senior notes, of which we have \$1.0 billion outstanding, net of debt issuance costs, as of December 31, 2019. Among other things, we may rely on proceeds of debt issuances to pay the principal of existing senior notes when they mature. Negative changes in the ratings of our senior notes could make it difficult for us to sell senior notes in the future and could result in more stringent covenants and higher interest rates with regard to new senior notes we issue.

***Our current financing arrangements contain, and our future financing arrangements likely will contain, restrictive covenants relating to our operations.***

Our current financing arrangements contain, and the financing arrangements we may enter into in the future will likely contain, covenants affecting our ability to, among other things:

- incur or guarantee additional indebtedness;
- make certain investments;
- reduce liquidity below certain levels;
- pay dividends or make distributions on our capital stock;
- sell assets, including capital stock of restricted subsidiaries;
- agree to payment restrictions affecting our restricted subsidiaries;
- consolidate, merge, sell or otherwise dispose of all or substantially all of our assets;
- enter into transactions with our affiliates;
- incur liens;
- engage in sale-leaseback transactions; and
- designate any of our subsidiaries as unrestricted subsidiaries.

If we fail to meet or satisfy any of these covenants in our debt agreements, we would be in default under these agreements, which could result in a cross-default under other debt agreements, and our lenders could elect to declare outstanding amounts due and payable, terminate their commitments, require the posting of additional collateral and enforce their respective interests against existing collateral. A default also could significantly limit our financing alternatives, which could cause us to curtail our investment activities and/or dispose of assets when we otherwise would not choose to do so. If we default on several of our debt agreements or any single significant debt agreement, it could materially and adversely affect our Financial Performance. These and certain other restrictions could also limit our ability to plan for or react to market conditions, meet capital needs or make acquisitions or otherwise restrict our activities or business plans.

***Higher interest rates on our debt may materially and adversely affect our Financial Performance.***

We employ what we believe to be prudent levels of leverage to finance the acquisition and development of our lots and construction of our homes. Some of our current debt has, and any additional debt we subsequently incur may have, a floating rate of interest. Higher interest rates could increase debt service requirements on our current floating rate debt and on any floating rate debt we may subsequently incur, and could reduce funds available for operations, future business opportunities or other purposes. If we need to repay existing debt during periods of rising interest rates, we could be required to refinance our then-existing debt on unfavorable terms, or liquidate one or more of our assets to repay such debt at times which may not permit realization of the maximum return on such assets and could result in a loss. The occurrence of either or both of these events could materially and adversely affect our Financial Performance.

***Failure to hedge effectively against interest rate changes may materially and adversely affect our Financial Performance.***

We may obtain one or more forms of interest rate protection—in the form of swap agreements, interest rate cap contracts or similar agreements—to hedge against the possible negative effects of interest rate fluctuations. However, we cannot assure stockholders that any hedging will adequately relieve the adverse effects of interest rate increases or that counterparties under these agreements will honor their obligations thereunder. In addition, we may be subject to risks of default by hedging counterparties. Adverse economic conditions could also cause the terms on which we borrow to be unfavorable. We could be required to liquidate one or more of our assets at times which may not permit us to receive an attractive return on our assets in order to meet our debt service obligations. Failure of our hedging mechanisms could materially and adversely affect our Financial Performance.

**Risks Related to Our Organization and Structure**

***We are and will continue to be dependent on key personnel and certain members of our management team.***

Our business involves complex operations and requires a management team and employee workforce that is knowledgeable and expert in many areas necessary for its operations. Our success and ability to obtain, generate and manage opportunities depends to a significant degree upon the contributions of key personnel, including, but not limited to, Douglas Bauer, our Chief Executive Officer, and Thomas Mitchell, our President and Chief Operating Officer. Our investors must rely to a significant extent upon the ability, expertise, judgment and discretion of this management team and other key personnel, and their loss or departure could be detrimental to our future success. We have entered into employment agreements with Messrs. Bauer and Mitchell. The initial term of these agreements will expire on March 20, 2022 and automatically renews for additional one-year periods unless either party gives written notice of non-renewal at least 60 days in advance. There is no assurance that these executives will remain employed with us. Additionally, key employees working in the real estate,

homebuilding and construction industries are highly sought after and failure to attract and retain such personnel may materially and adversely affect the standards of our future service and may have a material and adverse impact on our Financial Performance.

Our ability to retain our management team and key personnel or to attract suitable replacements should any members of our management team leave is dependent on the competitive nature of the employment market. The loss of services from any member of our management team or key personnel could materially and adversely impact our Financial Performance. Further, the process of attracting and retaining suitable replacements for key personnel whose services we may lose would result in transition costs and would divert the attention of other members of our management from existing operations. Moreover, such a loss could be negatively perceived in the capital markets, which could, in turn, materially and adversely affect the market price of our common stock.

We have not obtained key man life insurance that would provide us with proceeds in the event of death or disability of any of our key personnel.

***Termination of the employment agreements with the members of our management team could be costly and prevent a change in control of our company.***

Our employment agreements with Messrs. Bauer and Mitchell each provide that if their employment with us terminates under certain circumstances, we may be required to pay them significant amounts of severance compensation, thereby making it costly to terminate their employment. Furthermore, these provisions could delay or prevent a transaction or a change in control of our company that might involve a premium paid for shares of our common stock or otherwise be in the best interests of our stockholders, which could materially and adversely affect the market price of our common stock.

***Certain anti-takeover defenses and applicable law may limit the ability of a third-party to acquire control of us.***

Our charter, bylaws and Delaware law contain provisions that may delay or prevent a transaction or a change in control of our company that might involve a premium paid for shares of our common stock or otherwise be in the best interests of our stockholders, which could materially and adversely affect the market price of our common stock. Certain of these provisions are described below.

#### **Selected provisions of our charter and bylaws.**

Our charter and/or bylaws contain anti-takeover provisions that:

- authorize our board of directors, without further action by the stockholders, to issue up to 50,000,000 shares of preferred stock in one or more series, and with respect to each series, to fix the number of shares constituting that series and establish the rights and other terms of that series;
- require that actions to be taken by our stockholders may be taken only at an annual or special meeting of our stockholders and not by written consent;
- specify that special meetings of our stockholders can be called only by our board of directors, the chairman of our board of directors or our chief executive officer (or if there is no chief executive officer, the president);
- establish advance notice procedures for stockholders to submit nominations of candidates for election to our board of directors and other proposals to be brought before a stockholders meeting;
- provide that our bylaws may be amended by our board of directors without stockholder approval;
- allow our directors to establish the size of our board of directors by action of our board, subject to a minimum of three members;
- provide that vacancies on our board of directors or newly created directorships resulting from an increase in the number of our directors may be filled only by a majority of directors then in office, even though less than a quorum;
- do not give the holders of our common stock cumulative voting rights with respect to the election of directors; and
- prohibit us from engaging in certain business combinations with any “interested stockholder” unless specified conditions are satisfied as described below.

#### **Selected provisions of Delaware law.**

We have opted out of Section 203 of the Delaware General Corporation Law, which regulates corporate takeovers. However, our charter contains provisions that are similar to Section 203. Specifically, our charter provides that we may not engage in certain “business combinations” with any “interested stockholder” for a three-year period following the time that the person became an interested stockholder, unless:

- prior to the time that person became an interested stockholder, our board of directors approved either the business combination or the transaction which resulted in the person becoming an interested stockholder;
- upon consummation of the transaction which resulted in the person becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding certain shares; or
- at or subsequent to the time the person became an interested stockholder, the business combination is approved by our board of directors and by the affirmative vote of at least 66 <sup>2</sup>/<sub>3</sub>% of the outstanding voting stock which is not owned by the interested stockholder.

Generally, a business combination includes a merger, consolidation, asset or stock sale or other transaction resulting in a financial benefit to the interested stockholder. Subject to certain exceptions, an interested stockholder is a person who, together with that person's affiliates and associates, owns, or within the previous three years owned, 15% or more of our voting stock. This provision could prohibit or delay mergers or other takeover or change in control attempts with respect to us and, accordingly, may discourage attempts to acquire us.

***We may change our operational policies, investment guidelines and our business and growth strategies without stockholder consent, which may subject us to different and more significant risks in the future.***

Our board of directors will determine our operational policies, investment guidelines and our business and growth strategies. Our board of directors may make changes to, or approve transactions that deviate from, those policies, guidelines and strategies without a vote of, or notice to, our stockholders. This could result in us conducting operational matters, making investments or pursuing different business or growth strategies than those contemplated currently. Under any of these circumstances, we may expose ourselves to different and more significant risks in the future, which could have a material adverse effect on our Financial Performance.

***If we fail to maintain an effective system of internal controls, we may not be able to accurately determine our financial results or prevent fraud. As a result, our stockholders could lose confidence in our financial results, which could materially and adversely affect us and the market price of our common stock.***

A system of internal control over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. The design of control systems reflects resource constraints and the benefits of controls must be considered in relationship to their costs. Accordingly, there can be no assurance that all control issues or fraud will be detected. We cannot be certain that we will be successful in maintaining adequate internal control over our financial reporting and financial processes. Furthermore, as we continue to grow our business, our internal controls will become more complex, and we will require significantly more resources to ensure that our internal controls remain effective. Additionally, the existence of any material weakness or significant deficiency may require management to devote significant time and incur significant expense to remediate any such material weaknesses, or significant deficiencies and management may not be able to remediate any such material weaknesses or significant deficiencies in a timely manner. There is no assurance that our independent auditor will be able to provide an unqualified attestation report on internal control over financial reporting in future years. If our independent auditor is unable to provide an unqualified attestation report, investors could lose confidence in the reliability of our financial statements, and our stock price could be materially and adversely affected. The existence of any material weakness in our internal control over financial reporting could result in errors in our financial statements that could require us to restate our financial statements, cause us to fail to meet our reporting obligations, and cause stockholders to lose confidence in our reported financial information, all of which could materially and adversely affect us and the market price for our common stock.

***Changes in accounting rules, assumptions and/or judgments could delay the dissemination of our financial statements and cause us to restate prior period financial statements.***

Accounting rules and interpretations for certain aspects of our operations are highly complex and involve significant assumptions and judgment. These complexities could lead to a delay in the preparation and dissemination of our financial statements. Furthermore, changes in accounting rules and interpretations or in our accounting assumptions and/or judgments, such as asset impairments, could significantly impact our financial statements. In some cases, we could be required to apply a new or revised standard retroactively, resulting in restating prior period financial statements. Any of these circumstances could have a material adverse effect on our Financial Performance.

***Our joint venture investments could be materially and adversely affected by lack of sole decision making authority, reliance on co-venturers' financial condition and disputes between us and our co-venturers.***

We have co-invested, and we may co-invest in the future, with third parties through partnerships, joint ventures or other entities, acquiring noncontrolling interests in or sharing responsibility for managing the affairs of land acquisition and/or developments. We will not be in a position to exercise sole decision-making authority regarding the land acquisitions and/or developments undertaken by our current joint ventures and any future joint ventures in which we may co-invest, and our investment may be illiquid due to our lack of control. Investments in partnerships, joint ventures or other entities may, under certain circumstances, involve risks not present when a third-party is not involved, including the possibility that partners or co-venturers might become bankrupt, fail to fund their share of required capital contributions or otherwise meet their contractual obligations, make poor business decisions or block or delay necessary decisions. Partners or co-venturers may have economic or other business interests or goals which are inconsistent with our business interests or goals, and may be in a position to take actions contrary to our policies or objectives. Such investments may also have the potential risk of impasses on decisions, such as a sale, because neither us nor the partner or co-venturer would have full control over the partnership or joint venture. Disputes between us and partners or co-venturers may result in litigation or arbitration that would increase our expenses and prevent our officers and/or directors from focusing their time and effort on our business. In addition, we may in certain circumstances be liable for the actions of its third-party partners or co-venturers.

## **Risks Related to Ownership of Our Common Stock**

### ***We do not intend to pay dividends on our common stock for the foreseeable future.***

We currently intend to retain our future earnings, if any, to finance the development and expansion of our business and, therefore, do not intend to pay cash dividends on our common stock for the foreseeable future. Any future determination to pay dividends will be at the discretion of our board of directors and will depend on our financial condition, results of operations, capital requirements, legal requirements, restrictions contained in any financing instruments and such other factors as our board of directors deems relevant. Accordingly, stockholders may need to sell their shares of our common stock to realize a return on their investment, and stockholders may not be able to sell their shares at or above the price they paid for them.

### ***Future sales of our common stock or other securities convertible into our common stock could cause the market value of our common stock to decline and could result in dilution of stockholders' shares.***

Our board of directors is authorized, without stockholder approval, to cause us to issue additional shares of our common stock or to raise capital through the issuance of preferred stock (including equity or debt securities convertible into common stock), options, warrants and other rights, on terms and for consideration as our board of directors in its sole discretion may determine. Sales of substantial amounts of our common stock could cause the market price of our common stock to decrease significantly. We cannot predict the effect, if any, of future sales of our common stock, or the availability of our common stock for future sales, on the value of our common stock.

### ***Future offerings of debt securities, which would rank senior to our common stock in the event of our bankruptcy or liquidation, and future offerings of equity securities that may be senior to our common stock for the purposes of dividend and liquidating distributions, may adversely affect the market price of our common stock.***

In the future, we may make additional offerings of debt securities or additional offerings of equity securities. Upon bankruptcy or liquidation, holders of our debt securities and shares of preferred stock and lenders with respect to other borrowings will receive a distribution of our available assets prior to the holders of our common stock. Additional equity offerings may dilute the holdings of our existing stockholders or reduce the market price of our common stock, or both. Our preferred stock, if issued, could have a preference on liquidating distributions or a preference on dividend payments or both that could limit our ability to make a dividend distribution to the holders of our common stock. Our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control. As a result, we cannot predict or estimate the amount, timing or nature of our future offerings, and purchasers of our common stock bear the risk of our future offerings reducing the market price of our common stock and diluting their ownership interest in our company.

### ***Non-U.S. holders may be subject to United States federal income tax on gain realized on the sale or disposition of shares of our common stock.***

We believe that we are, and will remain, a "United States real property holding corporation" for United States federal income tax purposes. As a result, a non-U.S. holder generally will be subject to United States federal income tax on any gain realized on a sale or disposition of shares of our common stock unless our common stock is regularly traded on an established securities market (such as the NYSE) and such non-U.S. holder did not actually or constructively hold more than 5% of our common stock at any time during the shorter of (a) the five-year period preceding the date of the sale or disposition and (b) the non-U.S. holder's holding period in such stock. A non-U.S. holder also will be required to file a United States federal income

tax return for any taxable year in which it realizes a gain from the disposition of our common stock that is subject to United States federal income tax. A purchaser of the stock in a United States real property holding corporation from a non-U.S. holder generally will be required to withhold and remit to the Internal Revenue Service (the “IRS”) 15% of the purchase price. However, a purchaser of our stock from a non-U.S. holder will generally not be required to withhold tax on the sale if our common stock is regularly traded on an established securities market (such as the NYSE), even if the non-U.S. transferor holds or has held more than 10% of our common stock and thus is taxed on any gain under the rules described above.

No assurance can be given that our common stock will remain regularly traded on an established securities market in the future. Non-U.S. holders should consult their tax advisors concerning the consequences of disposing of shares of our common stock.

***There is no assurance that the existence of a stock repurchase program will result in repurchases of our common stock or enhance long term stockholder value, and repurchases, if any, could affect our stock price and increase its volatility and will diminish our cash reserves.***

On February 13, 2020, our board of directors approved a share repurchase program (the “2020 Repurchase Program”), authorizing the repurchase of shares of common stock with an aggregate value of up to \$200 million through March 31, 2021. Purchases of common stock pursuant to the 2020 Repurchase Program may be made in open market transactions effected through a broker-dealer at prevailing market prices, in block trades, or by other means in accordance with federal securities laws, including pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 under the Exchange Act. We are not obligated under the 2020 Repurchase Program to repurchase any specific number or dollar amount of shares of common stock, and we may modify, suspend or discontinue the 2020 Repurchase Program at any time. Our management will determine the timing and amount of repurchase in its discretion based on a variety of factors, such as the market price of our common stock, corporate requirements, general market economic conditions and legal requirements.

Repurchases pursuant to the 2020 Repurchase Program or any other stock repurchase program we adopt in the future could affect our stock price and increase its volatility and will reduce the market liquidity for our stock. The existence of a stock repurchase program could also cause our stock price to be higher than it would be in the absence of such a program. Additionally, these repurchases will diminish our cash reserves, which could impact our ability to pursue possible future strategic opportunities and acquisitions and would result in lower overall returns on our cash balances. There can be no assurance that any stock repurchases will, in fact, occur, or, if they occur, that they will enhance stockholder value. Although stock repurchase programs is intended to enhance long term stockholder value, short-term stock price fluctuations could reduce the effectiveness of these repurchases.

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

Not applicable.

**Item 2.**      **Properties**

We lease our corporate headquarters located in Irvine, California. Our homebuilding division offices and financial services operations are located in leased space in the markets where we conduct business.

We believe that such properties, including the equipment located therein, are suitable and adequate to meet the needs of our businesses.

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

Lawsuits, claims and proceedings have been and may be instituted or asserted against us in the normal course of business, including actions brought on behalf of various classes of claimants. We are also subject to local, state and federal laws and regulations related to land development activities, house construction standards, sales practices, employment practices, environmental protection and financial services. As a result, we are subject to periodic examinations or inquiry by agencies administering these laws and regulations.

We record a reserve for potential legal claims and regulatory matters when they are probable of occurring and a potential loss is reasonably estimable. We accrue for these matters based on facts and circumstances specific to each matter and revise these estimates when necessary. In view of the inherent difficulty of predicting outcomes of legal claims and related contingencies, we generally cannot predict their ultimate resolution, related timing or eventual loss. Accordingly, it is possible that the ultimate outcome of any matter, if in excess of a related accrual or if no accrual was made, could be material to our financial statements. See Note 13, *Commitments and Contingencies*, of the notes to our consolidated financial statements included elsewhere in this annual report on Form 10-K.

**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**

Our common stock is listed on the NYSE under the ticker symbol "TPH".

**Issuer Purchases of Equity Securities**

On February 21, 2019, our board of directors approved a share repurchase program (the "2019 Repurchase Program"), authorizing the repurchase of shares of common stock with an aggregate value of up to \$100 million through March 31, 2020. On December 16, 2019, we announced that our board of directors had authorized the repurchase of up to an additional \$50 million through March 31, 2020, increasing the aggregate value of shares of common stock authorized to be repurchased under the 2019 Repurchase Program to \$150 million from \$100 million.

During the three months ended December 31, 2019, we repurchased the following shares under the 2019 Repurchase Program:

	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced program	Approximate dollar value of shares that may yet be purchased under the program
October 1, 2019 to October 31, 2019	—	\$ —	—	\$ 58,265,017
November 1, 2019 to November 30, 2019	1,723,702	\$ 15.25	1,723,702	\$ 31,986,649
December 1, 2019 to December 31, 2019	1,376,500	\$ 15.41	1,376,500	\$ 60,777,398
Total	3,100,202	\$ 15.32	3,100,202	

During the year ended December 31, 2019, we repurchased 6,135,622 shares of common stock at an average price of \$14.54 for an aggregate dollar amount of \$89.2 million. We repurchased 10,392,609 shares of common stock at an average price of \$14.05 for an aggregate dollar amount of \$146.1 million during the year ended December 31, 2018.

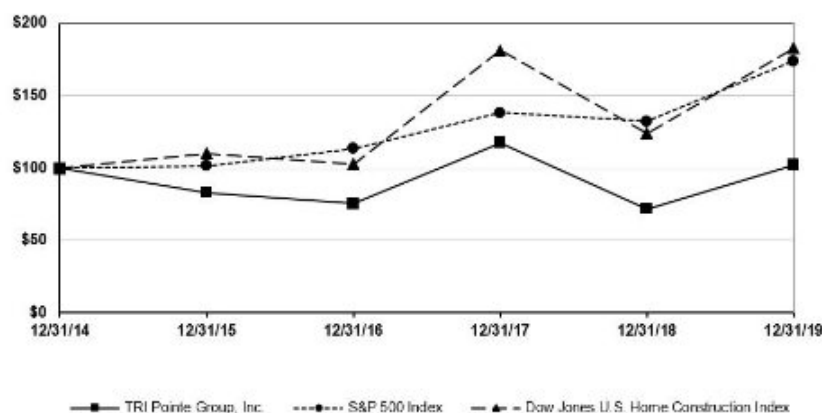
On February 13, 2020, our board of directors discontinued and cancelled the 2019 Repurchase Program and approved the 2020 Repurchase Program, authorizing the repurchase of shares of common stock with an aggregate value of up to \$200 million through March 31, 2021. Purchases of common stock pursuant to the 2020 Repurchase Program may be made in open market transactions effected through a broker-dealer at prevailing market prices, in block trades, or by other means in accordance with federal securities laws, including pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 under the Exchange Act. We are not obligated under the 2020 Repurchase Program to repurchase any specific number or dollar amount of shares of common stock, and we may modify, suspend or discontinue the 2020 Repurchase Program at any time. Our management will determine the timing and amount of repurchase in its discretion based on a variety of factors, such as the market price of our common stock, corporate requirements, general market economic conditions and legal requirements. Through the date of the filing of this annual report on Form 10-K, no shares of common stock have been repurchased under the 2020 Repurchase Program.

**Stockholder Return Performance Graph**

The following performance graph shows a comparison of the cumulative total returns to stockholders of the Company, as compared with the Standard & Poor's 500 Composite Stock Index and the Dow Jones U.S. Home Construction Index.

### Comparison of Cumulative Total Return

Among TRI Pointe Group, Inc., the S&P 500 Index, and the Dow Jones U.S. Home Construction Index



The above graph is based upon common stock and index prices calculated as of the dates indicated. The Company's common stock closing price on December 31, 2019 was \$15.58 per share. The stock price performance of the Company's common stock depicted in the graph above represents past performance only and is not necessarily indicative of future performance.

As of February 6, 2020, we had 80 holders of record of our common stock. We have not paid any dividends on our common stock and currently intend to retain any future earnings to finance the development and expansion of our business and, therefore, do not intend to pay cash dividends on our common stock for the foreseeable future. Any future determination to pay dividends will be at the discretion of our board of directors and will depend on our financial condition, results of operations, capital requirements, legal requirements, restrictions contained in any financing instruments and such other factors as our board of directors deems relevant. Accordingly, stockholders may need to sell their shares of our common stock to realize a return on their investment, and stockholders may not be able to sell their shares at or above the price they paid for them. See Part I, Item 1A, "Risk Factors—Risks Related to Ownership of Our Common Stock—We do not intend to pay dividends on our common stock for the foreseeable future" of this annual report on Form 10-K.

**Item 6. Selected Financial Data**

The following sets forth our selected financial and operating data on a historical basis. The following summary of selected financial data should be read in conjunction with our consolidated financial statements and the related notes and with “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” that are included elsewhere in this annual report on Form 10-K.

	Year Ended December 31,				
	2019	2018	2017	2016	2015
<b>Statement of Operations Data:</b>	(dollars in thousands, except per share amounts)				
<b>Homebuilding:</b>					
Home sales revenue	\$ 3,069,375	\$ 3,244,087	\$ 2,732,299	\$ 2,329,336	\$ 2,291,264
Land and lot sales revenue	7,176	8,758	74,269	72,272	101,284
Other operations revenue	2,470	8,164	2,333	2,314	7,601
Total revenues	3,079,021	3,261,009	2,808,901	2,403,922	2,400,149
Cost of home sales	2,462,708	2,536,899	2,173,251	1,836,327	1,808,776
Cost of land and lot sales	7,711	25,435	14,888	17,367	35,089
Other operations expense	2,434	3,174	2,298	2,247	4,360
Sales and marketing	195,148	187,267	137,066	127,903	116,217
General and administrative	157,161	155,030	137,764	124,119	120,825
Homebuilding income from operations	253,859	353,204	343,634	295,959	314,882
Equity in (loss) income of unconsolidated entities	(52)	(393)	(11,433)	179	1,460
Other income (loss), net	6,857	(419)	151	312	858
Homebuilding income before income taxes	260,664	352,392	332,352	296,450	317,200
<b>Financial Services:</b>					
Revenues	3,994	1,738	1,371	1,220	1,010
Expenses	2,887	582	331	253	181
Equity in income of unconsolidated entities	9,316	8,517	6,426	4,810	1,231
Financial services income before income taxes	10,423	9,673	7,466	5,777	2,060
<b>Income before income taxes</b>	<b>271,087</b>	<b>362,065</b>	<b>339,818</b>	<b>302,227</b>	<b>319,260</b>
Provision for income taxes	(63,900)	(90,552)	(152,267)	(106,094)	(112,079)
Net income	207,187	271,513	187,551	196,133	207,181
Net income attributable to noncontrolling interests	—	(1,602)	(360)	(962)	(1,720)
Net income available to common stockholders	\$ 207,187	\$ 269,911	\$ 187,191	\$ 195,171	\$ 205,461
<b>Earnings per share</b>					
Basic	\$ 1.47	\$ 1.82	\$ 1.21	\$ 1.21	\$ 1.27
Diluted	\$ 1.47	\$ 1.81	\$ 1.21	\$ 1.21	\$ 1.27

	Year Ended December 31,				
	2019	2018	2017	2016	2015
<b>Operating Data-Owned Projects:</b>	(dollars in thousands)				
Net new home orders	5,338	4,686	5,075	4,248	4,181
New homes delivered	4,921	5,071	4,697	4,211	4,057
Average sales price of homes delivered	\$ 624	\$ 640	\$ 582	\$ 553	\$ 565
Cancellation rate	15%	18%	15%	15%	16%
Average selling communities	145.7	130.1	127.5	118.3	115.9
Selling communities at end of period	137	146	130	124	104
Backlog at end of period, number of homes	1,752	1,335	1,571	1,193	1,156
Backlog at end of period, aggregate sales value	\$ 1,136,163	\$ 897,343	\$ 1,032,776	\$ 661,146	\$ 697,334

	Year Ended December 31,				
	2019	2018	2017	2016	2015
<b>Balance Sheet Data (at period end):</b>	(in thousands)				
Cash and cash equivalents	\$ 329,011	\$ 277,696	\$ 282,914	\$ 208,657	\$ 214,485
Real estate inventories	\$ 3,065,436	\$ 3,216,059	\$ 3,105,553	\$ 2,910,627	\$ 2,519,273
Total assets	\$ 3,858,690	\$ 3,884,203	\$ 3,805,381	\$ 3,564,640	\$ 3,138,071
Total debt, net	\$ 1,283,985	\$ 1,410,804	\$ 1,471,302	\$ 1,382,033	\$ 1,170,505
Total liabilities	\$ 1,672,148	\$ 1,827,266	\$ 1,875,054	\$ 1,716,130	\$ 1,451,608
Total equity	\$ 2,186,542	\$ 2,056,937	\$ 1,930,327	\$ 1,848,510	\$ 1,686,463

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

*The following should be read in conjunction with the sections of this annual report on Form 10-K entitled “Risk Factors,” “Cautionary Note Concerning Forward-Looking Statements,” “Selected Financial Data,” “Business” and our consolidated financial statements and related notes thereto included elsewhere in this annual report on Form 10-K. This discussion contains forward-looking statements reflecting current expectations that involve risks and uncertainties. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in the sections entitled “Risk Factors” and “Legal Proceedings” elsewhere in this annual report on Form 10-K.*

### **Overview and Outlook**

The year ended December 31, 2019 was a year of recovery in our industry coming off the demand pullback we experienced in the second half of 2018, which was impacted by rising mortgage rates and affordability concerns in certain of our markets. In 2019, new home orders increased 14% compared to the prior-year period, and backlog units at year end increased 31% compared to 2018. These year-over-year increases are an indication of both the solid demand environment we experienced during 2019 and the weaker demand we experienced in the second half of 2018, which resulted in fewer backlog units and lower backlog dollar value going into 2019. Despite the increased demand and more favorable market conditions we experienced in 2019, these reduced levels of backlog impacted our revenues and net income in 2019, as demonstrated by a decrease in deliveries of 3% from the prior year, which contributed to a 5% decrease in home sales revenue. Homebuilding gross margins decreased 200 basis points to 19.8% as incentives, particularly in the first half of 2019, significantly increased due to the market softness in 2018.

We believe that the backdrop of housing remains favorable and we are optimistic about the long-term outlook for our industry and our company due to the strength of the U.S. economy, low unemployment rates, interest rate levels, healthy consumer confidence, growing household formations and low levels of supply. We believe we are well positioned to capitalize on this strong economic environment due, in large part, to our emphasis on core locations in proximity to employment centers, quality schools and vibrant neighborhoods, as well as our premium brand positioning, which allows us to differentiate our homes from our competitors through thoughtful design, innovation and customer experience.

**Consolidated Financial Data (in thousands, except share and per share amounts):**

	Year Ended December 31,		
	2019	2018	2017
<b>Homebuilding:</b>			
Home sales revenue	\$ 3,069,375	\$ 3,244,087	\$ 2,732,299
Land and lot sales revenue	7,176	8,758	74,269
Other operations revenue	2,470	8,164	2,333
Total revenues	3,079,021	3,261,009	2,808,901
Cost of home sales	2,462,708	2,536,899	2,173,251
Cost of land and lot sales	7,711	25,435	14,888
Other operations expense	2,434	3,174	2,298
Sales and marketing	195,148	187,267	137,066
General and administrative	157,161	155,030	137,764
Homebuilding income from operations	253,859	353,204	343,634
Equity loss of unconsolidated entities	(52)	(393)	(11,433)
Other income (expense), net	6,857	(419)	151
Homebuilding income before income taxes	260,664	352,392	332,352
<b>Financial Services:</b>			
Revenues	3,994	1,738	1,371
Expenses	2,887	582	331
Equity in income of unconsolidated entities	9,316	8,517	6,426
Financial services income before income taxes	10,423	9,673	7,466
<b>Income before income taxes</b>	271,087	362,065	339,818
Provision for income taxes	(63,900)	(90,552)	(152,267)
Net income	207,187	271,513	187,551
Net income attributable to noncontrolling interests	—	(1,602)	(360)
Net income available to common stockholders	\$ 207,187	\$ 269,911	\$ 187,191
<b>Earnings per share</b>			
Basic	\$ 1.47	\$ 1.82	\$ 1.21
Diluted	\$ 1.47	\$ 1.81	\$ 1.21
<b>Weighted average shares outstanding</b>			
Basic	140,851,444	148,183,431	154,134,411
Diluted	141,394,227	149,004,690	155,085,366

**Year Ended December 31, 2019 Compared to Year Ended December 31, 2018**

**Net New Home Orders, Average Selling Communities and Monthly Absorption Rates by Segment**

	Year Ended December 31, 2019			Year Ended December 31, 2018			Percentage Change		
	Net New Home Orders	Average Selling Communities	Monthly Absorption Rates	Net New Home Orders	Average Selling Communities	Monthly Absorption Rates	Net New Home Orders	Average Selling Communities	Monthly Absorption Rates
Maracay	709	13.8	4.3	472	12.0	3.3	50 %	15 %	30 %
Pardee Homes	1,733	43.5	3.3	1,575	35.9	3.7	10 %	21 %	(11)%
Quadrant Homes	300	6.8	3.7	261	6.9	3.2	15 %	(1)%	16 %
Trendmaker Homes	914	37.1	2.1	601	29.1	1.7	52 %	27 %	24 %
TRI Pointe Homes	1,174	30.0	3.3	1,311	32.1	3.4	(10)%	(7)%	(3)%
Winchester Homes	508	14.5	2.9	466	14.1	2.8	9 %	3 %	4 %
Total	5,338	145.7	3.1	4,686	130.1	3.0	14 %	12 %	3 %

Net new home orders for the year ended December 31, 2019 increased 14% to 5,338, compared to 4,686 for the prior year. The increase in net new home orders was due to a 12% increase in average selling communities and a 3% increase in monthly absorption rates. Overall, the markets in which we operate demonstrated very strong demand throughout 2019 due to the strong market conditions and reduced mortgage interest rates, coming off the slowdown we experienced in the second half of 2018, which was impacted by rising mortgage interest rates and affordability concerns in certain markets.

Maracay reported a 50% increase in net new home orders driven by a 30% increase in monthly absorption rate and a 15% increase in average selling communities. The 4.3 monthly absorption rate was driven by strong demand for Maracay's new community openings during the current-year period as well as continued strong market fundamentals in Arizona. Pardee Homes reported a 10% increase in net new home orders due to a 21% increase in average selling communities offset by an 11% decrease in monthly absorption rate. The increase in average selling communities was a result of increased community growth in the Los Angeles, Inland Empire and San Diego markets. Overall demand for the year was strong at Pardee Homes with a monthly absorption rate of 3.3 homes per community. Net new home orders increased by 15% at Quadrant Homes due to a 16% increase in monthly absorption rate. The increase in monthly absorption rate was due to consistently strong market conditions experienced in 2019 compared to 2018, where affordability concerns of the consumer resulted in slower demand in the back half of the year. Net new home orders increased by 52% at Trendmaker Homes due to a 27% increase in average selling communities and a 24% increase in monthly absorption rate. The increase in net new home orders and average selling communities was largely the result of our acquisition of a Dallas-Fort Worth-based homebuilder in the fourth quarter of 2018. For the year ended December 31, 2019, Trendmaker Homes reported 277 net new home orders from 13.0 average selling communities in Dallas-Fort Worth, compared to 15 net new home orders and 1.1 average selling communities in the prior year. The increase in monthly absorption rate was due to improved market conditions in both Austin and Houston during 2019. TRI Pointe Homes' net new home orders decreased by 10% on a year over year basis due to a 7% decrease in average selling communities and a 3% decrease in monthly absorption rate. The decrease in monthly absorption rate was driven primarily by activity in our core Bay Area market, where we experienced stronger market conditions in the early half of 2018 as compared to 2019. Overall, demand remained strong in the markets in which TRI Pointe Homes operates, as evidenced by a monthly absorption rate of 3.3 homes per community per month at average selling prices above the company average. Winchester Homes experienced a 9% increase in net new home orders during the current-year period as a result of a 4% increase in monthly absorption rate and a 3% increase in average selling communities.

***Backlog Units, Backlog Dollar Value and Average Sales Price by Segment (dollars in thousands)***

	As of December 31, 2019			As of December 31, 2018			Percentage Change		
	Backlog Units	Backlog Dollar Value	Average Sales Price	Backlog Units	Backlog Dollar Value	Average Sales Price	Backlog Units	Backlog Dollar Value	Average Sales Price
Maracay	330	\$ 180,954	\$ 548	151	\$ 91,532	\$ 606	119%	98%	(10)%
Pardee Homes	460	336,837	732	402	309,453	770	14%	9%	(5)%
Quadrant Homes	89	79,789	897	46	47,777	1,039	93%	67%	(14)%
Trendmaker Homes	345	169,946	493	313	159,483	510	10%	7%	(3)%
TRI Pointe Homes	329	234,189	712	318	217,767	685	3%	8%	4 %
Winchester Homes	199	134,448	676	105	71,331	679	90%	88%	— %
Total	1,752	\$ 1,136,163	\$ 648	1,335	\$ 897,343	\$ 672	31%	27%	(4)%

Backlog units reflect the number of homes, net of actual cancellations experienced during the period, for which we have entered into a sales contract with a homebuyer but for which we have not yet delivered the home. Homes in backlog are generally delivered within three to nine months from the time the sales contract is entered into, although we may experience cancellations of sales contracts prior to delivery. Our cancellation rate of homebuyers who contracted to buy a home but did not close escrow (as a percentage of overall orders) was 15% and 18% for the years ended December 31, 2019 and 2018, respectively. The dollar value of backlog was approximately \$1.1 billion as of December 31, 2019, an increase of \$238.8 million, or 27%, compared to \$897.3 million as of December 31, 2018. This increase was due to an increase in backlog units of 417, or 31%, to 1,752 as of December 31, 2019, compared to 1,335 as of December 31, 2018, offset by a 4% decrease in the average sales price of homes in backlog to \$648,000 as of December 31, 2019, compared to \$672,000 as of December 31, 2018. The decrease in average sales price in backlog is due to a higher mix of backlog units in the entry level and move-up segments and a decrease in backlog units in the luxury segment as of December 31, 2019 compared to the prior year.

Maracay's backlog dollar value increased 98% compared to the prior year as a result of a 119% increase in backlog units partly offset by a 10% decrease in average sales price. The increase in backlog units was primarily related to strong demand for Maracay's new community openings during the current-year period as well as continued strong market fundamentals in Arizona. Maracay opened nine total communities in 2019 and experienced above average absorption rates at these newly opened communities. Pardee Homes' backlog dollar value increased by 9% due to a 14% increase in backlog units offset by a 5% decrease in average sales price. Quadrant Homes' backlog dollar value increased 67% as a result of a 93% increase in backlog units offset by a 14% decrease in average sales price. The increase in Quadrant Homes' backlog units is related to a more robust demand environment in the fourth quarter of 2019 compared to 2018. The decrease in average sales price is related to a mix shift with fewer luxury homes in backlog as of December 31, 2019 compared to 2018. Trendmaker Homes' backlog dollar value increased 7% due to a 10% increase in backlog units. The increase in backlog units is due to higher demand in 2019 as evidenced by Trendmaker Homes' 24% increase in monthly absorption rate in 2019. TRI Pointe Homes' backlog dollar value increased 8% due to a 4% increase in average sales price and a 3% increase in backlog units. Winchester Homes' backlog dollar value increased 88% due to a 90% increase in backlog units. The increase in backlog units was due to stronger market conditions in the second half of 2019 compared to the slowdown experienced during the second half of 2018.

***New Homes Delivered, Homes Sales Revenue and Average Sales Price by Segment (dollars in thousands)***

	Year Ended December 31, 2019			Year Ended December 31, 2018			Percentage Change		
	New Homes Delivered	Home Sales Revenue	Average Sales Price	New Homes Delivered	Home Sales Revenue	Average Sales Price	New Homes Delivered	Home Sales Revenue	Average Sales Price
Maracay	530	\$ 272,723	\$ 515	538	\$ 263,321	\$ 489	(1)%	4 %	5 %
Pardee Homes	1,675	1,101,580	658	1,582	999,710	632	6 %	10 %	4 %
Quadrant Homes	257	239,704	933	359	305,213	850	(28)%	(21)%	10 %
Trendmaker Homes	882	406,471	461	610	306,311	502	45 %	33 %	(8)%
TRI Pointe Homes	1,163	796,959	685	1,470	1,073,592	730	(21)%	(26)%	(6)%
Winchester Homes	414	251,938	609	512	295,940	578	(19)%	(15)%	5 %
<b>Total</b>	<b>4,921</b>	<b>\$ 3,069,375</b>	<b>\$ 624</b>	<b>5,071</b>	<b>\$ 3,244,087</b>	<b>\$ 640</b>	<b>(3)%</b>	<b>(5)%</b>	<b>(3)%</b>

Home sales revenue decreased \$174.7 million, or 5%, to \$3.1 billion for the year ended December 31, 2019. The decrease was comprised of: (i) \$96.0 million related to a 3% decrease in homes delivered to 4,921 for the year ended December 31, 2019 compared to 5,071 in the prior year, and (ii) \$78.8 million due to a 3% decrease in the average sales price of homes delivered to \$624,000 for the year ended December 31, 2019 from \$640,000 in the prior year.

Maracay reported a 4% increase in home sales revenue due to a 5% increase in average sales price offset by a 1% decrease in new homes delivered. The increase in average sales price was due to product mix, while the decrease in new homes delivered was primarily the result of the low backlog balance leading into 2019 compared to the backlog balance leading into 2018. Pardee Homes increased home sales revenue by 10% due to a 6% increase in new homes delivered and a 4% increase in average sales price. The increase in new homes delivered was due to an increase in selling communities while the increase in average sales price was due to product mix. Quadrant Homes reported a 21% decrease in home sales revenue due to a 28% decrease in new homes delivered, offset by a 10% increase in average sales price. The decrease in new homes delivered was largely due to the slowdown in demand experienced during the end of 2018, which negatively impacted our backlog leading into 2019. The increase in average sales price was the result of delivering more luxury units in core Puget Sound markets, which tend to have higher price points. Home sales revenue increased 33% at Trendmaker Homes due to a 45% increase in new homes delivered. The increase in new homes delivered was a result of the higher backlog to start the year and the 52% order growth during the year. Due to the timing of our acquisition of a Dallas-Fort Worth-based homebuilder in mid-December 2018, the acquisition did not materially impact prior year results, while we received the benefit of a full year of activity in 2019. TRI Pointe Homes reported a 26% decrease in home sales revenue as a result of a 21% decrease in new homes delivered and a 6% decrease in average sales price. The decrease in new homes delivered was driven by a lesser number of backlog units to start 2019 as compared to the prior-year period, and the decrease in average sales price was related to product mix. Home sales revenue decreased at Winchester Homes by 15% largely due to a 19% decrease in new homes delivered as a result of lower backlog units to start the year compared to the prior-year period and a 5% increase in average sales price due to product mix.

**Homebuilding Gross Margins (dollars in thousands)**

	Year Ended December 31,			
	2019	%	2018	%
Home sales revenue	\$ 3,069,375	100.0%	\$ 3,244,087	100.0%
Cost of home sales	2,462,708	80.2%	2,536,899	78.2%
Homebuilding gross margin	606,667	19.8%	707,188	21.8%
Add: interest in cost of home sales	81,567	2.7%	83,161	2.6%
Add: impairments and lot option abandonments	24,875	0.8%	5,010	0.2%
Adjusted homebuilding gross margin <sup>(1)</sup>	\$ 713,109	23.2%	\$ 795,359	24.5%
Homebuilding gross margin percentage	19.8%		21.8%	
Adjusted homebuilding gross margin percentage <sup>(1)</sup>	23.2%		24.5%	

(1) Non-GAAP financial measure (as discussed below).

Our homebuilding gross margin percentage decreased to 19.8% for the year ended December 31, 2019, as compared to 21.8% for the year ended December 31, 2018. The decrease in gross margin percentage was primarily due to the mix of deliveries and increased incentives offered in the back half of 2018 and into the first half of 2019, which we offered due to slower market conditions experienced during that period. Excluding interest and impairments and lot option abandonments in cost of home sales, adjusted homebuilding gross margin percentage was 23.2% for the year ended December 31, 2019 compared to 24.5% for the prior-year period.

Adjusted homebuilding gross margin is a non-GAAP financial measure. We believe this information is meaningful as it isolates the impact that leverage and non-cash charges have on homebuilding gross margin and permits investors to make better comparisons with our competitors, who adjust gross margins in a similar fashion. See the table above reconciling this non-GAAP financial measure to homebuilding gross margin, the nearest GAAP equivalent.

**Land and Lot Gross Margins (dollars in thousands)**

	Year Ended December 31,			
	2019	%	2018	%
Land and lot sales revenue	\$ 7,176	100.0 %	\$ 8,758	100.0 %
Cost of land and lot sales	7,711	107.5 %	25,435	290.4 %
Land and lot gross margin	\$ (535)	(7.5)%	\$ (16,677)	(190.4)%

Land and lot sales gross margin percentage can vary significantly due to the type of land and its related cost basis. Additionally, we expect land and lot sales revenue to vary significantly between reporting periods based on our business decisions to maintain or decrease our land ownership in various markets. Our land and lot sale decisions will be based on a variety of factors, including, without limitation, prevailing market conditions. Our land and lot negative gross margin percentage for the year ended December 31, 2018 was impacted by a \$17.5 million payment in connection with the settlement of a previously disclosed lawsuit related to the April 1989 sale by Pardee Homes of real property located in Carmel Valley, California to Scripps Health.

**Sales and Marketing, General and Administrative Expense (dollars in thousands)**

	Year Ended December 31,		As a Percentage of Home Sales Revenue	
	2019	2018	2019	2018
Sales and marketing	\$ 195,148	\$ 187,267	6.4%	5.8%
General and administrative (G&A)	157,161	155,030	5.1%	4.8%
Total sales and marketing and G&A	\$ 352,309	\$ 342,297	11.5%	10.6%

Sales and marketing expense as a percentage of home sales revenue increased to 6.4% for the year ended December 31, 2019 from 5.8% for the year ended December 31, 2018. The increase was due primarily to advertising costs impacted by the timing of future community openings, as well as an increase in broker commissions. In addition, the 5% decrease in home sales revenue resulted in lower utilization of leverage on the fixed components of our sales and marketing costs. Sales and marketing expense increased to \$195.1 million for the year ended December 31, 2019 compared to \$187.3 million in the prior-year period.

General and administrative expense as a percentage of home sales revenue increased to 5.1% for the year ended December 31, 2019 from 4.8% in the prior year. The increase was primarily the result of less operating leverage as a result of the 5% decrease in home sales revenue during the year. General and administrative expense increased by \$2.1 million to \$157.2 million for the year ended December 31, 2019 from \$155.0 million for the year ended December 31, 2018. The increase in general and administrative expenses is primarily related to incremental costs associated with the additional headcount to support future growth in our newer markets of Sacramento, California; Dallas–Fort Worth, Texas; and our newest division in the Carolinas.

Total sales and marketing and G&A (“SG&A”) expense increased \$10.0 million, or 3%, to \$352.3 million for the year ended December 31, 2019 from \$342.3 million in the prior-year period. SG&A increased to 11.5% of home sales revenue for the year ended December 31, 2019 from 10.6% for the year ended December 31, 2018.

### ***Interest***

Interest, which was incurred principally to finance land acquisitions, land development and home construction, totaled \$89.7 million and \$91.6 million for the years ended December 31, 2019 and 2018, respectively. All interest incurred in both periods was capitalized.

### ***Other Income (Expense), Net***

Other income (expense), net for the years ended December 31, 2019 and 2018 was income of \$6.9 million and expense of \$419,000, respectively. During the year ended December 31, 2019, we amended our existing tax sharing agreement with Weyerhaeuser Company (“Weyerhaeuser”), pursuant to which the parties agreed, among other things, that we had no further obligation to remit payment to Weyerhaeuser in connection with any potential utilization of certain deductions or losses associated with certain Weyerhaeuser entities with respect to federal and state taxes. As a result of the amendment, during the year ended December 31, 2019, we recorded other income of \$6.0 million related to the reduction of our income tax liability to Weyerhaeuser.

### ***Income Tax***

For the year ended December 31, 2019, we have recorded a tax provision of \$63.9 million based on an effective tax rate of 23.6%. For the year ended December 31, 2018, we recorded a tax provision of \$90.6 million based on an effective tax rate of 25.0%. The decrease in our 2019 income tax rate was due to the energy tax credit that was approved by Congress in December 2019.

### ***Financial Services Segment***

Income from our financial services operations increased to \$10.4 million for the year ended December 31, 2019 compared to income of \$9.7 million in the prior year. The increase in financial services income for the year ended December 31, 2019 compared to the prior year relates primarily to the growth of our mortgage financing operations as we continue to grow our capture rate. Our title and insurance services both experienced strong growth in revenue for the year ended December 31, 2019, offset by a similar increase in costs as we continue to expand the scope of these operations.

### ***Lots Owned or Controlled by Segment***

Lots owned or controlled include our share of lots controlled from our unconsolidated land development joint ventures. Investments in joint ventures are described in Note 6, *Investments in Unconsolidated Entities*, of the notes to our consolidated financial statements included elsewhere in this annual report on Form 10-K. The table below summarizes our lots owned or controlled by segment as of the dates presented:

	December 31,		Increase (Decrease)	
	2019	2018	Amount	%
<b>Lots Owned</b>				
Maracay	2,099	2,346	(247)	(11)%
Pardee Homes	13,126	13,700	(574)	(4)%
Quadrant Homes	977	883	94	11 %
Trendmaker Homes	2,852	1,661	1,191	72 %
TRI Pointe Homes	2,771	3,150	(379)	(12)%
Winchester Homes	1,020	1,317	(297)	(23)%
Total	22,845	23,057	(212)	(1)%
<b>Lots Controlled<sup>(1)</sup></b>				
Maracay	1,631	962	669	70 %
Pardee Homes	141	676	(535)	(79)%
Quadrant Homes	126	861	(735)	(85)%
Trendmaker Homes	1,182	831	351	42 %
TRI Pointe Homes	3,399	945	2,454	260 %
Winchester Homes	705	408	297	73 %
Total	7,184	4,683	2,501	53 %
<b>Total Lots Owned or Controlled<sup>(1)</sup></b>	<b>30,029</b>	<b>27,740</b>	<b>2,289</b>	<b>8 %</b>

<sup>(1)</sup> As of December 31, 2019 and 2018, lots controlled included lots that were under land option contracts or purchase contracts. As of December 31, 2019, lots controlled for Trendmaker Homes includes 135 lots, which represent our expected share of lots owned by an unconsolidated land development joint venture that was formed during the year ended December 31, 2019.

Total lots owned or controlled as of December 31, 2019 increased 8% from the prior year, driven primarily by the increase in lots controlled in our newer TRI Pointe Homes divisions in Sacramento, California and the Carolinas.

### **Year Ended December 31, 2018 Compared to Year Ended December 31, 2017**

#### ***Net New Home Orders, Average Selling Communities and Monthly Absorption Rates by Segment***

	Year Ended December 31, 2018			Year Ended December 31, 2017			Percentage Change		
	Net New Home Orders	Average Selling Communities	Monthly Absorption Rates	Net New Home Orders	Average Selling Communities	Monthly Absorption Rates	Net New Home Orders	Average Selling Communities	Monthly Absorption Rates
Maracay	472	12.0	3.3	597	14.8	3.4	(21)%	(19)%	(3)%
Pardee Homes	1,575	35.9	3.7	1,580	29.9	4.4	— %	20 %	(16)%
Quadrant Homes	261	6.9	3.2	395	7.5	4.4	(34)%	(8)%	(27)%
Trendmaker Homes	601	29.1	1.7	516	30.4	1.4	16 %	(4)%	21 %
TRI Pointe Homes	1,311	32.1	3.4	1,492	32.0	3.9	(12)%	— %	(13)%
Winchester Homes	466	14.1	2.8	495	12.9	3.2	(6)%	9 %	(13)%
Total	4,686	130.1	3.0	5,075	127.5	3.3	(8)%	2 %	(9)%

Net new home orders for the year ended December 31, 2018 decreased 8% to 4,686, compared to 5,075 for the year ended December 31, 2017. The decrease in net new home orders was due to an overall 9% decrease in monthly absorption rates slightly offset by a 2% increase in average selling communities. Overall, the markets in which we operate demonstrated very strong demand through the first half of the year with a slower monthly absorption pace throughout the second half of the year. The decline in monthly absorption rates in the second half of the year was due to reduced overall demand resulting from rising mortgage interest rates and affordability concerns in certain markets, most notably in Northern California communities at our TRI Pointe Homes brand and in the Seattle area communities at our Quadrant Homes brand.

Maracay reported a 21% decrease in net new home orders driven by an 19% decrease in average selling communities and a 3% decrease in monthly absorption rate. The 3.3 monthly absorption rate was the result of strong market fundamentals in our Arizona markets and successful new product offerings during 2018. The decrease in average selling communities was due to the timing of community openings and closings compared to 2017. Pardee Homes reported flat new home orders due to a combination of a 16% decrease in monthly absorption rate offset by a 20% increase in average selling communities. The increase in average selling communities was a result of increased community growth in the Los Angeles, Inland Empire and Las Vegas markets. Monthly absorption rates decreased 16% due to rising mortgage interest rates and affordability concerns during the year. Net new home orders decreased by 34% at Quadrant Homes largely due to the 27% decrease in monthly absorption rate. Our Quadrant Homes brand and the general Seattle market have seen significant pricing power over the past few years which led to affordability concerns by the consumer in the second half of 2018 that impacted our monthly absorption rate. Trendmaker Homes increased net new home orders by 16% due to a 21% increase in monthly absorption rate, partly offset by a 4% decrease in average selling communities. We experienced demand improvements in both Austin and Houston during 2018 which favorably impacted our monthly absorption rate. The acquisition of a Dallas based homebuilder in mid-December did not materially impact 2018 results for Trendmaker Homes. TRI Pointe Homes' net new home orders decreased by 12% on a year over year basis due to a 13% decrease in monthly absorption rate. Demand remained strong in the markets in which TRI Pointe Homes operates, as evidenced by a monthly absorption rate of 3.4 homes per community per month at average selling prices above the company average. Despite the overall high demand, market conditions in California slowed down in the second half of the year after a very strong first half due to similar concerns over rising mortgage interest rates and affordability. Winchester Homes experienced a 6% decrease in net new home orders as a result of a 13% decrease in monthly absorption rate due to slower demand, slightly offset by a 9% increase in average selling communities.

***Backlog Units, Backlog Dollar Value and Average Sales Price by Segment (dollars in thousands)***

	As of December 31, 2018			As of December 31, 2017			Percentage Change		
	Backlog Units	Backlog Dollar Value	Average Sales Price	Backlog Units	Backlog Dollar Value	Average Sales Price	Backlog Units	Backlog Dollar Value	Average Sales Price
Maracay	151	\$ 91,532	\$ 606	217	\$ 106,061	\$ 489	(30)%	(14)%	24 %
Pardee Homes	402	309,453	770	409	299,083	731	(2)%	3 %	5 %
Quadrant Homes	46	47,777	1,039	144	107,714	748	(68)%	(56)%	39 %
Trendmaker Homes	313	159,483	510	173	93,974	543	81 %	70 %	(6)%
TRI Pointe Homes	318	217,767	685	477	331,562	695	(33)%	(34)%	(1)%
Winchester Homes	105	71,331	679	151	94,381	625	(30)%	(24)%	9 %
Total	1,335	\$ 897,343	\$ 672	1,571	\$ 1,032,775	\$ 657	(15)%	(13)%	2 %

Backlog units reflect the number of homes, net of actual cancellations experienced during the period, for which we have entered into a sales contract with a homebuyer but for which we have not yet delivered the home. Homes in backlog are generally delivered within three to nine months from the time the sales contract is entered into, although we may experience cancellations of sales contracts prior to delivery. Our cancellation rate of homebuyers who contracted to buy a home but did not close escrow (as a percentage of overall orders) was 18% and 15% for the years ended December 31, 2018 and 2017, respectively. The dollar value of backlog was approximately \$897.3 million as of December 31, 2018, a decrease of \$135.4 million, or 13%, compared to \$1.0 billion as of December 31, 2017. This decrease was due to a decrease in backlog units of 236, or 15%, to 1,335 as of December 31, 2018, compared to 1,571 as of December 31, 2017, offset by a 2% increase in the average sales price of homes in backlog to \$672,000 as of December 31, 2018, compared to \$657,000 as of December 31, 2017.

Maracay's backlog dollar value decreased 14% compared to the year ended December 31, 2017 as a result of a 30% decrease in backlog units partly offset by a 24% increase in average sales price. The decrease in backlog units was primarily

related to the 21% decrease in net new home orders, while the increase in average sales price was due to a product mix shift that included a greater proportion of move-up and luxury product compared to 2017. Pardee Homes' backlog dollar value increased slightly by 3% due to a 5% increase in average sales price, offset by a 2% decrease in backlog units. Quadrant Homes' backlog dollar value decreased 56% as a result of a 68% decrease in backlog units offset by a 39% increase in average sales price. The decrease in backlog units was related to the 34% decrease in net new home orders. The increase in average sales price related to a higher mix of move up and luxury homes from core Seattle markets of King and Snohomish counties which have higher price points. Trendmaker Homes' backlog dollar value increased 70% due to an 81% increase in backlog units. The increase in backlog units was due to the acquisition of a Dallas homebuilder in the fourth quarter of 2018 that had 135 homes in backlog as of December 31, 2018, in addition to the 16% increase in net new home orders resulting from an increase in buyer demand in both Houston and Austin. TRI Pointe Homes' backlog dollar value decreased 34% due to a 33% decrease in backlog units. The decrease in backlog units was primarily due to the slower market conditions experienced in California during the second half of 2018 resulting in a 12% decrease in net new home orders. Winchester Homes' backlog dollar value decreased 24% due to a 30% decrease in backlog units. The decrease in backlog units was due to the timing of deliveries compared to 2017 along with the 6% decrease in net new home orders in 2018.

***New Homes Delivered, Homes Sales Revenue and Average Sales Price by Segment (dollars in thousands)***

	Year Ended December 31, 2018			Year Ended December 31, 2017			Percentage Change		
	New Homes Delivered	Home Sales Revenue	Average Sales Price	New Homes Delivered	Home Sales Revenue	Average Sales Price	New Homes Delivered	Home Sales Revenue	Average Sales Price
Maracay	538	\$ 263,321	\$ 489	628	\$ 296,768	\$ 473	(14)%	(11)%	3%
Pardee Homes	1,582	999,710	632	1,431	756,433	529	11 %	32 %	19%
Quadrant Homes	359	305,213	850	352	245,507	697	2 %	24 %	22%
Trendmaker Homes	610	306,311	502	506	250,033	494	21 %	23 %	2%
TRI Pointe Homes	1,470	1,073,592	730	1,313	927,247	706	12 %	16 %	3%
Winchester Homes	512	295,940	578	467	256,311	549	10 %	15 %	5%
Total	5,071	\$ 3,244,087	\$ 640	4,697	\$ 2,732,299	\$ 582	8 %	19 %	10%

Home sales revenue increased \$511.8 million, or 19% to \$3.2 billion for the year ended December 31, 2018. The increase was comprised of: (i) \$294.2 million due to a 10% increase in the average sales price of homes delivered to \$640,000 for the year ended December 31, 2018 from \$582,000 in 2017, and (ii) \$217.6 million related to an 8% increase in homes delivered to 5,071 for the year ended December 31, 2018 compared to 4,697 in 2017.

Maracay reported an 11% decrease in home sales revenue due to a 14% decrease in new homes delivered, slightly offset by a 3% increase in average sales price. The decrease in new homes delivered was a result of the 21% decrease in net new home orders in 2018 due to lower average communities compared to 2017. Pardee Homes increased home sales revenue by 32% due to a 19% increase in average sales price and an 11% increase in new homes delivered. The increase in average sales price was due to a product mix shift that included a greater proportion of deliveries from our higher priced long-dated California assets. In addition, our average sales price increased 20% in Las Vegas due to a higher mix of move up and luxury deliveries in 2018. Quadrant Homes increased home sales revenue by 24% driven primarily by an increase in average sales price. The 22% increase in average sales price was the result of delivering more luxury units in the core Seattle markets of King and Snohomish counties which have higher price points. Home sales revenue increased 23% at Trendmaker Homes due to a 21% increase in new homes delivered. The increase in new homes delivered was a result of the higher backlog to start the year and a 16% order growth during the year. Due to the timing of our acquisition of a Dallas based homebuilder in mid-December, the acquisition did not materially impact 2018 results. TRI Pointe Homes reported a 16% increase in home sales revenue as a result of a 12% increase in new homes delivered and a 3% increase in average sales price. The increase in new homes delivered was driven by a larger opening balance of backlog entering 2018 compared to 2017. Home sales revenue increased at Winchester Homes by 15% largely due to a 10% increase in new homes delivered as a result of a greater number of backlog units to start the year compared to 2017 and a 5% increase in average sales price due to product mix.

**Homebuilding Gross Margins (dollars in thousands)**

	Year Ended December 31,			
	2018	%	2017	%
Home sales revenue	\$ 3,244,087	100.0%	\$ 2,732,299	100.0%
Cost of home sales	2,536,899	78.2%	2,173,251	79.5%
Homebuilding gross margin	707,188	21.8%	559,048	20.5%
Add: interest in cost of home sales	83,161	2.6%	64,835	2.4%
Add: impairments and lot option abandonments	5,010	0.2%	2,020	0.1%
Adjusted homebuilding gross margin <sup>(1)</sup>	\$ 795,359	24.5%	\$ 625,903	22.9%
Homebuilding gross margin percentage	21.8%		20.5%	
Adjusted homebuilding gross margin percentage <sup>(1)</sup>	24.5%		22.9%	

<sup>(1)</sup> Non-GAAP financial measure (as discussed below).

Our homebuilding gross margin percentage increased to 21.8% for the year ended December 31, 2018, as compared to 20.5% for the year ended December 31, 2017. The increase in gross margin percentage was due to the mix of deliveries, with a greater proportion of deliveries from our long-dated California communities, which produce gross margins above the Company average. In addition, gross margin percentage increased due to the accounting changes resulting from the adoption of ASC 606 on January 1, 2018. For further details on ASC 606, see Note 1, *Organization and Summary of Significant Accounting Policies* of the notes to our consolidated financial statements included elsewhere in this annual report on Form 10-K. Excluding interest and impairments and lot option abandonments in cost of home sales, adjusted homebuilding gross margin percentage was 24.5% for the year ended December 31, 2018 compared to 22.9% for the year ended December 31, 2017.

Adjusted homebuilding gross margin is a non-GAAP financial measure. We believe this information is meaningful as it isolates the impact that leverage and non-cash charges have on homebuilding gross margin and permits investors to make better comparisons with our competitors, who adjust gross margins in a similar fashion. See the table above reconciling this non-GAAP financial measure to homebuilding gross margin, the nearest GAAP equivalent.

**Land and Lot Gross Margins (dollars in thousands)**

	Year Ended December 31,			
	2018	%	2017	%
Land and lot sales revenue	\$ 8,758	100.0 %	\$ 74,269	100.0%
Cost of land and lot sales	25,435	290.4 %	14,888	20.0%
Land and lot gross margin	\$ (16,677)	(190.4)%	\$ 59,381	80.0%

Our land and lot negative gross margin percentage for the year ended December 31, 2018 was impacted by a \$17.5 million payment in connection with the settlement of a previously disclosed lawsuit related to the April 1989 sale by Pardee Homes of real property located in Carmel Valley, California to Scripps Health. During the year ended December 31, 2017, Pardee Homes sold a parcel consisting of 69 homebuilding lots, located in the Pacific Highlands Ranch community in San Diego, California, representing \$66.8 million in land and lot sales revenue and \$56.1 million in land and lot gross margin. This sale resulted in significant gross margin due to the low land basis of the Pacific Highlands Ranch community, which was acquired in 1981.

Land and lot sales gross margin percentage can vary significantly due to the type of land and its related cost basis. Additionally, we expect land and lot sales revenue to vary significantly between reporting periods based on our business decisions to maintain or decrease our land ownership in various markets. Our land and lot sale decisions will be based on a variety of factors, including, without limitation, prevailing market conditions.

***Sales and Marketing, General and Administrative Expense (dollars in thousands)***

	Year Ended December 31,		As a Percentage of Home Sales Revenue	
	2018	2017	2018	2017
Sales and marketing	\$ 187,267	\$ 137,066	5.8%	5.0%
General and administrative (G&A)	155,030	137,764	4.8%	5.1%
Total sales and marketing and G&A	\$ 342,297	\$ 274,830	10.6%	10.1%

Sales and marketing expense as a percentage of home sales revenue increased to 5.8% for the year ended December 31, 2018 from 5.0% for the year ended December 31, 2017. The increase was due primarily to advertising costs impacted by the timing of future community openings. This was offset by the higher operating leverage on the fixed components of sales and marketing expenses as a result of the 19% increase in homes sales revenue. Sales and marketing expense increased to \$187.3 million compared to \$137.1 million in the prior-year period due to higher advertising costs and the variable cost associated with higher home sales revenue, in addition to the accounting changes resulting from the adoption of ASC 606 on January 1, 2018.

General and administrative expense as a percentage of home sales revenue decreased to 4.8% for the year ended December 31, 2018 from 5.1% in the prior year. The decrease was primarily the result of higher operating leverage as a result of the 19% increase in homes sales revenue during the year. General and administrative expense increased by \$17.3 million to \$155.0 million for the year ended December 31, 2018 from \$137.8 million for the prior year ended December 31, 2017. The increase in general and administrative expenses is primarily related to incremental costs associated with the additional headcount to support future growth in our newer markets of Los Angeles and Sacramento, California, Austin and Dallas–Fort Worth, Texas and our new division in the Carolinas.

Total sales and marketing and G&A (“SG&A”) expense increased \$67.5 million, or 25%, to \$342.3 million for the year ended December 31, 2018 from \$274.8 million in the prior year period. SG&A increased to 10.6% of home sales revenue from 10.1% for the years ended December 31, 2018 and 2017, respectively.

***Interest***

Interest, which was incurred principally to finance land acquisitions, land development and home construction, totaled \$91.6 million and \$84.3 million for the years ended December 31, 2018 and 2017, respectively. All interest incurred in both periods was capitalized. The increase in interest incurred during the year ended December 31, 2018 as compared to the prior year was primarily attributable to an increase in our debt balance and weighted average interest rate, as a result of the issuance of our \$300.0 million aggregate principal amount of 5.250% Senior Notes due 2027 (the “2027 Notes”) in June 2017.

***Income Tax***

For the year ended December 31, 2018, we have recorded a tax provision of \$90.6 million based on an effective tax rate of 25.0%. For the year ended December 31, 2017, we recorded a tax provision of \$152.3 million based on an effective tax rate of 44.8%. The decrease in the 2018 income tax rate was due to the lower Federal tax rate resulting from the Tax Cuts and Jobs Act that was signed into law in December 2017. In addition to the lower rate resulting from this legislation, we recorded a prior year charge of \$22.0 million as a result of the re-measurement of our deferred tax assets.

***Financial Services Segment***

Income from our financial services operations increased to \$9.7 million for the year ended December 31, 2018 compared to income of \$7.5 million in the prior year. The increase in financial services income for the year ended December 31, 2018 compared to the prior year primarily relates to the growth of our mortgage financing and title services operations. Both our mortgage financing and title service operations were started in late 2014 and have experienced steady year over year growth from inception. In early 2018, we further expanded our suite of financial services operations to include homeowners insurance services.

***Homebuilding Equity Loss of Unconsolidated Entities***

Total homebuilding equity loss from unconsolidated entities was \$393,000 for the year ended December 31, 2018 compared to \$11.4 million for the year ended December 31, 2017. The change in loss for the year ended December 31, 2018

compared to the year ended December 31, 2017 was primarily driven by a \$13.2 million impairment charge during the fourth quarter of 2017 related to a joint venture formed as a limited liability company in 1999 for the entitlement and development of land located in Los Angeles County, California. This impairment charge in 2017 is included in equity loss income of unconsolidated entities under our homebuilding operations on the consolidated statements of operations.

### ***Lots Owned or Controlled by Segment***

Lots owned or controlled include our share of lots controlled from our unconsolidated land development joint ventures. Investments in joint ventures are described in Note 6, *Investments in Unconsolidated Entities*, of the notes to our consolidated financial statements included elsewhere in this annual report on Form 10-K. The table below summarizes our lots owned or controlled by segment as of the dates presented:

	December 31,		Increase (Decrease)	
	2018	2017	Amount	%
<b>Lots Owned</b>				
Maracay	2,346	1,950	396	20 %
Pardee Homes	13,700	14,925	(1,225)	(8)%
Quadrant Homes	883	1,070	(187)	(17)%
Trendmaker Homes	1,661	1,508	153	10 %
TRI Pointe Homes	3,150	2,890	260	9 %
Winchester Homes	1,317	1,597	(280)	(18)%
Total	23,057	23,940	(883)	(4)%
<b>Lots Controlled<sup>(1)</sup></b>				
Maracay	962	569	393	69 %
Pardee Homes	676	219	457	209 %
Quadrant Homes	861	656	205	31 %
Trendmaker Homes	831	347	484	139 %
TRI Pointe Homes	945	1,074	(129)	(12)%
Winchester Homes	408	507	(99)	(20)%
Total	4,683	3,372	1,311	39 %
<b>Total Lots Owned or Controlled<sup>(1)</sup></b>	<b>27,740</b>	<b>27,312</b>	<b>428</b>	<b>2 %</b>

(1) As of December 31, 2018 and 2017, lots controlled included lots that were under land option contracts or purchase contracts.

## **Liquidity and Capital Resources**

### ***Overview***

Our principal uses of capital for the year ended December 31, 2019 were operating expenses, share repurchases, debt repayments, land purchases, land development and home construction. We used funds generated by our operations and available borrowings under the Credit Facility to meet our short-term working capital requirements. We remain focused on generating positive margins in our homebuilding operations and acquiring desirable land positions in order to maintain a strong balance sheet and keep us poised for growth. As of December 31, 2019, we had \$329.0 million of cash and cash equivalents. We believe that we have sufficient cash and sources of financing for at least the next twelve months.

Our board of directors will consider a number of factors when evaluating our level of indebtedness and when making decisions regarding the incurrence of new indebtedness, including the purchase price of assets to be acquired with debt financing, the estimated market value of our assets and the ability of particular assets, and our company as a whole, to generate cash flow to cover the expected debt service.

### ***Senior Notes***

In June 2017, TRI Pointe Group issued \$300.0 million aggregate principal amount of 5.250% Senior Notes due 2027 (the “2027 Notes”) at 100.00% of their aggregate principal amount. Net proceeds of this issuance were \$296.3 million, after

debt issuance costs and discounts. The 2027 Notes mature on June 1, 2027 and interest is paid semiannually in arrears on June 1 and December 1 of each year until maturity, beginning on December 1, 2017.

In May 2016, TRI Pointe Group issued \$300.0 million aggregate principal amount of 4.875% Senior Notes due 2021 (the “2021 Notes”) at 99.44% of their aggregate principal amount. Net proceeds of this issuance were \$293.9 million, after debt issuance costs and discounts. The 2021 Notes mature on July 1, 2021 and interest is paid semiannually in arrears on January 1 and July 1.

TRI Pointe Group and its wholly owned subsidiary TRI Pointe Homes, Inc. (“TRI Pointe Homes”) are co-issuers of the 5.875% Senior Notes due 2024 (the “2024 Notes”) and the 4.375% Senior Notes that matured on June 15, 2019 (the “2019 Notes”). The 2024 Notes were issued at 98.15% of their aggregate principal amount. The net proceeds from the offering of the 2019 Notes and the 2024 Notes were \$861.3 million, after debt issuance costs and discounts. The 2024 Notes mature on June 15, 2024, with interest payable semiannually in arrears on June 15 and December 15.

Our outstanding senior notes (the “Senior Notes”) contain covenants that restrict our ability to, among other things, create liens or other encumbrances, enter into sale and leaseback transactions, or merge or sell all or substantially all of our assets. These limitations are subject to a number of qualifications and exceptions. As of December 31, 2019, we were in compliance with the covenants required by our Senior Notes.

### ***Loans Payable***

On March 29, 2019, we entered into a Second Amended and Restated Credit Agreement (the “Credit Agreement”), which amended and restated our Amended and Restated Credit Agreement, dated as of July 7, 2015. The Credit Facility (as defined below), which matures on March 29, 2023, consists of a \$600 million revolving credit facility (the “Revolving Facility”) and a \$250 million term loan facility (the “Term Facility”) and together with the Revolving Facility, the “Credit Facility”). The Term Facility includes a 90-day delayed draw provision, which allowed us to draw the full \$250 million from the Term Facility in June 2019 in connection with the maturity of the 2019 Notes. We may increase the Credit Facility to not more than \$1 billion in the aggregate, at our request, upon satisfaction of specified conditions. The Revolving Facility contains a sublimit of \$75 million for letters of credit. We may borrow under the Revolving Facility in the ordinary course of business to repay senior notes and fund our operations, including our land acquisition, land development and homebuilding activities. Borrowings under the Revolving Facility will be governed by, among other things, a borrowing base. Interest rates on borrowings under the Revolving Facility will be based on either a daily Eurocurrency base rate or a Eurocurrency rate, in either case, plus a spread ranging from 1.25% to 2.00%, depending on our leverage ratio. Interest rates on borrowings under the Term Facility will be based on either a daily Eurocurrency base rate or a Eurocurrency rate, in either case, plus a spread ranging from 1.10% to 1.85%, depending on the Company’s leverage ratio.

We had no outstanding debt under the Revolving Facility as of December 31, 2019 and 2018. As of December 31, 2019, we had \$250 million outstanding debt under the Term Facility with an interest rate of 3.29%. As of December 31, 2019 and 2018, there was \$4.3 million and \$2.4 million, of capitalized debt financing costs. These costs related to the Credit Facility will amortize over the remaining term of the Credit Facility and are included in other assets on our consolidated balance sheets. Accrued interest, including loan commitment fees, related to the Credit Facility was \$1.2 million and \$402,000 as of December 31, 2019 and December 31, 2018, respectively.

At December 31, 2019 and 2018, we had outstanding letters of credit of \$32.6 million and \$31.8 million, respectively. These letters of credit were issued to secure various financial obligations. We believe it is not probable that any outstanding letters of credit will be drawn upon.

### Covenant Compliance

Under the Credit Facility, we are required to comply with certain financial covenants, including, but not limited to, those set forth in the table below (dollars in thousands):

Financial Covenants	Actual at December 31, 2019	Covenant Requirement at December 31, 2019
Consolidated Tangible Net Worth, as defined (Not less than \$1.35 billion plus 50% of net income and 50% of the net proceeds from equity offerings after December 31, 2018)	\$ 2,026,637	\$ 1,453,594
Leverage Test (Not to exceed 55%)	32.6%	≤55%
Interest Coverage Test (Not less than 1.5:1.0)	4.7	≥1.5

As of December 31, 2019, we were in compliance with all of the above financial covenants.

### Leverage Ratios

We believe that our leverage ratios provide useful information to the users of our financial statements regarding our financial position and cash and debt management. The ratio of debt-to-capital and the ratio of net debt-to-net capital are calculated as follows (dollars in thousands):

	December 31, 2019	December 31, 2018
Loans payable	\$ 250,000	\$ —
Senior notes	1,033,985	1,410,804
Total debt	1,283,985	1,410,804
Stockholders' equity	2,186,530	2,056,924
Total capital	\$ 3,470,515	\$ 3,467,728
Ratio of debt-to-capital <sup>(1)</sup>	37.0%	40.7%
Total debt	\$ 1,283,985	\$ 1,410,804
Less: Cash and cash equivalents	(329,011)	(277,696)
Net debt	954,974	1,133,108
Stockholders' equity	2,186,530	2,056,924
Net capital	\$ 3,141,504	\$ 3,190,032
Ratio of net debt-to-net capital <sup>(2)</sup>	30.4%	35.5%

<sup>(1)</sup> The ratio of debt-to-capital is computed as the quotient obtained by dividing total debt by the sum of total debt plus stockholders' equity.

<sup>(2)</sup> The ratio of net debt-to-net capital is a non-GAAP financial measure and is computed as the quotient obtained by dividing net debt (which is debt less cash and cash equivalents) by the sum of net debt plus stockholders' equity. The most directly comparable GAAP financial measure is the ratio of debt-to-capital. We believe the ratio of net debt-to-net capital is a relevant financial measure for investors to understand the leverage employed in our operations and as an indicator of our ability to obtain financing. See the table above reconciling this non-GAAP financial measure to the ratio of debt-to-capital.

### Cash Flows—Year Ended December 31, 2019 Compared to Year Ended December 31, 2018

The comparison of cash flows for the years ended December 31, 2019 and 2018 is as follows:

- Net cash provided by operating activities increased by \$5.3 million to \$316.0 million in 2019 from cash provided of \$310.7 million in 2018. The change was primarily composed of a decrease in cash outflow related to real estate inventories of \$212.0 million in 2019 as we decreased our land acquisition and development spending. The remaining offsetting activity included (i) a decrease in net income to \$207.2 million in 2019 compared to \$271.5

million in 2018, (iii) a decrease in accounts receivables of \$92.2 million due to the timing of escrow closings and (ii) other offsetting activity including changes in other assets, accrued expenses and other liabilities and deferred income taxes.

- Net cash used in investing activities was \$37.3 million in 2019 compared to \$95.4 million in 2018. The higher cash used in 2018 was due primarily to our acquisition of a Dallas based homebuilder. Cash used in investments in unconsolidated entities increased by \$4.7 million and was due primarily to the investment in a joint venture in our Trendmaker division in the fourth quarter of 2019.
- Net cash used in financing activities increased to \$227.4 million in 2019 from cash used of \$220.5 million in 2018. The change was primarily a result of net debt repayments in 2019 of \$131.9 million compared to \$68.1 million in 2018. This increase was offset by a decrease in cash used for share repurchases of \$56.8 million to \$89.2 million in 2019 compared to \$146.1 million in 2018.

As of December 31, 2019, our cash and cash equivalents balance was \$329.0 million.

#### ***Cash Flows—Year Ended December 31, 2018 Compared to Year Ended December 31, 2017***

The comparison of cash flows for the years ended December 31, 2018 and 2017 is as follows:

- Net cash provided by operating activities increased by \$209.0 million to \$310.7 million in 2018 from cash provided of \$101.7 million in 2017. The change was primarily composed of a decrease in cash outflow related to real estate inventories of \$113.5 million in 2018 as we decreased our land acquisition and development spending. Other activity included (i) an increase in net income to \$271.5 million in 2018 compared to \$187.6 million in 2017 and (ii) other offsetting activity including changes in other assets, receivables, accrued expenses and other liabilities and deferred income taxes.
- Net cash used in investing activities was \$95.4 million in 2018 compared to \$3.6 million in 2017. The increase in cash used in 2018 was due primarily to our acquisition of a Dallas based homebuilder and higher purchases of property and equipment. The large increase in purchases of property and equipment is due to the accounting changes resulting from the adoption of ASC 606 on January 1, 2018. Most model and sales office costs were previously recorded to inventory and were presented as an operating cash flow. Subsequent to the adoption of ASC 606 these purchases are recorded as fixed assets and included as investing cash flows.
- Net cash used in financing activities increased to \$220.5 million in 2018 from cash used of \$23.8 million in 2017. The change was primarily a result of net debt repayments in 2018 of \$68.1 million compared to net borrowings of \$80.3 million in 2017. In addition, share repurchase activity increased by \$33.8 million in 2018 compared to the prior year.

As of December 31, 2018, our cash and cash equivalents balance was \$277.7 million.

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

In the ordinary course of business, we enter into land option contracts in order to procure lots for the construction of our homes. We are subject to customary obligations associated with entering into contracts for the purchase of land and improved lots. These purchase contracts typically require a cash deposit and the purchase of properties under these contracts is generally contingent upon satisfaction of certain requirements by the sellers, including obtaining applicable property and development entitlements. We also utilize option contracts with land sellers and land banking arrangements as a method of acquiring land in staged takedowns, to help us manage the financial and market risk associated with land holdings, and to reduce the use of funds from our corporate financing sources. These option contracts and land banking arrangements generally require a non-refundable deposit for the right to acquire lots over a specified period of time at pre-determined prices. We generally have the right at our discretion to terminate our obligations under both purchase contracts and option contracts by forfeiting our cash deposit with no further financial responsibility to the land seller. When market conditions are such that land values are not appreciating, existing option agreements may become less desirable, at which time we may elect to forfeit deposits and pre-acquisition costs and terminate the agreements. In some cases, however, we may be contractually obligated to complete development work even if we terminate the option to procure land or lots. As of December 31, 2019, we had \$74.1 million of non-refundable cash deposits pertaining to land option contracts and purchase contracts with an aggregate remaining purchase price of approximately \$799.3 million (net of deposits).

Our utilization of land option contracts and land banking arrangements is dependent on, among other things, the availability of land sellers or land banking firms willing to enter into option takedown arrangements, the availability of capital to finance the development of optioned lots, general housing market conditions, and local market dynamics. Options may be more difficult to procure from land sellers in strong housing markets and are more prevalent in certain geographic regions.

As of December 31, 2019, we had \$567.4 million of availability under the Credit Facility after considering the borrowing base provisions and outstanding letters of credit.

### Contractual Obligations Table

The following table summarizes our future estimated cash payments under existing contractual obligations as of December 31, 2019, including estimated cash payments due by period. Our purchase obligations represent commitments for land purchases under land purchase and land option contracts with non-refundable deposits.

Contractual Obligations	Payments Due by Period				
	Total	Less Than 1 Year	1–3 Years	4–5 Years	After 5 Years
	(in thousands)				
Long-term debt principal payments <sup>(1)</sup>	\$ 1,300,000	\$ —	\$ 300,000	\$ 700,000	\$ 300,000
Long-term debt interest payments <sup>(2)</sup>	292,366	65,155	115,725	72,112	39,374
Operating leases <sup>(3)</sup>	35,045	8,592	12,790	7,260	6,403
Ground leases <sup>(4)</sup>	96,202	2,984	5,968	5,968	81,282
Purchase obligations <sup>(5)</sup>	799,319	495,997	302,552	770	—
Total	<u>\$ 2,522,932</u>	<u>\$ 572,728</u>	<u>\$ 737,035</u>	<u>\$ 786,110</u>	<u>\$ 427,059</u>

- (1) For a more detailed description of our long-term debt, please see Note 11, *Senior Notes and Loans Payable*, of the notes to our consolidated financial statements included elsewhere in this annual report on Form 10-K.
- (2) Includes fixed interest payments on our senior notes and estimated interest payments on our variable rate term loan.
- (3) Includes leases relating to office space, buildings and equipment. For a more detailed description of our operating leases, see Note 13, *Commitments and Contingencies*, of the notes to our consolidated financial statements included elsewhere in this annual report on Form 10-K.
- (4) Ground lease obligations have been fully subleased through 2041. Our lease commitment net of sublease income was \$31.0 million as of December 31, 2019. For a more detailed description of our ground leases, see Note 13, *Commitments and Contingencies*, of the notes to our consolidated financial statements included elsewhere in this annual report on Form 10-K.
- (5) Includes \$799.3 million (net of deposits) of the remaining purchase price for all land options contracts and purchase contracts as of December 31, 2019. For a more detailed description of our land purchase and option contracts, please see the discussion set forth above in the section entitled “Off-Balance Sheet Arrangements.”

### Inflation

Our homebuilding operations can be adversely impacted by inflation, primarily from higher land, financing, labor, material and construction costs. In addition, inflation can lead to higher mortgage rates, which can significantly affect the affordability of mortgage financing to homebuyers. While we attempt to pass on cost increases to homebuyers through increased prices, when weak housing market conditions exist, we are often unable to offset cost increases with higher selling prices.

### Seasonality

Historically, the homebuilding industry experiences seasonal fluctuations in quarterly operating results and capital requirements. We typically experience the highest new home order activity during the first and second quarters of our fiscal year, although this activity is also highly dependent on the number of active selling communities, timing of new community openings and other market factors. Since it typically takes four to six months to construct a new home, the number of homes delivered and associated home sales revenue typically increases in the third and fourth quarters of our fiscal year as new home orders sold earlier in the year convert to home deliveries. Due to this seasonality, home starts, construction costs and related cash outflows have historically been highest in the second and third quarters of our fiscal year, and the majority of cash receipts from home deliveries occur during the second half of the year. We expect this seasonal pattern to continue over the long-term, although it may be affected by volatility in the homebuilding industry.

### Critical Accounting Policies

Our financial statements have been prepared in accordance with GAAP. The preparation of these financial statements requires our management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of costs and expenses during the reporting period. On an ongoing basis, our management evaluates its estimates and judgments, including those which impact our most critical accounting policies. Our management bases its estimates and judgments on historical experience and on various other factors that we believe to be reasonable under the circumstances. Actual results may differ from our estimates under different assumptions or conditions. Our management believes that the following accounting policies are among the most important to the portrayal of our financial condition and results of operations and require among the most difficult, subjective or complex judgments:

## **Revenue Recognition**

We recognize revenue in accordance with Accounting Standards Topic 606 (“ASC 606”), *Revenue from Contracts with Customers*. Under ASC 606, we apply the following steps to determine the timing and amount of revenue to recognize: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the Company satisfies a performance obligation.

Following the adoption of ASC 606 on January 1, 2018, the timing of revenue recognition for all of our contracts remained materially consistent with our historical revenue recognition policy due to the nature of our revenue generating activities, with the most common difference under ASC 606 relating to the deferral of revenue due to these uncompleted performance obligations at the time we deliver new homes to our homebuyers.

### ***Home sales revenue***

We generate the majority of our total revenues from home sales, which consists of our core business operation of building and delivering completed homes to homebuyers. Home sales revenue and related profit is generally recognized when title to and possession of the home is transferred to the homebuyer at the home closing date. Our performance obligation to deliver the agreed-upon home is generally satisfied in less than one year from the original contract date. Included in home sales revenue are forfeited deposits, which occur when homebuyers cancel home purchase contracts that include a nonrefundable deposit. Both revenue from forfeited deposits and deferred revenue resulting from uncompleted performance obligations existing at the time we deliver new homes to our homebuyers are immaterial.

### ***Land and lot sales revenue***

Historically, we have generated land and lot sales revenue from a small number of transactions, although in some years we have realized a significant amount of revenue and gross margin. We do not expect our future land and lot sales revenue to be material, but we still consider these sales to be an ordinary part of our business, thus meeting the definition of contracts with customers. Similar to our home sales, revenue from land and lot sales is typically fully recognized when the land and lot sales transactions are consummated, at which time no further performance obligations are left to be satisfied. Some of our historical land and lot sales have included future profit participation rights. We will recognize future land and lot sales revenue in the periods in which all closing conditions are met, subject to the constraint on variable consideration related to profit participation rights, if such rights exist in the sales contract.

### ***Other operations revenue***

The majority of our homebuilding other operations revenue relates to a ground lease at our Quadrant Homes reporting segment. We are responsible for making lease payments to the land owner, and we collect sublease payments from the buyers of the buildings. This ground lease is accounted for in accordance with ASC Topic 842, *Leases*. We do not recognize a material profit on this ground lease.

### ***Financial services revenues***

TRI Pointe Solutions is a reportable segment and is comprised of our TRI Pointe Connect mortgage financing operations, TRI Pointe Assurance title and escrow services operations, and TRI Pointe Advantage property and casualty insurance agency operations.

#### ***Mortgage financing operations***

TRI Pointe Connect was formed as a joint venture with an established mortgage lender and is accounted for under the equity method of accounting. We record a percentage of income earned by TRI Pointe Connect based on our ownership percentage in this joint venture. TRI Pointe Connect activity appears as equity in income of unconsolidated entities under the Financial Services section of our consolidated statements of operations.

#### ***Title and escrow services operations***

TRI Pointe Assurance provides title examinations for our homebuyers in Austin and Colorado and both title examinations and escrow services for our homebuyers in Arizona, Dallas–Fort Worth, Houston, Maryland, Nevada, and Virginia. TRI Pointe Assurance is a wholly owned subsidiary of TRI Pointe and acts as a title agency for First American Title Insurance Company. Revenue from our title and escrow services operations is fully recognized at the time of the consummation of the home sales transaction, at which time no further performance obligations are left to be satisfied. TRI Pointe Assurance revenue is included in the Financial Services section of our consolidated statements of operations.

#### *Property and casualty insurance agency operations*

TRI Pointe Advantage is a wholly owned subsidiary of TRI Pointe and provides property and casualty insurance agency services that help facilitate the closing process in all of the markets in which we operate. The total consideration for these services, including renewal options, is estimated upon the issuance of the initial insurance policy, subject to constraint. TRI Pointe Advantage revenue is included in the Financial Services section of our consolidated statements of operations.

### **Real Estate Inventories and Cost of Sales**

Real estate inventories consist of land, land under development, homes under construction, completed homes and model homes and are stated at cost, net of impairment losses. We capitalize direct carrying costs, including interest, property taxes and related development costs to inventories. Field construction supervision and related direct overhead are also included in the capitalized cost of inventories. Direct construction costs are specifically identified and allocated to homes while other common costs, such as land, land improvements and carrying costs, are allocated to homes within a community based upon their anticipated relative sales or fair value. In accordance with ASC Topic 835, *Interest* (“ASC 835”), homebuilding interest capitalized as a cost of inventories owned is included in costs of sales as related units or lots are sold. To the extent our debt exceeds our qualified assets as defined in ASC 835, we expense a portion of the interest incurred by us. Qualified assets represent projects that are actively under development. Homebuilding cost of sales is recognized at the same time revenue is recognized and is recorded based upon total estimated costs to be allocated to each home within a community. Any changes to the estimated costs are allocated to the remaining undelivered lots and homes within their respective community. The estimation and allocation of these costs require a substantial degree of judgment by management.

The estimation process involved in determining relative sales or fair values is inherently uncertain because it involves estimating future sales values of homes before delivery. Additionally, in determining the allocation of costs to a particular land parcel or individual home, we rely on project budgets that are based on a variety of assumptions, including assumptions about construction schedules and future costs to be incurred. It is common that actual results differ from budgeted amounts for various reasons, including construction delays, increases in costs that have not been committed or unforeseen issues encountered during construction that fall outside the scope of existing contracts, or costs that come in less than originally anticipated. While the actual results for a particular construction project are accurately reported over time, a variance between the budget and actual costs could result in the understatement or overstatement of costs and have a related impact on gross margins between reporting periods. To reduce the potential for such variances, we have procedures that have been applied on a consistent basis, including assessing and revising project budgets on a periodic basis, obtaining commitments from subcontractors and vendors for future costs to be incurred and utilizing the most recent information available to estimate costs.

If there are indications of impairment, we perform a detailed budget and cash flow review of our real estate assets to determine whether the estimated remaining undiscounted future cash flows of the community are more or less than the asset’s carrying value. If the undiscounted cash flows are more than the asset’s carrying value, no impairment adjustment is required. However, if the undiscounted cash flows are less than the asset’s carrying value, the asset is deemed impaired and is written down to fair value. These impairment evaluations require us to make estimates and assumptions regarding future conditions, including timing and amounts of development costs and sales prices of real estate assets, to determine if expected future undiscounted cash flows will be sufficient to recover the asset’s carrying value.

When estimating undiscounted cash flows of a community, we make various assumptions, including: (i) expected sales prices and sales incentives to be offered, including the number of homes available, pricing and incentives being offered by us or other builders in other communities, and future sales price adjustments based on market and economic trends; (ii) expected sales pace and cancellation rates based on local housing market conditions, competition and historical trends; (iii) costs expended to date and expected to be incurred including, but not limited to, land and land development costs, home construction costs, interest costs, indirect construction and overhead costs, and selling costs; (iv) alternative product offerings that may be offered that could have an impact on sales pace, sales price and/or building costs; and (v) alternative uses for the property.

Many assumptions are interdependent and a change in one may require a corresponding change to other assumptions. For example, increasing or decreasing monthly sales absorption rates has a direct impact on the estimated per unit sales price of a home and the level of time sensitive costs (such as indirect construction, overhead and carrying costs). Depending on the

underlying objective of the community, assumptions could have a significant impact on the projected cash flow analysis. For example, if our objective is to preserve operating margins, our cash flow analysis will be different than if the objective is to increase sales. These objectives may vary significantly from community to community and over time.

We perform a quarterly review for indicators of impairment. If assets are considered impaired, impairment is determined by the amount the asset's carrying value exceeds its fair value. Fair value is determined based on estimated future cash flows discounted for inherent risks associated with real estate assets. These discounted cash flows are impacted by expected risk based on estimated land development, construction and delivery timelines; market risk of price erosion; uncertainty of development or construction cost increases; and other risks specific to the asset or market conditions where the asset is located when assessment is made. These factors are specific to each community and may vary among communities. It is reasonably possible that changes in market conditions could change management's estimates of future cash inflows and outflows, leading to future impairment charges. For the years ended December 31, 2019, 2018 and 2017, we recorded real estate inventory impairment charges of \$10.1 million, \$0 and \$854,000, respectively.

### ***Warranty Reserves***

In the normal course of business, we incur warranty-related costs associated with homes that have been delivered to homebuyers. Estimated future direct warranty costs are accrued and charged to cost of sales in the period when the related home sales revenues are recognized while indirect warranty overhead salaries and related costs are charged to cost of sales in the period incurred. Factors that affect the warranty accruals include the number of homes delivered, historical and anticipated rates of warranty claims and cost per claim. Our primary assumption in estimating the amounts we accrue for warranty costs is that historical claims experience is a strong indicator of future claims experience. In addition, we maintain general liability insurance designed to protect us against a portion of our risk of loss from warranty and construction-related claims. We also generally require our subcontractors and design professionals to indemnify us for liabilities arising from their work, subject to various limitations. However, such indemnity is significantly limited with respect to certain subcontractors that are added to our general liability insurance policy.

Our warranty reserve is based on actuarial analysis that uses our historical claim and expense data, as well as industry data to estimate these overall costs. Key assumptions used in developing these estimates include claim frequencies, severities and resolution patterns, which can occur over an extended period of time. These estimates are subject to variability due to the length of time between the delivery of a home to a homebuyer and when a warranty or construction defect claim is made, and the ultimate resolution of such claim; uncertainties regarding such claims relative to our markets and the types of product we build; and legal or regulatory actions and/or interpretations, among other factors. Due to the degree of judgment involved and the potential for variability in these underlying assumptions, our actual future costs could differ from those estimated. There can be no assurance that the terms and limitations of the limited warranty will be effective against claims made by homebuyers, that we will be able to renew our insurance coverage or renew it at reasonable rates, that we will not be liable for damages, cost of repairs, and/or the expense of litigation surrounding possible construction defects, soil subsidence or building related claims or that claims will not arise out of uninsurable events or circumstances not covered by insurance and not subject to effective indemnification agreements with certain subcontractors.

We also record expected recoveries from insurance carriers based on actual insurance claims made and actuarially determined amounts that depend on various factors, including, the above-described reserve estimates, our insurance policy coverage limits for the applicable policy years and historical recovery rates. Because of the inherent uncertainty and variability in these assumptions, our actual insurance recoveries could differ significantly from amounts currently estimated.

### ***Income Taxes***

We account for income taxes in accordance with ASC Topic 740, *Income Taxes* ("ASC 740"). Deferred tax assets and liabilities are recorded based on future tax consequences of both temporary differences between the amounts reported for financial reporting purposes and the amounts deductible for income tax purposes, and are measured using enacted tax rates expected to apply in the years in which the temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in earnings in the period when the changes are enacted.

Each quarter we assess our deferred tax assets to determine whether all or any portion of the assets is more likely than not unrealizable under ASC 740. We are required to establish a valuation allowance for any portion of the asset we conclude is more likely than not to be unrealizable. Our assessment considers, among other things, the nature, frequency and severity of our current and cumulative losses, forecasts of our future taxable income, the duration of statutory carryforward periods and tax planning alternatives. Due to uncertainties inherent in the estimation process, it is possible that actual results may vary from estimates.

The enactment of the Tax Cuts and Jobs Act in December 2017, among other things, reduced the federal corporate tax rate to 21% from 35%, effective January 1, 2018. This resulted in a \$22.0 million reduction in our deferred tax asset for the year ended December 31, 2017. For further details, see Note 15, *Income Taxes*, of the notes to our consolidated financial statements included elsewhere in this annual report on Form 10-K.

We classify any interest and penalties related to income taxes as part of income tax expense.

### ***Goodwill and Other Intangible Assets***

In accordance with ASC Topic 350, *Intangibles-Goodwill and Other* (“ASC 350”), we evaluate goodwill and indefinite-lived intangible assets for impairment on an annual basis, or more frequently if events or changes in circumstances between annual tests indicate that it is more likely than not that the asset is impaired. We have identified one reporting unit with goodwill, TRI Pointe Homes, and performed our annual goodwill impairment evaluation as of October 1, 2019. For further details on goodwill, see Note 8, *Goodwill and Other Intangible Assets*, of the notes to our consolidated financial statements included elsewhere in this annual report on Form 10-K.

For our TRI Pointe Homes reporting unit, we performed a qualitative assessment to determine whether it is more likely than not that its fair value is less than its carrying amount. Upon completion of the October 2018 annual impairment assessment, we determined that no goodwill impairment was indicated. As of December 31, 2019, we are not aware of any significant indicators of impairment that exist for our goodwill that would require additional analysis.

An impairment of our indefinite-lived intangible asset is based on a comparison of its fair value to book value, without consideration of any recoverability due to the indefinite nature of the asset. As of December 31, 2019, we believe that our indefinite-lived intangible asset continues to have an indefinite life and that its fair value exceeds its carrying value. For further details on our indefinite-lived intangible asset, see Note 8, *Goodwill and Other Intangible Assets*, of the notes to our consolidated financial statements included elsewhere in this annual report on Form 10-K.

In accordance with ASC Topic 360, *Property, Plant and Equipment* (“ASC 360”), we evaluate finite-lived intangible assets for impairment on an annual basis, or more frequently if events or changes in circumstances between annual tests indicate that it is more likely than not that the asset is impaired. An impairment in the carrying value of our finite-lived intangible asset is recognized whenever anticipated future undiscounted cash flows from the asset become unrecoverable and are estimated to be less than its carrying value. As of December 31, 2019, we believe that the carrying value of our finite-lived intangible asset is recoverable and that its fair value is greater than its carrying value. For further details on our finite-lived intangible asset, see Note 8, *Goodwill and Other Intangible Assets*, of the notes to our consolidated financial statements included elsewhere in this annual report on Form 10-K.

Significant management judgment is required in the forecasts of future operating results that are used in our impairment evaluations. Our estimates are consistent with the plans and estimates that we use to manage our business. It is possible, however, that the plans may change and estimates used may prove to be inaccurate. If our actual results, or the plans and estimates used in future impairment analyses, are lower than the original estimates used to assess the recoverability of these assets, we could incur future impairment charges.

### **Related Party Transactions**

We had no related party transactions for the years ended December 31, 2019 and 2018, respectively.

### **Recently Issued Accounting Standards**

See Note 1, *Organization and Summary of Significant Accounting Policies*, of the notes to our consolidated financial statements included elsewhere in this annual report on Form 10-K.

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

We are exposed to market risks related to fluctuations in interest rates on our outstanding debt. We did not utilize swaps, forward or option contracts on interest rates or commodities, or other types of derivative financial instruments as of or during the year ended December 31, 2019. We have not entered into and currently do not hold derivatives for trading or speculative purposes. Many of the statements contained in this section are forward looking and should be read in conjunction with our disclosures under the heading “Cautionary Note Concerning Forward-Looking Statements.”

The table below details the principal amount and the average interest rates for the outstanding debt for each category based upon the expected maturity or disposition dates. The fair value of our debt, which consists of the Credit Facility and Senior Notes, is based on quoted market prices for the same or similar instruments as of December 31, 2019.

	Expected Maturity Date											Estimated Fair Value				
December 31,	2020		2021		2022		2023		2024		Thereafter		Total			
	(dollars in thousands)															
<u>Liabilities:</u>																
Variable rate debt	\$	—	\$	—	\$	—	\$	250,000	\$	—	\$	—	\$	250,000	\$	250,000
Weighted average interest rate		—%		—%		—%		3.3%		—%		—%		3.3%		
Fixed rate debt	\$	—	\$	300,000	\$	—	\$	—	\$	450,000	\$	300,000	\$	1,050,000	\$	1,104,750
Weighted average interest rate				4.9%		—%		—%		5.9%		5.3%		5.4%		

Based on the current interest rate management policies we have in place with respect to our outstanding debt, we do not believe that the future market rate risks related to the above securities will have a material adverse impact on our financial position, results of operations or liquidity. For a more detailed description of our long-term debt, please see Note 11, *Senior Notes and Loans Payable*, of the notes to our consolidated financial statements included elsewhere in this annual report on Form 10-K.

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

The financial statements under Item 15 included in this annual report on Form 10-K are incorporated herein by reference.

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

None.

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

We have established disclosure controls and procedures to ensure that information we are required to disclose in the reports we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and accumulated and communicated to management, including the Chief Executive Officer (the “Principal Executive Officer”) and Chief Financial Officer (the “Principal Financial Officer”), as appropriate, to allow timely decisions regarding required disclosure. Under the supervision and with the participation of senior management, including our Principal Executive Officer and Principal Financial Officer, we evaluated our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Exchange Act. Based on this evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2019.

## **Management's Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external purposes in accordance with GAAP. 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. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the criteria in Internal Control-Integrated Framework (2013 framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in Internal Control-Integrated Framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2019.

The effectiveness of our internal control over financial reporting as of December 31, 2019 has been audited by Ernst & Young LLP, our independent registered public accounting firm, as stated in its attestation report which is included herein.

## **Changes in Internal Control Over Financial Reporting**

Our management, including our Chief Executive Officer and Chief Financial Officer, has evaluated our internal control over financial reporting to determine whether any change occurred during the fourth quarter of the year ended December 31, 2019 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Based on that evaluation, there has been no such change during the fourth quarter of the period covered by this report.

## **Report of Independent Registered Public Accounting Firm**

To the Stockholders and the Board of Directors of TRI Pointe Group, Inc.

### **Opinion on Internal Control over Financial Reporting**

We have audited TRI Pointe Group, Inc.'s internal control over financial reporting as of December 31, 2019, 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). In our opinion, TRI Pointe Group, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2019 and 2018, the related consolidated statements of operations, equity and cash flows for each of the three years in the period ended December 31, 2019, and the related notes and our report dated February 19, 2020 expressed an unqualified opinion thereon.

### **Basis for Opinion**

The Company'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 are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. 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.

### **Definition and Limitations of Internal Control Over Financial Reporting**

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.

/s/ Ernst & Young LLP

Irvine, California  
February 19, 2020

### **Item 9B. Other Information**

None.

## **PART III.**

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

The information required in response to this item is incorporated by reference from the information contained in our proxy statement relating to our 2020 annual meeting of stockholders (the "2020 Proxy Statement") under the captions "Board of Directors," "Management," "Delinquent Section 16(a) Reports," and "Corporate Governance."

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

The information required in response to this item is incorporated by reference to our 2020 Proxy Statement under the captions "Executive Compensation," "Compensation Committee Report," and "Corporate Governance—Compensation Committee Interlocks and Insider Participation."

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

The information required in response to this item is incorporated by reference to our 2020 Proxy Statement under the captions “Ownership of Our Common Stock” and “Equity Compensation Plan Information.”

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

The information required in response to this item is incorporated by reference to our 2020 Proxy Statement under the captions “Corporate Governance” and “Certain Relationships and Related Party Transactions.”

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

The information required in response to this item is incorporated by reference to our 2020 Proxy Statement under the caption “Audit Committee Matters.”

**PART IV.**

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

(a) The following documents are filed as part of this annual report on Form 10-K:

(1) Financial Statements:

	<u>Page:</u>
<a href="#"><u>Report of Independent Registered Public Accounting Firm</u></a>	<a href="#"><u>73</u></a>
<a href="#"><u>Consolidated Balance Sheets as of December 31, 2019 and 2018</u></a>	<a href="#"><u>77</u></a>
<a href="#"><u>Consolidated Statements of Operations for the years ended December 31, 2019, 2018 and 2017</u></a>	<a href="#"><u>78</u></a>
<a href="#"><u>Consolidated Statements of Equity for the years ended December 31, 2019, 2018 and 2017</u></a>	<a href="#"><u>79</u></a>
<a href="#"><u>Consolidated Statements of Cash Flows for the years ended December 31, 2019, 2018 and 2017</u></a>	<a href="#"><u>80</u></a>
<a href="#"><u>Notes to Consolidated Financial Statements</u></a>	<a href="#"><u>81</u></a>

(2) Financial Statement Schedules

All other schedules have been omitted since the required information is presented in the financial statements and the related notes or is not applicable.

(3) Exhibits

(b) Exhibits

The following exhibits are included as part of this annual report on Form 10-K or incorporated herein by reference:

<i>Exhibit Number</i>	<i>Exhibit Description</i>
<a href="#"><u>3.1</u></a>	Amended and Restated Certificate of Incorporation of TRI Pointe Group, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (filed July 7, 2015))
<a href="#"><u>3.2</u></a>	Amended and Restated Bylaws of TRI Pointe Group, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (filed October 27, 2016))
<a href="#"><u>4.1</u></a>	Specimen Common Stock Certificate of TRI Pointe Group, Inc. (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K (filed July 7, 2015))
<a href="#"><u>4.2</u></a>	Registration Rights Agreement, dated as of January 30, 2013, among TRI Pointe Homes, Inc., VIII/TPC Holdings, L.L.C., and certain TRI Pointe Homes, Inc. stockholders (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-4 (filed January 9, 2014))
<a href="#"><u>4.3</u></a>	First Amendment to Registration Rights Agreement, dated as of July 7, 2015, among TRI Pointe Group, Inc., TRI Pointe Homes, Inc., VIII/TPC Holdings, L.L.C. and certain TRI Pointe Homes, Inc. stockholders (incorporated by reference to Exhibit 10.9 to the Company's Current Report on Form 8-K (filed July 7, 2015))
<a href="#"><u>4.4</u></a>	Indenture, dated as of June 13, 2014, by and among Weyerhaeuser Real Estate Company and U.S. Bank National Association, as trustee (including form of 5.875% Senior Note due 2024) (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K (filed June 19, 2014))
<a href="#"><u>4.5</u></a>	First Supplemental Indenture, dated as of July 7, 2014, among TRI Pointe Homes, Inc., Weyerhaeuser Real Estate Company and U.S. Bank National Association, as trustee, relating to the 5.875% Senior Notes due 2024 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K (filed July 7, 2014))
<a href="#"><u>4.6</u></a>	Second Supplemental Indenture, dated as of July 7, 2014, among the guarantors party thereto and U.S. Bank National Association, as trustee, relating to the 5.875% Senior Notes due 2024 (incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K (filed July 7, 2014))
<a href="#"><u>4.7</u></a>	Third Supplemental Indenture, dated as of July 7, 2015, among TRI Pointe Group, Inc., TRI Pointe Homes, Inc. and U.S. Bank National Association, as trustee, relating to the 5.875% Senior Notes due 2024 (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K (filed July 7, 2015))
<a href="#"><u>4.8</u></a>	Indenture, dated as of May 23, 2016, by and between TRI Pointe Group, Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3ASR (filed May 23, 2016))
<a href="#"><u>4.9</u></a>	First Supplemental Indenture, dated as of May 26, 2016, among TRI Pointe Group, Inc., the guarantors party thereto and U.S. Bank National Association, as trustee, relating to the 4.875% Senior Notes due 2021 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K (filed May 26, 2016))
<a href="#"><u>4.10</u></a>	Second Supplemental Indenture, dated as of June 8, 2017, among the guarantors party thereto and U.S. Bank National Association, as trustee, relating to the 5.250% Senior Notes due 2027 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K (filed June 8, 2017))

- [4.11](#) Form of 4.875% Senior Note due 2021 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K (filed May 26, 2016))
- [4.12](#) Form of 5.25% Senior Note due 2027 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K (filed June 8, 2017))
- [4.13](#) Description of the Company's Securities
- [10.1](#) Registration Rights Agreement with respect to 5.875% Senior Notes due 2024, dated as of June 13, 2014, by and among Weyerhaeuser Real Estate Company, CitiGroup Global Markets, Inc. and Deutsche Bank Securities Inc., as representatives of the Initial Purchasers (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (filed June 19, 2014))
- [10.2](#) Issuer Joinder Agreement to Registration Rights Agreement, dated as of July 7, 2014, relating to 5.875% Senior Notes due 2024 (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K (filed July 7, 2014))
- [10.3](#) Guarantor Joinder Agreement to Registration Rights Agreement, dated as of July 7, 2014, relating to 5.875% Senior Notes due 2024 (incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K (filed July 7, 2014))
- [10.4](#) Tax Sharing Agreement, dated as of July 7, 2014, among Weyerhaeuser Company, Weyerhaeuser Real Estate Company, and TRI Pointe Homes, Inc. (incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K (filed July 7, 2014))
- [10.5](#) First Amendment to Tax Sharing Agreement, dated as of July 7, 2015, among TRI Pointe Group, Inc., TRI Pointe Homes, Inc., TRI Pointe Holdings, Inc. (f/k/a Weyerhaeuser Real Estate Company) and Weyerhaeuser Company (incorporated by reference to Exhibit 10.10 to the Company's Current Report on Form 8-K (filed July 7, 2015))
- [10.6](#) Second Amendment to Tax Sharing Agreement, dated as of March 29, 2019, among TRI Pointe Group, Inc., TRI Pointe Homes, Inc., TRI Pointe Holdings, Inc. (f/k/a Weyerhaeuser Real Estate Company) and Weyerhaeuser Company (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (filed April 4, 2019))
- [10.7](#) Second Amended and Restated Credit Agreement, dated as of March 29, 2019, among TRI Pointe Group, Inc., U.S. Bank National Association and the lenders party thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (filed April 4, 2019))
- [10.8†](#) Weyerhaeuser Real Estate Company 2004 Long-Term Incentive Plan (filed as Exhibit 99.1 to the Company's Registration Statement on Form S-8 (filed July 16, 2014))
- [10.9†](#) Weyerhaeuser Real Estate Company 2013 Long-Term Incentive Plan (filed as Exhibit 99.2 to the Company's Registration Statement on Form S-8 (filed July 16, 2014))
- [10.10†](#) 2013 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-1 (Amendment No. 1, filed Jan. 9, 2013))
- [10.11†](#) Amendment No. 1 to 2013 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (filed June 23, 2014))
- [10.12†](#) Amendment No. 2 to 2013 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (filed June 23, 2014))
- [10.13†](#) Omnibus Amendment to the TRI Pointe Homes, Inc. 2013 Long-Term Incentive Plan, TRI Pointe Group Short-Term Incentive Plan, Weyerhaeuser Real Estate Company 2004 Long-Term Incentive Plan and the Weyerhaeuser Real Estate Company 2013 Long-Term Incentive Plan and their related stock option, restricted stock unit, cash incentive award agreements and performance share unit agreements, dated as of July 7, 2015 (incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K (filed July 7, 2015))

- [10.14†](#) Amendment No. 4 to TRI Pointe Homes, Inc. 2013 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (filed August 13, 2015))
- [10.15†](#) Executive Employment Agreement dated as of March 20, 2019 between TRI Pointe Group, Inc. and Douglas F. Bauer (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (filed July 25, 2019))
- [10.16†](#) Executive Employment Agreement dated as of March 20, 2019 between TRI Pointe Group, Inc. and Thomas J. Mitchell (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (filed July 25, 2019))
- [10.17†](#) Executive Employment Agreement dated as of March 20, 2019 between TRI Pointe Group, Inc. and Michael D. Grubbs (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q (filed July 25, 2019))
- [10.18†](#) Letter agreement by and between TRI Pointe Group, Inc. and Michael D. Grubbs, dated as of July 1, 2019 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (filed July 1, 2019))
- [10.19†](#) Confidential Separation Agreement and General Release of Claims by and between TRI Pointe Group, Inc. and Michael D. Grubbs, dated as of December 31, 2019
- [10.20†](#) Form of Indemnification Agreement between TRI Pointe Homes, Inc. and each of its directors and officers (incorporated by reference to Exhibit 10.7 to the Company's Registration Statement on Form S-1 (filed Dec. 21, 2012))
- [10.21†](#) Form of Amendment to Indemnification Agreement between TRI Pointe Group, Inc. and each of its directors and officers (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (filed July 7, 2015))
- [10.22†](#) 2013 Long-Term Incentive Plan form of Option Award Notice and Stock Option Agreement (incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K (filed March 28, 2013))
- [10.23†](#) 2013 Long-Term Incentive Plan form of Non-Employee Director Agreement (incorporated by reference to Exhibit 10.11 to the Company's Annual Report on Form 10-K (filed March 28, 2013))
- [10.24†](#) Form of Performance-Based Cash Award Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (filed February 28, 2017))
- [10.25†](#) Form of Performance-Based Restricted Stock Unit Award Agreement (total shareholder return) (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (filed February 28, 2017))
- [10.26†](#) Form of Performance-Based Restricted Stock Unit Award Agreement (earnings per share) (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K (filed February 28, 2017))
- [10.27†](#) Form of Time-Vested Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K (filed February 28, 2017))
- [10.28†](#) Form of Time-Vested Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K (filed March 2, 2016))
- [10.29†](#) Form of Performance-Based Restricted Stock Unit Award Agreement (total shareholder return) (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (filed March 2, 2016))

<a href="#"><u>10.30†</u></a>	Form of Performance-Based Restricted Stock Unit Award Agreement (total shareholder return) (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (filed March 11, 2015))
<a href="#"><u>10.31†</u></a>	Form of Performance-Based Restricted Stock Unit Award Agreement (earnings per share) (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K (filed March 11, 2015))
<a href="#"><u>10.32†</u></a>	Form of Performance-Based Restricted Stock Unit Award Agreement (stock price) (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K (filed March 11, 2015))
<a href="#"><u>10.33†</u></a>	Form of Severance and Change in Control Protection Agreement (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q (filed July 25, 2019))
<a href="#"><u>10.34†</u></a>	Amended and Restated 2013 Long-Term Incentive Plan
<a href="#"><u>10.35†</u></a>	Form of Non-Employee Director Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (filed February 26, 2019))
<a href="#"><u>10.36†</u></a>	Form of Time-Vested Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K (filed February 26, 2019))
<a href="#"><u>10.37†</u></a>	Form of Time-Vested Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q (filed April 25, 2019))
<a href="#"><u>10.38†</u></a>	Form of Performance-Based Cash Award Agreement (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q (filed April 25, 2019))
<a href="#"><u>10.39†</u></a>	Form of Performance-Based Restricted Stock Unit Award Agreement (earnings per share) (incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q (filed April 25, 2019))
<a href="#"><u>10.40†</u></a>	Form of Performance-Based Restricted Stock Unit Award Agreement (total stockholder return) (incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q (filed April 25, 2019))
<a href="#"><u>21.1</u></a>	List of subsidiaries of TRI Pointe Group, Inc.
<a href="#"><u>23.1</u></a>	Consent of Independent Registered Public Accounting Firm
<a href="#"><u>31.1</u></a>	Chief Executive Officer Section 302 Certification of the Sarbanes-Oxley Act of 2002
<a href="#"><u>31.2</u></a>	Chief Financial Officer Section 302 Certification of the Sarbanes-Oxley Act of 2002
<a href="#"><u>32.1</u></a>	Chief Executive Officer Section 906 Certification of the Sarbanes-Oxley Act of 2002
<a href="#"><u>32.2</u></a>	Chief Financial Officer Section 906 Certification of the Sarbanes-Oxley Act of 2002
101	The following materials from TRI Pointe Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019, formatted in inline eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statement of Cash Flows, and (v) Notes to Consolidated Financial Statement.
104	Cover page from TRI Pointe Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2019, formatted in Inline XBRL (and contained in Exhibit 101)

† Management Contract or Compensatory Plan or Arrangement

## Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of TRI Pointe Group, Inc.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of TRI Pointe Group, Inc. (the Company) as of December 31, 2019 and 2018, the related consolidated statements of operations, equity and cash flows for each of the three years in the period ended December 31, 2019, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company at December 31, 2019 and 2018, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2019, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2019, 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 February 19, 2020 expressed an unqualified opinion thereon.

### Adoption of ASU No. 2014-09

As discussed in Note 1 to the consolidated financial statements, the Company changed its method of accounting for revenue recognition and real estate inventories and cost of sales effective January 1, 2018 due to the adoption of ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* and related Subtopic ASC 340-40, *Other Assets and Deferred Costs - Contracts with Customers*.

### Adoption of ASU No. 2016-02

As discussed in Note 1 to the consolidated financial statements, the Company changed its method of accounting for leases effective January 1, 2019 due to the adoption of ASU No. 2016-02, *Leases* (Topic 842).

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

*Description of the  
Matter*

***Real Estate Inventories***

At December 31, 2019, the Company's real estate inventories owned balance was \$3.0 billion, which includes \$122.8 million for land held for future development.

As discussed in Note 5 to the consolidated financial statements, homes completed or under construction are comprised of costs associated with homes in various stages of construction and include direct construction and related land acquisition and land development costs. Land held for future development principally reflects land acquisition and land development costs related to land where development activity has not yet begun or has been suspended, but management expects to occur in the future. Management performs a quarterly review for indicators of impairment. If there are indicators identified in accordance with Accounting Standards Codification ("ASC") 360 - *Property, Plant, and Equipment*, management performs a detailed budget and cash flow review of their real estate assets to determine whether the estimated remaining undiscounted future cash flows of the community are more or less than the asset's carrying value. If the undiscounted cash flows are more than the asset's carrying value, no impairment adjustment is required. However, if the undiscounted cash flows are less than the asset's carrying value, the community is deemed impaired and is written down to fair value.

Auditing the Company's impairment assessment for real estate inventories owned is challenging because of the subjective auditor judgment necessary in evaluating management's identification of indicators of potential impairment and the related assessment of the severity of such indicators in determining whether a triggering event has occurred that requires the Company to evaluate the recoverability of the asset as well as the significant estimation used in developing prospective financial information. Additionally, for real estate inventories owned where a triggering event has occurred, auditing involves a high degree of auditor judgment and increased extent of audit effort to evaluate management's estimates underlying community future cash flows which are based on subjective assumptions. The prospective financial information includes specific assumptions related to undiscounted cash flows such as expected sales prices and sales incentives to be offered, expected sales pace and cancellation rates, and costs expected to be incurred to complete the development and home construction. If the community is deemed to be impaired, management applies a discount rate to the prospective financial information in order to write the asset down to fair value. These significant assumptions are forward-looking and could be affected by future economic and market conditions.

*How We Addressed the Matter in Our Audit*

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's impairment assessment process. For example, for real estate inventories owned, we tested controls over management's process for identifying and evaluating potential impairment indicators and their review of the prospective financial data used in the Company's impairment analysis.

To test management's identification and assessment of the severity of indicators of impairment of the Company's real estate inventories owned, our audit procedures included, among other things, assessing management's quantitative analyses by testing the underlying data used by the Company. Our audit procedures also included evaluating management's qualitative analyses for completeness through inquiries outside the accounting function and considering external market data.

We involved a specialist to assist in comparing certain significant assumptions used within management's undiscounted future cash flows such as expected sales prices, sales pace, and home construction costs to current industry data, economic trends, and other relevant factors. We evaluated whether there were any changes to the Company's development plans for the project. We also involved a specialist in evaluating the discount rate used by management to determine fair value. For certain other assumptions, we performed analytical procedures over homebuyer-selected options and expenses such as interest and selling costs by developing an expectation based on the Company's historical financial data as well as current economic trends. Our procedures performed over real estate inventories owned, excluding land held for future development, also included the consideration of contrary or corroborative evidence around management's assertions by obtaining subsequent sales data to evaluate against the Company's contracted and projected gross margin by project. Additionally, our procedures performed over land held for future development also included the consideration of contrary or corroborative evidence of management's assertions by obtaining other market data to evaluate against the Company's projected gross margin by project.

***Warranty Insurance Receivable and Warranty Reserves***

*Description of the Matter*

At December 31, 2019, the Company's warranty insurance receivable and warranty reserves balances were \$40.0 million and \$76.6 million, respectively.

The Company estimates the costs that may be incurred under its warranty program, for which it will be responsible, and records warranty expense as a component of cost of home sales in the period the related home sales revenue is recognized, based on estimates of historical experience by division or geographic region. As discussed in Note 13 to the consolidated financial statements, the Company's warranty insurance receivable and reserves are estimated, in part, on an actuarial analysis that uses historical claims, expenses, insurance policy coverage limits for the applicable policy years, historical recovery rates as well as relevant industry data.

Auditing management's warranty insurance receivable and reserves balances is complex and highly judgmental due to the complexity of the actuarial methods used and the high degree of subjective judgments made by management to determine the underlying assumptions included within the actuarial model. In particular, management's warranty insurance receivable and reserves balances are sensitive to significant assumptions such as claim frequencies, severities and resolution patterns, which can occur over an extended period of time. These estimates are subject to variability due to the length of time between the delivery of a home to a homebuyer and when a warranty or construction defect claim is made, and the ultimate resolution of such claim, uncertainties regarding such claims relative to the Company's markets, and legal or regulatory actions and/or interpretations, among other factors.

*How We Addressed the  
Matter in Our Audit*

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's warranty insurance receivable and warranty reserves review process. For example, we tested controls over the Company's review of the significant assumptions and other inputs which included the warranty spend analysis, relevant insurance contracts, completeness and accuracy of the underlying claims data as well as home sale revenues.

We performed audit procedures to test management's warranty insurance receivable and warranty reserves balances which included, among others, testing the completeness and accuracy of the underlying claims data that management utilizes in its actuarial analysis, and obtaining and reviewing the relevant insurance contracts by policy year to assess the Company's self-insured retentions, deductibles, and coverage limits. Furthermore, we involved our actuarial specialists to assist in our evaluation of the methodologies within management's analysis to establish the actuarially determined reserve. We compared the Company's reserve to a range developed by our actuarial specialists based on assumptions developed by the actuarial analysis. We reviewed the responses provided by Company and external legal counsel for evidence of any matters that may affect the Company's warranty reserves balance.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2010.

Irvine, California  
February 19, 2020

**TRI POINTE GROUP, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share amounts)

	December 31, 2019	December 31, 2018
<b>Assets</b>		
Cash and cash equivalents	\$ 329,011	\$ 277,696
Receivables	69,276	51,592
Real estate inventories	3,065,436	3,216,059
Investments in unconsolidated entities	11,745	5,410
Goodwill and other intangible assets, net	159,893	160,427
Deferred tax assets, net	49,904	67,768
Other assets	173,425	105,251
<b>Total assets</b>	<b>\$ 3,858,690</b>	<b>\$ 3,884,203</b>
<b>Liabilities</b>		
Accounts payable	\$ 66,120	\$ 81,313
Accrued expenses and other liabilities	322,043	335,149
Loans payable	250,000	—
Senior notes, net	1,033,985	1,410,804
<b>Total liabilities</b>	<b>1,672,148</b>	<b>1,827,266</b>
Commitments and contingencies (Note 13)		
<b>Equity</b>		
Stockholders' Equity:		
Preferred stock, \$0.01 par value, 50,000,000 shares authorized; no shares issued and outstanding as of December 31, 2019 and 2018, respectively	—	—
Common stock, \$0.01 par value, 500,000,000 shares authorized; 136,149,633 and 141,661,713 shares issued and outstanding at December 31, 2019 and December 31, 2018, respectively	1,361	1,417
Additional paid-in capital	581,195	658,720
Retained earnings	1,603,974	1,396,787
<b>Total stockholders' equity</b>	<b>2,186,530</b>	<b>2,056,924</b>
Noncontrolling interests	12	13
<b>Total equity</b>	<b>2,186,542</b>	<b>2,056,937</b>
<b>Total liabilities and equity</b>	<b>\$ 3,858,690</b>	<b>\$ 3,884,203</b>

See accompanying notes.

**TRI POINTE GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except share and per share amounts)

	Year Ended December 31,		
	2019	2018	2017
<b>Homebuilding:</b>			
Home sales revenue	\$ 3,069,375	\$ 3,244,087	\$ 2,732,299
Land and lot sales revenue	7,176	8,758	74,269
Other operations revenue	2,470	8,164	2,333
Total revenues	3,079,021	3,261,009	2,808,901
Cost of home sales	2,462,708	2,536,899	2,173,251
Cost of land and lot sales	7,711	25,435	14,888
Other operations expense	2,434	3,174	2,298
Sales and marketing	195,148	187,267	137,066
General and administrative	157,161	155,030	137,764
Homebuilding income from operations	253,859	353,204	343,634
Equity loss of unconsolidated entities	(52)	(393)	(11,433)
Other income (loss), net	6,857	(419)	151
Homebuilding income before income taxes	260,664	352,392	332,352
<b>Financial Services:</b>			
Revenues	3,994	1,738	1,371
Expenses	2,887	582	331
Equity in income of unconsolidated entities	9,316	8,517	6,426
Financial services income before income taxes	10,423	9,673	7,466
<b>Income before income taxes</b>	271,087	362,065	339,818
Provision for income taxes	(63,900)	(90,552)	(152,267)
Net income	207,187	271,513	187,551
Net income attributable to noncontrolling interests	—	(1,602)	(360)
Net income available to common stockholders	\$ 207,187	\$ 269,911	\$ 187,191
Earnings per share			
Basic	\$ 1.47	\$ 1.82	\$ 1.21
Diluted	\$ 1.47	\$ 1.81	\$ 1.21
Weighted average shares outstanding			
Basic	140,851,444	148,183,431	154,134,411
Diluted	141,394,227	149,004,690	155,085,366

See accompanying notes.

**TRI POINTE GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF EQUITY**  
(in thousands, except share amounts)

	Number of Common Shares (Note 1)	Common Stock	Additional Paid-in Capital	Retained Earnings	Total Stockholders' Equity	Noncontrolling Interests	Total Equity
Balance at December 31, 2016	158,626,229	\$ 1,586	\$ 880,822	\$ 947,039	\$ 1,829,447	\$ 19,063	\$ 1,848,510
Net income	—	—	—	187,191	187,191	360	187,551
Shares issued under share-based awards, net	1,531,475	16	12,275	—	12,291	—	12,291
Minimum tax withholding paid on behalf of employees for restricted stock units	—	—	(2,896)	—	(2,896)	—	(2,896)
Stock-based compensation expense	—	—	15,906	—	15,906	—	15,906
Share repurchases	(8,994,705)	(90)	(112,127)	—	(112,217)	—	(112,217)
Distributions to noncontrolling interests, net	—	—	—	—	—	(1,333)	(1,333)
Net effect of consolidations, de-consolidations and other transactions	—	—	—	—	—	(17,485)	(17,485)
Balance at December 31, 2017	151,162,999	1,512	793,980	1,134,230	1,929,722	605	1,930,327
Cumulative effect of accounting change (Note 1)	—	—	—	(7,354)	(7,354)	—	(7,354)
Net income	—	—	—	269,911	269,911	1,602	271,513
Shares issued under share-based awards	891,323	9	1,934	—	1,943	—	1,943
Minimum tax withholding paid on behalf of employees for restricted stock units	—	—	(6,049)	—	(6,049)	—	(6,049)
Stock-based compensation expense	—	—	14,814	—	14,814	—	14,814
Share repurchases	(10,392,609)	(104)	(145,959)	—	(146,063)	—	(146,063)
Distributions to noncontrolling interests, net	—	—	—	—	—	(2,194)	(2,194)
Balance at December 31, 2018	141,661,713	1,417	658,720	1,396,787	2,056,924	13	2,056,937
Net income	—	—	—	207,187	207,187	—	207,187
Shares issued under share-based awards	623,542	6	443	—	449	—	449
Minimum tax withholding paid on behalf of employees for restricted stock units	—	—	(3,612)	—	(3,612)	—	(3,612)
Stock-based compensation expense	—	—	14,806	—	14,806	—	14,806
Share repurchases	(6,135,622)	(62)	(89,162)	—	(89,224)	—	(89,224)
Net effect of consolidations, de-consolidations and other transactions	—	—	—	—	—	(1)	(1)
Balance at December 31, 2019	136,149,633	\$ 1,361	\$ 581,195	\$ 1,603,974	\$ 2,186,530	\$ 12	\$ 2,186,542

See accompanying notes.

**TRI POINTE GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Year Ended December 31,		
	2019	2018	2017
<b>Cash flows from operating activities:</b>			
Net income	\$ 207,187	\$ 271,513	\$ 187,551
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	28,396	29,097	3,500
Equity in (income) loss of unconsolidated entities, net	(9,264)	(8,124)	5,007
Deferred income taxes, net	17,864	11,074	46,810
Amortization of stock-based compensation	14,806	14,814	15,906
Charges for impairments and lot option abandonments	24,875	5,085	2,053
Changes in assets and liabilities:			
Real estate inventories	120,272	(91,757)	(205,229)
Receivables	(17,684)	74,545	(44,280)
Other assets	(12,369)	(9,895)	13,487
Accounts payable	(15,193)	3,222	2,618
Accrued expenses and other liabilities	(52,118)	1,906	67,036
Returns on investments in unconsolidated entities, net	9,208	9,182	7,215
Net cash provided by operating activities	315,980	310,662	101,674
<b>Cash flows from investing activities:</b>			
Purchases of property and equipment	(30,282)	(31,651)	(2,605)
Proceeds from sale of property and equipment	46	8	6
Investments in unconsolidated entities	(7,022)	(2,274)	(980)
Net cash paid for acquisition	—	(61,495)	—
Net cash used in investing activities	(37,258)	(95,412)	(3,579)
<b>Cash flows from financing activities:</b>			
Borrowings from debt	400,000	125,000	500,000
Repayment of debt	(531,895)	(193,105)	(413,726)
Debt issuance costs	(3,125)	—	(5,957)
Distributions to noncontrolling interests	—	(2,194)	(1,333)
Proceeds from issuance of common stock under share-based awards	449	1,943	12,291
Minimum tax withholding paid on behalf of employees for share-based awards	(3,612)	(6,049)	(2,896)
Share repurchases	(89,224)	(146,063)	(112,217)
Net cash used in financing activities	(227,407)	(220,468)	(23,838)
Net increase (decrease) in cash and cash equivalents	51,315	(5,218)	74,257
Cash and cash equivalents - beginning of year	277,696	282,914	208,657
Cash and cash equivalents - end of year	<u>\$ 329,011</u>	<u>\$ 277,696</u>	<u>\$ 282,914</u>

*See accompanying notes.*

**TRI POINTE GROUP, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Organization and Summary of Significant Accounting Policies**

**Organization**

TRI Pointe Group, Inc. (“TRI Pointe Group”) is engaged in the design, construction and sale of innovative single-family attached and detached homes through its portfolio of six quality brands across ten states, including Maracay in Arizona, Pardee Homes in California and Nevada, Quadrant Homes in Washington, Trendmaker Homes in Texas, TRI Pointe Homes in California, Colorado and the Carolinas and Winchester Homes in Maryland and Virginia.

**Basis of Presentation**

The accompanying financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) as contained within the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”).

The consolidated financial statements include the accounts of the Company, its wholly owned subsidiaries as well as other entities in which the Company has a controlling interest and variable interest entities (“VIEs”) in which the Company is the primary beneficiary. The noncontrolling interests as of December 31, 2019 and 2018 represent the outside owners’ interests in the Company’s consolidated entities and the net equity of the VIE owners. All significant intercompany accounts have been eliminated upon consolidation.

Unless the context otherwise requires, the terms “we”, “us”, “our” and “the Company” used herein refer to TRI Pointe Group and its consolidated subsidiaries.

**Reclassifications**

Certain amounts for prior years have been reclassified to conform to the current period presentation.

**Use of Estimates**

Our financial statements have been prepared in accordance with GAAP. The preparation of these financial statements requires our management to make estimates and judgments that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from our estimates.

**Subsequent Events**

We evaluated subsequent events up until our consolidated financial statements were filed with the Securities and Exchange Commission.

**Cash and Cash Equivalents and Concentration of Credit Risk**

We define cash and cash equivalents as cash on hand, demand deposits with financial institutions, and short-term liquid investments with a maturity date of less than three months from the date of acquisition. The Company’s cash balances exceed federally insurable limits. The Company monitors the cash balances in its operating accounts and adjusts the cash balances as appropriate; however, these cash balances could be impacted if the underlying financial institutions fail or are subject to other adverse conditions in the financial markets. To date, the Company has experienced no loss or lack of access to cash in its operating accounts.

**Revenue Recognition**

In May 2014, the FASB issued Accounting Standards Update 2014-09, *Revenue from Contracts with Customers (Codified as “ASC 606”)*. ASC 606 supersedes the revenue-recognition requirements in ASC Topic 605, *Revenue Recognition*, most industry-specific guidance throughout the industry topics of the accounting standards codification, and eliminates certain cost guidance related to construction-type and production-type contracts in accordance with ASC 970. In addition, ASC 606

includes Subtopic 340-40, *Other Assets and Deferred Costs - Contracts with Customers*, which provided updated guidance related to certain costs incurred in obtaining and fulfilling contracts with customers. Collectively, we refer to ASC 606 and Subtopic 340-40 as ASC 606 throughout this filing. The core principle of ASC 606 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Under ASC 606, we apply the following steps to determine the timing and amount of revenue to recognize: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the Company satisfies a performance obligation.

Following the adoption of ASC 606 on January 1, 2018, the timing of revenue recognition for all of our contracts remained materially consistent with our historical revenue recognition policy due to the nature of our revenue generating activities, with the most common difference under ASC 606 relating to the deferral of revenue due to these uncompleted performance obligations at the time we deliver new homes to our homebuyers.

#### ***Disaggregation of Revenues***

We generate revenues from a mix of homebuilding operations and financial services operations. Due to the nature of our revenue generating activities, the disaggregated revenue reported on our consolidated statement of operations, in conjunction with the revenues reported in our segment disclosure, is deemed sufficient to report revenue from contracts with customers in accordance with the disaggregation disclosure requirements of ASC 606. We report total revenues in Note 2, *Segment Information*, which is fully comprised of our revenues from contracts with customers. While the total homebuilding revenues by segment include a mix of home sales revenue, land and lot sales revenue and other operations revenue, all material revenue amounts outside of home sales revenue are attributed to their respective homebuilding segments in the discussion below. Our consideration of disaggregated revenue consisted of a variety of facts and circumstances pertaining to our contracts with customers. These considerations included the nature, amounts, timing and other characteristics and economic factors present within each revenue line item appearing on our consolidated statement of operations. See below for further commentary regarding each of our revenue streams from contracts with customers.

#### ***Home sales revenue***

We generate the majority of our total revenues from home sales, which consists of our core business operation of building and delivering completed homes to homebuyers. Home sales revenue and related profit is generally recognized when title to and possession of the home is transferred to the homebuyer at the home closing date. Our performance obligation to deliver the agreed-upon home is generally satisfied in less than one year from the original contract date. Included in home sales revenue are forfeited deposits, which occur when homebuyers cancel home purchase contracts that include a nonrefundable deposit. Both revenue from forfeited deposits and deferred revenue resulting from uncompleted performance obligations existing at the time we deliver new homes to our homebuyers are immaterial.

#### ***Land and lot sales revenue***

Historically, we have generated land and lot sales revenue from a small number of transactions, although in some years we have realized a significant amount of revenue and gross margin. We do not expect our future land and lot sales revenue to be material, but we still consider these sales to be an ordinary part of our business, thus meeting the definition of contracts with customers. Similar to our home sales, revenue from land and lot sales is typically fully recognized when the land and lot sales transactions are consummated, at which time no further performance obligations are left to be satisfied. Some of our historical land and lot sales have included future profit participation rights. We will recognize future land and lot sales revenue in the periods in which all closing conditions are met, subject to the constraint on variable consideration related to profit participation rights, if such rights exist in the sales contract.

#### ***Other operations revenue***

The majority of our homebuilding other operations revenue relates to a ground lease at our Quadrant Homes reporting segment. We are responsible for making lease payments to the land owner, and we collect sublease payments from the buyers of the buildings. This ground lease is accounted for in accordance with ASC Topic 842, *Leases*. We do not recognize a material profit on this ground lease.

#### ***Financial services revenues***

TRI Pointe Solutions is a reportable segment and is comprised of our TRI Pointe Connect mortgage financing operations, TRI Pointe Assurance title and escrow services operations, and TRI Pointe Advantage property and casualty insurance agency operations.

#### ***Mortgage financing operations***

TRI Pointe Connect was formed as a joint venture with an established mortgage lender and is accounted for under the equity method of accounting. We record a percentage of income earned by TRI Pointe Connect based on our ownership percentage in this joint venture. TRI Pointe Connect activity appears as equity in income of unconsolidated entities under the Financial Services section of our consolidated statements of operations.

#### *Title and escrow services operations*

TRI Pointe Assurance provides title examinations for our homebuyers in Austin and Colorado and both title examinations and escrow services for our homebuyers in Arizona, Dallas–Fort Worth, Houston, Maryland, Nevada, and Virginia. TRI Pointe Assurance is a wholly owned subsidiary of TRI Pointe and acts as a title agency for First American Title Insurance Company. Revenue from our title and escrow services operations is fully recognized at the time of the consummation of the home sales transaction, at which time no further performance obligations are left to be satisfied. TRI Pointe Assurance revenue is included in the Financial Services section of our consolidated statements of operations.

#### *Property and casualty insurance agency operations*

TRI Pointe Advantage is a wholly owned subsidiary of TRI Pointe and provides property and casualty insurance agency services that help facilitate the closing process in all of the markets in which we operate. The total consideration for these services, including renewal options, is estimated upon the issuance of the initial insurance policy, subject to constraint. TRI Pointe Advantage revenue is included in the Financial Services section of our consolidated statements of operations.

### **Real Estate Inventories and Cost of Sales**

Real estate inventories consist of land, land under development, homes under construction, completed homes and model homes and are stated at cost, net of impairment losses. We capitalize direct carrying costs, including interest, property taxes and related development costs to inventories. Field construction supervision and related direct overhead are also included in the capitalized cost of inventories. Direct construction costs are specifically identified and allocated to homes while other common costs, such as land, land improvements and carrying costs, are allocated to homes within a community based upon their anticipated relative sales or fair value. In accordance with ASC Topic 835, *Interest* (“ASC 835”), homebuilding interest capitalized as a cost of inventories owned is included in costs of sales as related units or lots are sold. To the extent our debt exceeds our qualified assets as defined in ASC 835, we expense a portion of the interest incurred by us. Qualified assets represent projects that are actively under development. Homebuilding cost of sales is recognized at the same time revenue is recognized and is recorded based upon total estimated costs to be allocated to each home within a community. Any changes to the estimated costs are allocated to the remaining undelivered lots and homes within their respective community. The estimation and allocation of these costs require a substantial degree of judgment by management.

The estimation process involved in determining relative sales or fair values is inherently uncertain because it involves estimating future sales values of homes before delivery. Additionally, in determining the allocation of costs to a particular land parcel or individual home, we rely on project budgets that are based on a variety of assumptions, including assumptions about construction schedules and future costs to be incurred. It is common that actual results differ from budgeted amounts for various reasons, including construction delays, increases in costs that have not been committed or unforeseen issues encountered during construction that fall outside the scope of existing contracts, or costs that come in less than originally anticipated. While the actual results for a particular construction project are accurately reported over time, a variance between the budget and actual costs could result in the understatement or overstatement of costs and have a related impact on gross margins between reporting periods. To reduce the potential for such variances, we have procedures that have been applied on a consistent basis, including assessing and revising project budgets on a periodic basis, obtaining commitments from subcontractors and vendors for future costs to be incurred and utilizing the most recent information available to estimate costs.

If there are indications of impairment, we perform a detailed budget and cash flow review of our real estate assets to determine whether the estimated remaining undiscounted future cash flows of the community are more or less than the asset’s carrying value. If the undiscounted cash flows are more than the asset’s carrying value, no impairment adjustment is required. However, if the undiscounted cash flows are less than the asset’s carrying value, the asset is deemed impaired and is written down to fair value. These impairment evaluations require us to make estimates and assumptions regarding future conditions, including timing and amounts of development costs and sales prices of real estate assets, to determine if expected future undiscounted cash flows will be sufficient to recover the asset’s carrying value.

When estimating undiscounted cash flows of a community, we make various assumptions, including: (i) expected sales prices and sales incentives to be offered, including the number of homes available, pricing and incentives being offered by us or other builders in other communities, and future sales price adjustments based on market and economic trends; (ii) expected sales pace and cancellation rates based on local housing market conditions, competition and historical trends; (iii) costs expended to date and expected to be incurred including, but not limited to, land and land development costs, home construction

costs, interest costs, indirect construction and overhead costs, and selling costs; (iv) alternative product offerings that may be offered that could have an impact on sales pace, sales price and/or building costs; and (v) alternative uses for the property.

Many assumptions are interdependent and a change in one may require a corresponding change to other assumptions. For example, increasing or decreasing monthly sales absorption rates has a direct impact on the estimated per unit sales price of a home and the level of time sensitive costs (such as indirect construction, overhead and carrying costs). Depending on the underlying objective of the community, assumptions could have a significant impact on the projected cash flow analysis. For example, if our objective is to preserve operating margins, our cash flow analysis will be different than if the objective is to increase sales. These objectives may vary significantly from community to community and over time.

We perform a quarterly review for indicators of impairment. If assets are considered impaired, the impairment charge is determined by the amount the asset's carrying value exceeds its fair value. Fair value is determined based on estimated future cash flows discounted for inherent risks associated with real estate assets. These discounted cash flows are impacted by expected risk based on estimated land development, construction and delivery timelines; market risk of price erosion; uncertainty of development or construction cost increases; and other risks specific to the asset or market conditions where the asset is located when assessment is made. These factors are specific to each community and may vary among communities. For the years ended December 31, 2019, 2018 and 2017, we recorded real estate inventory impairment charges of \$10.1 million, \$0 and \$854,000, respectively.

### **Warranty Reserves**

In the normal course of business, we incur warranty-related costs associated with homes that have been delivered to homebuyers. Estimated future direct warranty costs are accrued and charged to cost of sales in the period when the related home sales revenues are recognized while indirect warranty overhead salaries and related costs are charged to cost of sales in the period incurred. Factors that affect the warranty accruals include the number of homes delivered, historical and anticipated rates of warranty claims and cost per claim. Our primary assumption in estimating the amounts we accrue for warranty costs is that historical claims experience is a strong indicator of future claims experience. In addition, we maintain general liability insurance designed to protect us against a portion of our risk of loss from warranty and construction-related claims. We also generally require our subcontractors and design professionals to indemnify us for liabilities arising from their work, subject to various limitations. However, such indemnity is significantly limited with respect to certain subcontractors that are added to our general liability insurance policy.

Our warranty reserve is based on actuarial analysis that uses our historical claim and expense data, as well as industry data to estimate these overall costs. Key assumptions used in developing these estimates include claim frequencies, severities and resolution patterns, which can occur over an extended period of time. These estimates are subject to variability due to the length of time between the delivery of a home to a homebuyer and when a warranty or construction defect claim is made, and the ultimate resolution of such claim; uncertainties regarding such claims relative to our markets and the types of product we build; and legal or regulatory actions and/or interpretations, among other factors. Due to the degree of judgment involved and the potential for variability in these underlying assumptions, our actual future costs could differ from those estimated. There can be no assurance that the terms and limitations of the limited warranty will be effective against claims made by homebuyers, that we will be able to renew our insurance coverage or renew it at reasonable rates, that we will not be liable for damages, cost of repairs, and/or the expense of litigation surrounding possible construction defects, soil subsidence or building related claims or that claims will not arise out of uninsurable events or circumstances not covered by insurance and not subject to effective indemnification agreements with certain subcontractors.

We also record expected recoveries from insurance carriers based on actual insurance claims made and actuarially determined amounts that depend on various factors, including, the above-described reserve estimates, our insurance policy coverage limits for the applicable policy years and historical recovery rates. Because of the inherent uncertainty and variability in these assumptions, our actual insurance recoveries could differ significantly from amounts currently estimated.

### **Investments in Unconsolidated Entities**

We have investments in unconsolidated entities over which we have significant influence that we account for using the equity method with taxes provided on undistributed earnings. We record earnings and accrue taxes in the period that the earnings are recorded by our affiliates. Under the equity method, our share of the unconsolidated entities' earnings or loss is included in equity in (loss) income of unconsolidated entities in the accompanying consolidated statements of operations. We evaluate our investments in unconsolidated entities for impairment when events and circumstances indicate that the carrying value of the investment has been impaired beyond a temporary period of time. For the year ended December 31, 2017, we had a \$13.2 million impairment charge related to a joint venture formed as a limited liability company in 1999 for the entitlement

and development of land located in Los Angeles County, California. For the years ended December 31, 2019 and 2018, we did not have any impairment charges related to investments in unconsolidated entities.

### **Variable Interest Entities**

The Company accounts for variable interest entities in accordance with ASC Topic 810, *Consolidation* (“ASC 810”). Under ASC 810, a variable interest entity (“VIE”) is created when: (a) the equity investment at risk in the entity is not sufficient to permit the entity to finance its activities without additional subordinated financial support provided by other parties, including the equity holders; (b) the entity’s equity holders as a group (i) lack the direct or indirect ability to make decisions about the entity, (ii) are not obligated to absorb expected losses of the entity or (iii) do not have the right to receive expected residual returns of the entity; or (c) the entity’s equity holders have voting rights that are not proportionate to their economic interests, and the activities of the entity involve, or are conducted on behalf of, the equity holder with disproportionately few voting rights. If an entity is deemed to be a VIE pursuant to ASC 810, the enterprise that has both (a) the power to direct the activities of a VIE that most significantly impact the entity’s economic performance and (b) the obligation to absorb the expected losses of the entity or right to receive benefits from the entity that could be potentially significant to the VIE is considered the primary beneficiary and must consolidate the VIE.

Under ASC 810, a deposit paid to an entity is deemed to be a variable interest that will absorb some or all of the entity’s expected losses if they occur. Our land purchase and lot option deposits generally represent our maximum exposure to the land seller if we elect not to purchase the optioned property. In some instances, we may also expend funds for due diligence, development and construction activities with respect to optioned land prior to takedown. Such costs are classified as inventories owned, which we would have to write off should we not exercise the option. Therefore, whenever we enter into a land option or purchase contract with an entity and make a deposit, a VIE may have been created. In accordance with ASC 810, we perform ongoing reassessments of whether we are the primary beneficiary of a VIE.

### **Stock-Based Compensation**

We account for share-based awards in accordance with ASC Topic 718, *Compensation-Stock Compensation* (“ASC 718”). ASC 718 requires that the cost resulting from all share-based payment transactions be recognized in the financial statements. ASC 718 requires all entities to apply a fair-value-based measurement method in accounting for share-based payment transactions with employees. Share-based awards are expensed on a straight-line basis over the expected vesting period.

### **Sales and Marketing Expense**

Following the adoption of ASC 606 on January 1, 2018, costs incurred for tangible assets directly used in the sales process that were previously capitalized to real estate inventories and amortized to cost of home sales, such as our sales offices, and model landscaping and furnishings, are capitalized to other assets and amortized to selling expense as the underlying homes are delivered. All other sales and marketing costs that were previously capitalized to real estate inventories and amortized to cost of home sales, such as advertising signage, brochures, and model and sales office conversion costs are expensed as incurred as selling expense.

### **Income Taxes**

We account for income taxes in accordance with ASC Topic 740, *Income Taxes* (“ASC 740”). Deferred tax assets and liabilities are recorded based on future tax consequences of both temporary differences between the amounts reported for financial reporting purposes and the amounts deductible for income tax purposes, and are measured using enacted tax rates expected to apply in the years in which the temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in earnings in the period when the changes are enacted.

Each quarter we assess our deferred tax assets to determine whether all or any portion of the assets is more likely than not unrealizable under ASC 740. We are required to establish a valuation allowance for any portion of the asset we conclude is more likely than not to be unrealizable. Our assessment considers, among other things, the nature, frequency and severity of our current and cumulative losses, forecasts of our future taxable income, the duration of statutory carryforward periods and tax planning alternatives. Due to uncertainties inherent in the estimation process, it is possible that actual results may vary from estimates.

The enactment of the Tax Cuts and Jobs Act in the fourth quarter of 2017, among other things, reduced the federal corporate tax rate to 21% from 35%, effective January 1, 2018. This resulted in a \$22.0 million reduction in our deferred tax asset for the year ended December 31, 2017. For further details, see Note 15, *Income Taxes*.

We classify any interest and penalties related to income taxes as part of income tax expense.

### **Business Combinations**

We account for business combinations in accordance with ASC Topic 805, *Business Combinations*, if the assets acquired and liabilities assumed constitute a business. For acquired companies constituting a business, we recognize the identifiable assets acquired and liabilities assumed at their acquisition-date fair values and recognize any excess of total consideration paid over the fair value of the identifiable assets as goodwill. During the fourth quarter of 2018, we acquired a Dallas–Fort Worth-based homebuilder for an all cash purchase price of approximately \$61.5 million. This transaction was accounted for as a business combination in accordance with ASC Topic 805, *Business Combinations*. For further details, see Note 5, *Real Estate Inventories*.

### **Goodwill and Other Intangible Assets**

In accordance with ASC Topic 350, *Intangibles–Goodwill and Other* (“ASC 350”), we evaluate goodwill and indefinite-lived intangible assets for impairment on an annual basis, or more frequently if events or changes in circumstances between annual tests indicate that it is more likely than not that the asset is impaired. We have identified one reporting unit with goodwill, TRI Pointe Homes, and performed our annual goodwill impairment evaluation as of October 1, 2019. For further details on goodwill, see Note 8, *Goodwill and Other Intangible Assets*.

For our TRI Pointe Homes reporting unit, we performed a qualitative assessment to determine whether it is more likely than not that its fair value is less than its carrying amount. Upon completion of the October 2019 annual impairment assessment, we determined that no goodwill impairment was indicated. As of December 31, 2019, we are not aware of any significant indicators of impairment that exist for our goodwill that would require additional analysis.

An impairment of our indefinite-lived intangible asset is based on a comparison of its fair value to book value, without consideration of any recoverability due to the indefinite nature of the asset. As of December 31, 2019, we believe that our indefinite-lived intangible asset continues to have an indefinite life and that its fair value exceeds its carrying value. For further details on our indefinite-lived intangible asset, see Note 8, *Goodwill and Other Intangible Assets*.

In accordance with ASC Topic 360, *Property, Plant and Equipment* (“ASC 360”), we evaluate finite-lived intangible assets for impairment on an annual basis, or more frequently if events or changes in circumstances between annual tests indicate that it is more likely than not that the asset is impaired. An impairment in the carrying value of our finite-lived intangible asset is recognized whenever anticipated future undiscounted cash flows from the asset become unrecoverable and are estimated to be less than its carrying value. As of December 31, 2019, we believe that the carrying value of our finite-lived intangible asset is recoverable and that its fair value is greater than its carrying value. For further details on our finite-lived intangible asset, see Note 8, *Goodwill and Other Intangible Assets*.

Significant management judgment is required in the forecasts of future operating results that are used in our impairment evaluations. Our estimates are consistent with the plans and estimates that we use to manage our business. It is possible, however, that the plans may change and estimates used may prove to be inaccurate. If our actual results, or the plans and estimates used in future impairment analyses, are lower than the original estimates used to assess the recoverability of these assets, we could incur future impairment charges.

### **Recently Issued Accounting Standards Not Yet Adopted**

In January 2017, the FASB issued Accounting Standards Update No. 2017-04, *Intangibles–Goodwill and Other (Topic 350): Simplifying the Accounting for Goodwill Impairment* (“ASU 2017-04”), which removes the requirement to perform a hypothetical purchase price allocation to measure goodwill impairment. A goodwill impairment will now be the amount by which a reporting unit’s carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. ASU 2017-04 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2019, with early adoption permitted, and applied prospectively. We do not expect the adoption of ASU 2017-04 to have a material impact on our consolidated financial statements.

In June 2016, the FASB issued Accounting Standards Update No. 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* (“ASU 2016-13”), which replaces the incurred loss impairment methodology with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. ASU 2016-13 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2019, with early adoption permitted. We have adopted ASU 2016-13 on January 1, 2020 and do not expect the adoption to have a material impact on our consolidated financial statements.

In December 2019, the FASB issued ASU 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes* (“ASU 2019-12”), which is intended to simplify various aspects related to accounting for income taxes. ASU 2019-12 removes certain exceptions to the general principles in Topic 740 and also clarifies and amends existing guidance to improve consistent application. ASU 2019-12 is effective for the Company beginning after December 15, 2020. We do not expect the adoption of ASU 2019-12 to have a material impact on our consolidated financial statements.

## **Adoption of New Accounting Standards**

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, *Leases* (codified as “ASC 842”), which requires an entity to recognize a lease right-of-use asset and lease liability on the balance sheet for the rights and obligations created by leases with durations of greater than 12 months. Right-of-use lease assets represent our right to use the underlying asset for the lease term and the lease obligation represents our commitment to make the lease payments arising from the lease. The guidance also requires more disclosures about leases in the notes to financial statements. We adopted ASC 842 on January 1, 2019, using a modified retrospective approach resulting in the recognition of a cumulative effect adjustment to the opening balance sheet of \$57.4 million, which included a lease right-of-use asset offset by a lease liability on our consolidated balance sheet. No prior period adjustment was recorded. Additionally, we have elected the transition package of three practical expedients permitted under ASC 842, which among other things, allows us to retain the current operating classification for all of our existing leases prior to January 1, 2019. For further details on the adoption of ASC 842, see Note 13, *Commitments and Contingencies*.

## **2. Segment Information**

We operate two principal businesses: homebuilding and financial services.

Our homebuilding operations consist of six homebuilding companies, each operating under different brand names, through which we acquire and develop land and construct and sell single-family detached and attached homes. In accordance with ASC Topic 280, *Segment Reporting*, in determining the most appropriate reportable segments, we considered similar economic and other characteristics, including product types, average selling prices, gross profits, production processes, suppliers, subcontractors, regulatory environments, land acquisition results, brand names, and underlying demand and supply. Based upon these factors, our homebuilding operations comprise the following six reportable segments: Maracay, consisting of operations in Arizona; Pardee Homes, consisting of operations in California and Nevada; Quadrant Homes, consisting of operations in Washington; Trendmaker Homes, consisting of operations in Texas; TRI Pointe Homes, consisting of operations in California, Colorado and the early stages of expansion into the Carolinas; and Winchester Homes, consisting of operations in Maryland and Virginia.

Our TRI Pointe Solutions financial services operation is a reportable segment and is comprised of our TRI Pointe Connect mortgage financing operations, our TRI Pointe Assurance title and escrow services operations, and our TRI Pointe Advantage property and casualty insurance agency operations. For further details, see Note 1, *Organization and Summary of Significant Accounting Policies*.

Corporate is a non-operating segment that develops and implements company-wide strategic initiatives and provides support to our homebuilding reporting segments by centralizing certain administrative functions, such as marketing, legal, accounting, treasury, insurance, internal audit and risk management, information technology and human resources, to benefit from economies of scale. Our Corporate non-operating segment also includes general and administrative expenses related to operating our corporate headquarters. A portion of the expenses incurred by Corporate is allocated to the homebuilding reporting segments.

The reportable segments follow the same accounting policies used for our consolidated financial statements, as described in Note 1, *Organization and Summary of Significant Accounting Policies*. Operational results of each reportable segment are not necessarily indicative of the results that would have been achieved had the reportable segment been an independent, stand-alone entity during the periods presented.

Total revenues and income before income taxes for each of our reportable segments were as follows (in thousands):

	2019	2018	2017
<b>Revenues</b>			
Maracay	\$ 272,723	\$ 263,321	\$ 296,768
Pardee Homes	1,101,580	999,710	826,033
Quadrant Homes	242,174	307,706	247,939
Trendmaker Homes	413,090	310,730	253,825
TRI Pointe Homes	796,958	1,073,592	927,247
Winchester Homes	252,496	305,950	257,089
Total homebuilding revenues	3,079,021	3,261,009	2,808,901
Financial services	3,994	1,738	1,371
<b>Total</b>	<b>\$ 3,083,015</b>	<b>\$ 3,262,747</b>	<b>\$ 2,810,272</b>
<b>Income (loss) before taxes</b>			
Maracay	\$ 21,040	\$ 23,281	\$ 23,987
Pardee Homes	198,463	191,793	198,738
Quadrant Homes	3,951	38,366	32,671
Trendmaker Homes	17,133	25,228	16,764
TRI Pointe Homes	49,721	115,632	89,811
Winchester Homes	11,243	23,981	15,472
Corporate	(40,887)	(65,889)	(45,091)
Total homebuilding income before income taxes	260,664	352,392	332,352
Financial services	10,423	9,673	7,466
<b>Total</b>	<b>\$ 271,087</b>	<b>\$ 362,065</b>	<b>\$ 339,818</b>

Total real estate inventories and total assets for each of our reportable segments, as of the date indicated, were as follows (in thousands):

	December 31, 2019	December 31, 2018
<b>Real estate inventories</b>		
Maracay	\$ 338,259	\$ 293,217
Pardee Homes	1,218,384	1,286,877
Quadrant Homes	264,437	279,486
Trendmaker Homes	268,759	271,061
TRI Pointe Homes	737,662	812,799
Winchester Homes	237,935	272,619
<b>Total</b>	<b>\$ 3,065,436</b>	<b>\$ 3,216,059</b>
<b>Total assets</b>		
Maracay	\$ 382,262	\$ 318,703
Pardee Homes	1,300,047	1,391,503
Quadrant Homes	331,187	313,947
Trendmaker Homes	353,610	325,943
TRI Pointe Homes	930,348	987,610
Winchester Homes	291,456	298,602
Corporate	241,357	228,010
Total homebuilding assets	3,830,267	3,864,318
Financial services	28,423	19,885
<b>Total</b>	<b>\$ 3,858,690</b>	<b>\$ 3,884,203</b>

### 3. Earnings Per Share

The following table sets forth the components used in the computation of basic and diluted earnings per share (in thousands, except share and per share amounts):

	Year Ended December 31,		
	2019	2018	2017
Numerator:			
Income available to common stockholders	\$ 207,187	\$ 269,911	\$ 187,191
Denominator:			
Basic weighted-average shares outstanding	140,851,444	148,183,431	154,134,411
Effect of dilutive shares:			
Stock options and unvested restricted stock units	542,783	821,259	950,955
Diluted weighted-average shares outstanding	141,394,227	149,004,690	155,085,366
Earnings per share			
Basic	\$ 1.47	\$ 1.82	\$ 1.21
Diluted	\$ 1.47	\$ 1.81	\$ 1.21
Antidilutive stock options not included in diluted earnings per share	2,636,982	1,645,816	3,288,340

### 4. Receivables, Net

Receivables, net consisted of the following (in thousands):

	December 31, 2019	December 31, 2018
Escrow proceeds and other accounts receivable, net	\$ 29,282	\$ 13,995
Warranty insurance receivable (Note 13)	39,994	37,597
Total receivables	\$ 69,276	\$ 51,592

Receivables are evaluated for collectability and allowances for potential losses are established or maintained on applicable receivables when collection becomes doubtful. Receivables were net of allowances for doubtful accounts of \$426,000 in 2019 and \$667,000 in 2018.

### 5. Real Estate Inventories

Real estate inventories consisted of the following (in thousands):

	December 31, 2019	December 31, 2018
Real estate inventories owned:		
Homes completed or under construction	\$ 951,974	\$ 959,911
Land under development	1,641,354	1,743,537
Land held for future development	122,847	201,874
Model homes	275,204	238,828
Total real estate inventories owned	2,991,379	3,144,150
Real estate inventories not owned:		
Land purchase and land option deposits	74,057	71,909
Total real estate inventories not owned	74,057	71,909
Total real estate inventories	\$ 3,065,436	\$ 3,216,059

Homes completed or under construction is comprised of costs associated with homes in various stages of construction and includes direct construction and related land acquisition and land development costs. Land under development primarily consists of land acquisition and land development costs, which include capitalized interest and real estate taxes, associated with land undergoing improvement activity. Land held for future development principally reflects land acquisition and land

development costs related to land where development activity has not yet begun or has been suspended, but is expected to occur in the future. The decrease in land held for future development as of December 31, 2019 compared to December 31, 2018 is attributable to two communities where development activity commenced during the year ended December 31, 2019 and a \$7.0 million impairment charge discussed below.

During the fourth quarter of 2018, we acquired a Dallas–Fort Worth-based homebuilder for an all cash purchase price of approximately \$61.5 million. This transaction was accounted for as a business combination in accordance with ASC Topic 805, *Business Combinations*. As a result of this transaction, we recorded approximately \$63.2 million of real estate inventories owned, approximately \$5.5 million of other assets and approximately \$7.2 million of accounts payable and other accrued liabilities. All net assets and operations acquired in this transaction are included in the Trendmaker Homes reporting segment in Note 2, *Segment Information*.

Real estate inventories not owned represents deposits related to land purchase and land and lot option agreements as well as consolidated inventory held by variable interest entities. For further details, see Note 7, *Variable Interest Entities*.

Interest incurred, capitalized and expensed were as follows (in thousands):

	Year Ended December 31,		
	2019	2018	2017
Interest incurred	\$ 89,691	\$ 91,631	\$ 84,264
Interest capitalized	(89,691)	(91,631)	(84,264)
Interest expensed	\$ —	\$ —	\$ —
Capitalized interest in beginning inventory	\$ 184,400	\$ 176,348	\$ 157,329
Interest capitalized as a cost of inventory	89,691	91,631	84,264
Interest previously capitalized as a cost of inventory, included in cost of sales	(81,735)	(83,579)	(65,245)
Capitalized interest in ending inventory	\$ 192,356	\$ 184,400	\$ 176,348

Interest is capitalized to real estate inventory during development and other qualifying activities. Interest that is capitalized to real estate inventory is included in cost of home sales as related units are delivered. Interest that is expensed as incurred is included in other income, net on the consolidated statements of operations.

#### ***Real Estate Inventory Impairments and Land Option Abandonments***

Real estate inventory impairments and land option abandonments consisted of the following (in thousands):

	Year Ended December 31,		
	2019	2018	2017
Real estate inventory impairments	\$ 10,078	\$ —	\$ 854
Land and lot option abandonments and pre-acquisition costs	14,797	5,085	1,199
Total	\$ 24,875	\$ 5,085	\$ 2,053

During the year ended December 31, 2019, we recorded real estate inventory impairment charges of \$10.1 million, of which \$7.0 million related to one held for future development community for TRI Pointe Homes in Sacramento, California, and \$3.1 million related to three communities for Trendmaker Homes in Houston, Texas. The discount rates used to calculate fair value were 16% for the TRI Pointe Homes community and 10% to 12% for the three Trendmaker Homes communities. We considered both market risk and community specific risk to arrive at a discount rate appropriate for the level of total risk associated with each community.

In addition to owning land and residential lots, we also have option agreements to purchase land and lots at a future date. We have option deposits and capitalized pre-acquisition costs associated with the optioned land and lots. When the economics of a project no longer support acquisition of the land or lots under option, we may elect not to move forward with the acquisition. Option deposits and capitalized pre-acquisition costs associated with the assets under option may be forfeited at that time.

Real estate inventory impairments and land option abandonments are recorded in cost of home sales in the consolidated statements of operations.

## 6. Investments in Unconsolidated Entities

As of December 31, 2019, we held equity investments in five active homebuilding partnerships or limited liability companies and one financial services limited liability company. Our participation in these entities may be as a developer, a builder, or an investment partner. Our ownership percentage varies from 7% to 65%, depending on the investment, with no controlling interest held in any of these investments. Subsequent to December 31, 2019, a reconsideration event under ASC 810 occurred for our financial services limited liability company, which will require us to reassess whether the joint venture is a VIE and, if so, whether the Company is the primary beneficiary. The Company will perform this analysis during the quarter ending March 31, 2020.

### Unconsolidated Financial Information

Aggregated assets, liabilities and operating results of the entities we account for as equity-method investments are provided below. Because our ownership interest in these entities varies, a direct relationship does not exist between the information presented below and the amounts that are reflected on our consolidated balance sheets as our investment in unconsolidated entities or on our consolidated statement of operations as equity in income (loss) of unconsolidated entities.

Assets and liabilities of unconsolidated entities (in thousands):

	December 31,	
	2019	2018
<b>Assets</b>		
Cash	\$ 8,537	\$ 13,337
Receivables	7,393	4,674
Real estate inventories	116,760	99,864
Other assets	703	811
<b>Total assets</b>	<b>\$ 133,393</b>	<b>\$ 118,686</b>
<b>Liabilities and equity</b>		
Accounts payable and other liabilities	\$ 11,009	\$ 11,631
Company's equity	11,745	5,410
Outside interests' equity	110,639	101,645
<b>Total liabilities and equity</b>	<b>\$ 133,393</b>	<b>\$ 118,686</b>

Results of operations from unconsolidated entities (in thousands):

	Year Ended December 31,		
	2019	2018	2017
Net sales	\$ 30,691	\$ 28,745	\$ 24,247
Other operating expense	(16,981)	(17,447)	(13,904)
Other income	175	97	120
Net income	\$ 13,885	\$ 11,395	\$ 10,463
Company's equity in income (loss) of unconsolidated entities	\$ 9,264	\$ 8,124	\$ (5,007)

## 7. Variable Interest Entities

In the ordinary course of business, we enter into land option agreements in order to procure land and residential lots for future development and the construction of homes. The use of such land option agreements generally allows us to reduce the risks associated with direct land ownership and development, and reduces our capital and financial commitments. Pursuant to these land option agreements, we generally provide a deposit to the seller as consideration for the right to purchase land at different times in the future, usually at predetermined prices. Such deposits are recorded as land purchase and land option deposits under real estate inventories not owned in the accompanying consolidated balance sheets.

We analyze each of our land option agreements and other similar contracts under the provisions of ASC 810 to determine whether the land seller is a VIE and, if so, whether we are the primary beneficiary. Although we do not have legal title to the

underlying land, if we are determined to be the primary beneficiary of the VIE, we will consolidate the VIE in our financial statements and reflect its assets as real estate inventory not owned included in our real estate inventories, its liabilities as debt (nonrecourse) held by VIEs in accrued expenses and other liabilities and the net equity of the VIE owners as noncontrolling interests on our consolidated balance sheets. In determining whether we are the primary beneficiary, we consider, among other things, whether we have the power to direct the activities of the VIE that most significantly impact the VIE's economic performance. Such activities would include, among other things, determining or limiting the scope or purpose of the VIE, selling or transferring property owned or controlled by the VIE, or arranging financing for the VIE.

Creditors of the entities with which we have land option agreements have no recourse against us. The maximum exposure to loss under our land option agreements is limited to non-refundable option deposits and any capitalized pre-acquisition costs. In some cases, we have also contracted to complete development work at a fixed cost on behalf of the land owner and budget shortfalls and savings will be borne by us. Additionally, we have entered into land banking arrangements which require us to complete development work even if we terminate the option to procure land or lots.

The following provides a summary of our interests in land option agreements (in thousands):

	December 31, 2019			December 31, 2018		
	Deposits	Remaining Purchase Price	Consolidated Inventory Held by VIEs	Deposits	Remaining Purchase Price	Consolidated Inventory Held by VIEs
Consolidated VIEs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Unconsolidated VIEs	42,896	440,974	N/A	41,198	433,720	N/A
Other land option agreements	31,161	358,345	N/A	30,711	307,498	N/A
Total	<u>\$ 74,057</u>	<u>\$ 799,319</u>	<u>\$ —</u>	<u>\$ 71,909</u>	<u>\$ 741,218</u>	<u>\$ —</u>

Unconsolidated VIEs represent land option agreements that were not consolidated because we were not the primary beneficiary. Other land option agreements were not considered VIEs.

In addition to the deposits presented in the table above, our exposure to loss related to our land option contracts consisted of capitalized pre-acquisition costs of \$6.0 million and \$7.5 million as of December 31, 2019 and 2018, respectively. These pre-acquisition costs were included in real estate inventories as land under development on our consolidated balance sheets.

## 8. Goodwill and Other Intangible Assets

The Company recorded \$139.3 million of goodwill in connection with the Merger with Weyerhaeuser Real Estate Company (WRECO). As of December 31, 2019 and 2018, \$139.3 million of goodwill is included in goodwill and other intangible assets, net, on each of the consolidated balance sheets. The Company's goodwill balance is included in the TRI Pointe Homes reporting segment in Note 2, *Segment Information*.

We have two intangible assets as of December 31, 2019, comprised of an existing trade name from the acquisition of Maracay in 2006, which has a 20 year useful life, and a TRI Pointe Homes trade name resulting from the acquisition of WRECO in 2014, which has an indefinite useful life.

Goodwill and other intangible assets consisted of the following (in thousands):

	December 31, 2019			December 31, 2018		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Goodwill	\$ 139,304	\$ —	\$ 139,304	\$ 139,304	\$ —	\$ 139,304
Trade names	27,979	(7,390)	20,589	27,979	(6,856)	21,123
Total	<u>\$ 167,283</u>	<u>\$ (7,390)</u>	<u>\$ 159,893</u>	<u>\$ 167,283</u>	<u>\$ (6,856)</u>	<u>\$ 160,427</u>

The remaining useful life of our amortizing intangible asset related to Maracay was 6.2 and 7.2 years as of December 31, 2019 and 2018, respectively. Amortization expense related to this intangible asset was \$534,000 for each of the years ended December 31, 2019 and 2018, and was charged to sales and marketing expense. Our \$17.3 million indefinite life intangible

asset related to TRI Pointe Homes trade name is not amortizing. All trade names are evaluated for impairment on an annual basis or more frequently if indicators of impairment exist.

Expected amortization of our intangible asset related to Maracay for the next five years and thereafter is (in thousands):

2020	\$	534
2021		534
2022		534
2023		534
2024		534
Thereafter		619
Total	\$	3,289

## 9. Other Assets

Other assets consisted of the following (in thousands):

	December 31, 2019	December 31, 2018
Prepaid expenses	\$ 24,070	\$ 31,983
Refundable fees and other deposits	30,242	12,376
Development rights, held for future use or sale	2,213	845
Deferred loan costs	4,345	2,424
Operating properties and equipment, net	57,803	54,198
Lease right-of-use assets	50,947	—
Other	3,805	3,425
Total	\$ 173,425	\$ 105,251

Lease right-of-use assets was impacted by our one-time cumulative adjustment resulting from the adoption of ASC 842. As a result of our cumulative adjustment, the December 31, 2018 balance increased by \$57.4 million on January 1, 2019. For further details, see Note 1, *Organization, Basis of Presentation and Summary of Significant Accounting Policies* and Note 13, *Commitments and Contingencies*.

## 10. Accrued Expenses and Other Liabilities

Accrued expenses and other liabilities consisted of the following (in thousands):

	December 31, 2019	December 31, 2018
Accrued payroll and related costs	\$ 42,798	\$ 44,010
Warranty reserves (Note 13)	76,607	71,836
Estimated cost for completion of real estate inventories	90,899	114,928
Customer deposits	20,390	17,464
Income tax liability to Weyerhaeuser	346	6,577
Accrued income taxes payable	1,530	8,335
Liability for uncertain tax positions	486	972
Accrued interest	11,952	12,572
Other tax liabilities	8,448	21,892
Lease liabilities	56,125	—
Other	12,462	36,563
Total	\$ 322,043	\$ 335,149

Lease liabilities was impacted by our one-time cumulative adjustment resulting from the adoption of ASC 842. As a result of our cumulative adjustment, the December 31, 2018 balance increased by \$57.4 million on January 1, 2019. For further details, see Note 1, *Organization, Basis of Presentation and Summary of Significant Accounting Policies* and Note 13, *Commitments and Contingencies*.

## 11. Senior Notes and Loans Payable

### Senior Notes

Senior notes consisted of the following (in thousands):

	December 31, 2019	December 31, 2018
4.375% Senior Notes due June 15, 2019	\$ —	\$ 381,895
4.875% Senior Notes due July 1, 2021	300,000	300,000
5.875% Senior Notes due June 15, 2024	450,000	450,000
5.250% Senior Notes due June 1, 2027	300,000	300,000
Discount and deferred loan costs	(16,015)	(21,091)
Total	<u>\$ 1,033,985</u>	<u>\$ 1,410,804</u>

In June 2017, TRI Pointe Group issued \$300.0 million aggregate principal amount of 5.250% Senior Notes due 2027 (the “2027 Notes”) at 100.00% of their aggregate principal amount. Net proceeds of this issuance were \$296.3 million, after debt issuance costs and discounts. The 2027 Notes mature on June 1, 2027 and interest is paid semiannually in arrears on June 1 and December 1 of each year until maturity.

In May 2016, TRI Pointe Group issued \$300.0 million aggregate principal amount of 4.875% Senior Notes due 2021 (the “2021 Notes”) at 99.44% of their aggregate principal amount. Net proceeds of this issuance were \$293.9 million, after debt issuance costs and discounts. The 2021 Notes mature on July 1, 2021 and interest is paid semiannually in arrears on January 1 and July 1.

TRI Pointe Group and its 100% owned subsidiary TRI Pointe Homes, Inc. (“TRI Pointe Homes”) are co-issuers of the 5.875% Senior Notes due 2024 (the “2024 Notes”) and the 4.375% Senior Notes that matured on June 15, 2019 (the “2019 Notes”). The 2024 Notes were issued at 98.15% of their aggregate principal amount. The net proceeds from the offering were \$861.3 million, after debt issuance costs and discounts. The 2024 Notes mature on June 15, 2024, with interest payable semiannually in arrears on June 15 and December 15.

As of December 31, 2019 there was \$11.1 million of capitalized debt financing costs, included in senior notes, net on our consolidated balance sheet, that will amortize over the lives of the Senior Notes. Accrued interest related to the Senior Notes was \$9.8 million and \$11.5 million as of December 31, 2019 and 2018, respectively.

### Loans Payable

The Company’s outstanding loans payable consisted of the following (in thousands):

	December 31, 2019	December 31, 2018
Term loan facility	\$ 250,000	\$ —
Unsecured revolving credit facility	—	—
Total	<u>\$ 250,000</u>	<u>\$ —</u>

On March 29, 2019, we entered into a Second Amended and Restated Credit Agreement (the “Credit Agreement”), which amended and restated our Amended and Restated Credit Agreement, dated as of July 7, 2015. The Credit Facility (as defined below), which matures on March 29, 2023, consists of a \$600 million revolving credit facility (the “Revolving Facility”) and a \$250 million term loan facility (the “Term Facility” and together with the Revolving Facility, the “Credit Facility”). The Term Facility includes a 90-day delayed draw provision, which allowed us to draw the full \$250 million from the Term Facility in June 2019 in connection with the maturity of the 2019 Notes. We may increase the Credit Facility to not more than \$1 billion in the aggregate, at our request, upon satisfaction of specified conditions. The Revolving Facility contains a sublimit of \$75 million for letters of credit. We may borrow under the Revolving Facility in the ordinary course of business to repay senior notes and fund our operations, including our land acquisition, land development and homebuilding activities. Borrowings under the Revolving Facility will be governed by, among other things, a borrowing base. Interest rates on borrowings under the Revolving Facility will be based on either a daily Eurocurrency base rate or a Eurocurrency rate, in either case, plus a spread ranging from 1.25% to 2.00%, depending on our leverage ratio. Interest rates on borrowings under the Term Facility will be based on either a daily Eurocurrency base rate or a Eurocurrency rate, in either case, plus a spread ranging from 1.10% to 1.85%, depending on the Company’s leverage ratio.

We had no outstanding debt under the Revolving Facility as of December 31, 2019 and 2018. As of December 31, 2019, we had \$250 million outstanding debt under the Term Facility with an interest rate of 3.29%. As of December 31, 2019 and 2018, there was \$4.3 million and \$2.4 million, of capitalized debt financing costs. These costs related to the Credit Facility will amortize over the remaining term of the Credit Facility and are included in other assets on our consolidated balance sheets. Accrued interest, including loan commitment fees, related to the Credit Facility was \$1.2 million and \$402,000 as of December 31, 2019 and December 31, 2018, respectively.

At December 31, 2019 and 2018, we had outstanding letters of credit of \$32.6 million and \$31.8 million, respectively. These letters of credit were issued to secure various financial obligations. We believe it is not probable that any outstanding letters of credit will be drawn upon.

### ***Interest Incurred***

During the years ended December 31, 2019 and 2018, the Company incurred interest of \$89.7 million and \$91.6 million, respectively, related to all notes payable and Senior Notes outstanding during the period. All interest incurred was capitalized to inventory for the years ended December 31, 2019 and 2018, respectively. Included in interest incurred was amortization of deferred financing and Senior Notes discount costs of \$6.3 million and \$8.0 million for the years ended December 31, 2019 and 2018, respectively. Accrued interest related to all outstanding debt at December 31, 2019 and 2018 was \$12.0 million and \$12.6 million, respectively.

### ***Covenant Requirements***

The Senior Notes contain covenants that restrict our ability to, among other things, create liens or other encumbrances, enter into sale and leaseback transactions, or merge or sell all or substantially all of our assets. These limitations are subject to a number of qualifications and exceptions.

Under the Credit Facility, the Company is required to comply with certain financial covenants, including but not limited to (i) a minimum consolidated tangible net worth; (ii) a maximum total leverage ratio; and (iii) a minimum interest coverage ratio. The Company was in compliance with all applicable financial covenants as of December 31, 2019 and December 31, 2018.

## **12. Fair Value Disclosures**

### ***Fair Value Measurements***

ASC Topic 820, *Fair Value Measurements and Disclosures*, defines “fair value” as the price that would be received for selling an asset or paid to transfer a liability in an orderly transaction between market participants at measurement date and requires assets and liabilities carried at fair value to be classified and disclosed in the following three categories:

- Level 1—Quoted prices for identical instruments in active markets
- Level 2—Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are inactive; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets at measurement date
- Level 3—Valuations derived from techniques where one or more significant inputs or significant value drivers are unobservable in active markets at measurement date

### ***Fair Value of Financial Instruments***

A summary of assets and liabilities at December 31, 2019 and 2018, related to our financial instruments, measured at fair value on a recurring basis, is set forth below (in thousands):

	Hierarchy	December 31, 2019		December 31, 2018	
		Book Value	Fair Value	Book Value	Fair Value
Senior Notes <sup>(1)</sup>	Level 2	\$ 1,045,072	\$ 1,104,750	\$ 1,425,397	\$ 1,308,826
Term loan <sup>(2)</sup>	Level 2	\$ 250,000	\$ 250,000	\$ —	\$ —

<sup>(1)</sup> The book value of the Senior Notes is net of discounts, excluding deferred loan costs of \$11.1 million and \$14.6 million as of December 31, 2019 and 2018, respectively. The estimated fair value of our Senior Notes at December 31, 2019 and 2018 is based on quoted market prices.

- (2) The estimated fair value of the Term Loan Facility as of December 31, 2019 approximated book value due to the variable interest rate terms of these loans.

At December 31, 2019 and 2018, the carrying value of cash and cash equivalents, receivables, other assets, accounts payable and accrued expenses and other liabilities approximated fair value due to their short-term nature and variable interest rate terms.

### ***Fair Value of Nonfinancial Assets***

Nonfinancial assets include items such as real estate inventories and long-lived assets that are measured at fair value on a nonrecurring basis with events and circumstances indicating the carrying value is not recoverable. The following table presents impairment charges and the remaining net fair value for nonfinancial assets that were measured during the periods presented (in thousands):

	Hierarchy	Year Ended December 31, 2019		Year Ended December 31, 2018	
		Impairment Charge	Fair Value Net of Impairment	Impairment Charge	Fair Value Net of Impairment
Real estate inventories <sup>(1)</sup>	Level 3	\$ 10,078	\$ 9,735	\$ —	\$ —

- (1) Fair value of real estate inventories, net of impairment charges represents only those assets whose carrying values were adjusted to fair value in the respective periods presented.

The impairment charges recorded during the year ended December 31, 2019 relate to four communities where the carrying value of each community exceeded the fair value based on a discounted cash flow analysis. For further details, see Note 5, *Real Estate Inventories*.

## **13. Commitments and Contingencies**

### ***Legal Matters***

Lawsuits, claims and proceedings have been and may be instituted or asserted against us in the normal course of business, including actions brought on behalf of various classes of claimants. We are also subject to local, state and federal laws and regulations related to land development activities, house construction standards, sales practices, employment practices, environmental protection and financial services. As a result, we are subject to periodic examinations or inquiry by agencies administering these laws and regulations.

We record a reserve for potential legal claims and regulatory matters when they are probable of occurring and a potential loss is reasonably estimable. We accrue for these matters based on facts and circumstances specific to each matter and revise these estimates when necessary. In view of the inherent difficulty of predicting outcomes of legal claims and related contingencies, we generally cannot predict their ultimate resolution, related timing or eventual loss. Accordingly, it is possible that the ultimate outcome of any matter, if in excess of a related accrual or if no accrual was made, could be material to our financial statements. For matters as to which the Company believes a loss is probable and reasonably estimable, we had a \$419,000 legal reserve as of December 31, 2019. As of December 31, 2018, we had a \$17.5 million legal reserve related to a settlement in connection with a previously disclosed lawsuit involving a land sale that occurred in 1989, included in accrued expenses and other liabilities on our consolidated balance sheet. This settlement was paid on February 4, 2019.

### ***Warranty***

Warranty reserves are accrued as home deliveries occur. Our warranty reserves on homes delivered will vary based on product type and geographic area and also depending on state and local laws. The warranty reserve is included in accrued expenses and other liabilities on our consolidated balance sheets and represents expected future costs based on our historical experience over previous years. Estimated warranty costs are charged to cost of home sales in the period in which the related home sales revenue is recognized.

We maintain general liability insurance designed to protect us against a portion of our risk of loss from warranty and construction defect-related claims. We also generally require our subcontractors and design professionals to indemnify us for liabilities arising from their work, subject to various limitations. However, such indemnity is significantly limited with respect to certain subcontractors that are added to our general liability insurance policy.

Our warranty reserve and related estimated insurance recoveries are based on actuarial analysis that uses our historical claim and expense data, as well as industry data to estimate these overall costs and related recoveries. Key assumptions used in developing these estimates include claim frequencies, severities and resolution patterns, which can occur over an extended period of time. These estimates are subject to variability due to the length of time between the delivery of a home to a homebuyer and when a warranty or construction defect claim is made, and the ultimate resolution of such claim; uncertainties regarding such claims relative to our markets and the types of product we build; and legal or regulatory actions and/or interpretations, among other factors. Due to the degree of judgment involved and the potential for variability in these underlying assumptions, our actual future costs could differ from those estimated. There can be no assurance that the terms and limitations of the limited warranty will be effective against claims made by homebuyers, that we will be able to renew our insurance coverage or renew it at reasonable rates, that we will not be liable for damages, cost of repairs, and/or the expense of litigation surrounding possible construction defects, soil subsidence or building related claims or that claims will not arise out of uninsurable events or circumstances not covered by insurance and not subject to effective indemnification agreements with certain subcontractors.

We also record expected recoveries from insurance carriers based on actual insurance claims made and actuarially determined amounts that depend on various factors, including, the above-described reserve estimates, our insurance policy coverage limits for the applicable policy years and historical recovery rates. Because of the inherent uncertainty and variability in these assumptions, our actual insurance recoveries could differ significantly from amounts currently estimated. Outstanding warranty insurance receivables were \$40.0 million and \$37.6 million as of December 31, 2019 and 2018, respectively. Warranty insurance receivables are recorded in receivables on the accompanying consolidated balance sheet.

Warranty reserves consisted of the following (in thousands):

	Year Ended December 31,		
	2019	2018	2017
Warranty reserves, beginning of period	\$ 71,836	\$ 69,373	\$ 83,135
Warranty reserves accrued	27,537	25,340	13,336
Adjustments to pre-existing reserves	(427)	(4,286)	(9,354)
Warranty expenditures	(22,339)	(18,591)	(17,744)
Warranty reserves, end of period	<u>\$ 76,607</u>	<u>\$ 71,836</u>	<u>\$ 69,373</u>

### ***Performance Bonds***

We obtain surety bonds in the normal course of business with various municipalities and other government agencies to secure completion of certain infrastructure improvements of our projects. As of December 31, 2019 and December 31, 2018, the Company had outstanding surety bonds totaling \$611.6 million and \$685.7 million, respectively. As of December 31, 2019 and December 31, 2018, our estimated cost to complete obligations related to these surety bonds was \$382.3 million and \$423.4 million, respectively. If any such performance bonds or letters of credit are called, we would be obligated to reimburse the issuer of the performance bond or letter of credit. We do not believe that a material amount of any currently outstanding performance bonds or letters of credit will be called. Performance bonds do not have stated expiration dates. Rather, we are released from the performance bonds as the underlying performance is completed.

### ***Lease Obligations***

Under ASC 842, we recognize a right-of-use lease asset and a lease liability for contracts deemed to contain a lease at the inception of the contract. Our lease population is fully comprised of operating leases, which are now recorded at the net present value of future lease obligations subsequent to January 1, 2019. At the inception of a lease, or if a lease is subsequently modified, we determine whether the lease is an operating or financing lease. Key estimates involved with ASC 842 include the discount rate used to measure our future lease obligations and the lease term, where considerations include renewal options and intent to renew. Lease right-of-use assets are included in other assets and lease liabilities are included in accrued expenses and other liabilities on our consolidated balance sheet.

### ***Operating Leases***

We lease certain property and equipment under non-cancelable operating leases. Office leases are for terms of up to ten years and generally provide renewal options. In most cases, we expect that, in the normal course of business, leases that expire will be renewed or replaced by other leases. Equipment leases are typically for terms of three to four years. For the years ended December 31, 2019, 2018 and 2017, lease expense was \$9.2 million, \$7.9 million and \$7.0 million, respectively. Rental expense is included in general and administrative expenses on the consolidated statements of operations.

## Ground Leases

In 1987, we obtained two 55-year ground leases of commercial property that provided for three renewal options of ten years each and one 45-year renewal option. We exercised the three ten-year extensions on one of these ground leases to extend the lease through 2071. The commercial buildings on these properties have been sold and the ground leases have been sublet to the buyers.

For one of these leases, we are responsible for making lease payments to the land owner, and we collect sublease payments from the buyers of the buildings. This ground lease has been subleased through 2041 to the buyers of the commercial buildings. For the second lease, the buyers of the buildings are responsible for making lease payments directly to the land owner, however, we have guaranteed the performance of the buyers/lessees. See below for additional information on leases (dollars in thousands):

	Year Ended December 31, 2019
<b>Lease Cost</b>	
Operating lease cost (included in SG&A expense)	\$ 9,228
Ground lease cost (included in other operations expense)	2,434
Sublease income, ground leases (included in other operations revenue)	(2,470)
Net lease cost	<u>\$ 9,192</u>

## Other information

Cash paid for amounts included in the measurement of lease liabilities:

Operating lease cash flows (included in operating cash flows)	\$ 6,513
Ground lease cash flows (included in operating cash flows)	\$ 2,434
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 2,473

	December 31, 2019
Weighted-average discount rate:	
Operating leases	5.9%
Ground leases	10.2%
Weighted-average remaining lease term (in years):	
Operating leases	6.1
Ground leases	48.1

The future minimum lease payments under our operating leases are as follows (in thousands):

	Property, Equipment and Other Leases	Ground Leases <sup>(1)</sup>
2020	\$ 8,592	\$ 2,984
2021	7,192	2,984
2022	5,598	2,984
2023	4,492	2,984
2024	2,768	2,984
Thereafter	6,403	81,282
Total operating lease payments	<u>\$ 35,045</u>	<u>\$ 96,202</u>
Less: Interest	5,804	69,318
Present value of operating lease liabilities	<u>\$ 29,241</u>	<u>\$ 26,884</u>

<sup>(1)</sup> Ground leases are fully subleased through 2041, representing \$65.2 million of the \$96.2 million future ground lease obligations.

## ***Purchase Obligations***

In the ordinary course of business, we enter into land option contracts in order to procure lots for the construction of our homes. We are subject to customary obligations associated with entering into contracts for the purchase of land and improved lots. These purchase contracts typically require a cash deposit and the purchase of properties under these contracts is generally contingent upon satisfaction of certain requirements by the sellers, including obtaining applicable property and development entitlements. We also utilize option contracts with land sellers and land banking arrangements as a method of acquiring land in staged takedowns, to help us manage the financial and market risk associated with land holdings, and to reduce the use of funds from our corporate financing sources. These option contracts and land banking arrangements generally require a non-refundable deposit for the right to acquire land and lots over a specified period of time at pre-determined prices. We generally have the right at our discretion, to terminate our obligations under both purchase contracts and option contracts by forfeiting our cash deposit with no further financial responsibility to the land seller. In some cases, however, we may be contractually obligated to complete development work even if we terminate the option to procure land or lots. As of December 31, 2019, we had \$74.1 million of non-refundable cash deposits pertaining to land option contracts and purchase contracts with an aggregate remaining purchase price of approximately \$799.3 million (net of deposits).

Our utilization of land option contracts and land banking arrangements is dependent on, among other things, the availability of land sellers or land banking firms willing to enter into such option takedown arrangements, the availability of capital to financial intermediaries to finance the development of optioned lots, general housing market conditions, and local market dynamics. Options may be more difficult to procure from land sellers in strong housing markets and are more prevalent in certain geographic regions.

## **14. Stock-Based Compensation**

### ***2013 Long-Term Incentive Plan***

The Company's stock compensation plan, the 2013 Long-Term Incentive Plan (the "2013 Incentive Plan"), was adopted by TRI Pointe in January 2013, amended with the approval of our stockholders in 2014 and 2015, and amended and restated in 2019. In addition, our board of directors amended the 2013 Incentive Plan in 2014 to prohibit repricing (other than in connection with any equity restructuring or any change in capitalization) of outstanding options or stock appreciation rights without stockholder approval. On February 21, 2019, our board of directors approved an amendment and restatement of the 2013 Incentive Plan. The 2013 Incentive Plan provides for the grant of equity-based awards, including options to purchase shares of common stock, stock appreciation rights, bonus stock, restricted stock, restricted stock units and performance awards. The 2013 Incentive Plan will automatically expire on the tenth anniversary of its effective date. Our board of directors may terminate or amend the 2013 Incentive Plan at any time, subject to any requirement of stockholder approval required by applicable law, rule or regulation.

The number of shares of our common stock that may be issued under the 2013 Incentive Plan is 11,727,833 shares. To the extent that shares of our common stock subject to an outstanding option, stock appreciation right, stock award or performance award granted under the 2013 Incentive Plan are not issued or delivered by reason of the expiration, termination, cancellation or forfeiture of such award or the settlement of such award in cash, then such shares of our common stock generally shall again be available under the 2013 Incentive Plan. As of December 31, 2019 there were 5,847,900 shares available for future grant under the 2013 Incentive Plan.

The following table presents compensation expense recognized related to all stock-based awards (in thousands):

	Year Ended December 31,		
	2019	2018	2017
Total stock-based compensation	\$ 14,806	\$ 14,814	\$ 15,906

Stock-based compensation is charged to general and administrative expense on the accompanying consolidated statements of operations. As of December 31, 2019, total unrecognized stock-based compensation related to all stock-based awards was \$16.6 million and the weighted average term over which the expense was expected to be recognized was 1.7 years.

### ***Summary of Stock Option Activity***

The following table presents a summary of stock option awards for the year ended December 31, 2019:

	Options	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value (in thousands)
Options outstanding at December 31, 2018	953,905	\$ 14.58	4.2	\$ 296
Granted	—	—	—	
Exercised	(58,937)	\$ 7.84		
Forfeited	(3,625)	\$ 14.29		
Options outstanding at December 31, 2019	891,343	\$ 15.03	3.4	\$ 994
Options exercisable at December 31, 2019	891,343	\$ 15.03	3.4	\$ 994

The intrinsic value of each stock option award outstanding or exercisable is the difference between the fair market value of the Company's common stock at the end of the period and the exercise price of each stock option award to the extent it is considered "in-the-money". A stock option award is considered to be "in-the-money" if the fair market value of the Company's stock is greater than the exercise price of the stock option award. The aggregate intrinsic value of options outstanding and options exercisable represents the value that would have been received by the holders of stock option awards had they exercised their stock option award on the last trading day of the period and sold the underlying shares at the closing price on that day. The total intrinsic value of stock option awards exercised during the years ended December 31, 2019, 2018 and 2017 was \$354,000, \$873,000, and \$4.5 million, respectively. There were no stock option awards granted during the years ended December 31, 2019, 2018 and 2017.

#### ***Summary of Restricted Stock Unit Activity***

The following table presents a summary of restricted stock units ("RSUs") for the year ended December 31, 2019:

	Restricted Stock Units	Weighted Average Grant Date Fair Value Per Share	Aggregate Intrinsic Value (in thousands)
Nonvested RSUs at December 31, 2018	3,341,848	\$ 11.05	\$ 36,526
Granted	1,656,333	\$ 12.15	
Vested	(844,734)	\$ 12.95	
Forfeited	(769,096)	\$ 5.45	
Nonvested RSUs at December 31, 2019	3,384,351	\$ 12.39	\$ 52,694

The total intrinsic value of restricted stock units that vested during the years ended December 31, 2019, 2018 and 2017 was \$10.9 million, \$17.8 million, and \$8.8 million, respectively. The total grant date fair value of restricted stock awards granted during the years ended December 31, 2019, 2018 and 2017 were \$20.1 million, \$17.8 million, and \$18.4 million, respectively.

On May 6, 2019, the Company granted an aggregate of 61,488 time-based RSUs to the non-employee members of its board of directors and 1,098 time-based RSUs to certain employees. The RSUs granted to non-employee directors vest in their entirety on the day immediately prior to the Company's 2020 Annual Meeting of Stockholders and the RSUs granted to employees vest in equal installments annually on the anniversary of the grant date over a three-year period. The fair value of each RSU granted on May 6, 2019 was measured using a price of \$13.66 per share, which was the closing stock price on the date of grant. Each award will be expensed on a straight-line basis over the vesting period.

On March 11, 2019 and February 28, 2019, the Company granted an aggregate of 3,025 and 990,723, respectively, of time-based RSUs to certain employees and officers. The RSUs granted vest in equal installments annually on the anniversary of the grant date over a three-year period. The fair value of each RSU granted on March 11, 2019 and February 28, 2019 was measured using a price of \$13.22 and \$12.60 per share, respectively, which were the closing stock prices on the dates of grant. Each award will be expensed on a straight-line basis over the vesting period.

On February 28, 2019, the Company granted 247,619, 238,095 and 114,285 performance-based RSUs to the Company's Chief Executive Officer, President, and Chief Financial Officer, respectively. These performance-based RSUs are allocated to two separate performance metrics, as follows: (i) thirty percent to total stockholder return ("TSR"), with vesting based on the Company's TSR relative to its peer-group homebuilders; and (ii) seventy percent to earnings per share. The vesting, if at all, of these performance-based RSUs may range from 0% to 100% and will be based on the Company's percentage attainment of

specified threshold, target and maximum performance goals. The performance period for these performance-based RSUs is January 1, 2019 to December 31, 2021. The fair value of the performance-based RSUs related to the TSR metric was determined to be \$8.16 per share based on a Monte Carlo simulation. The fair value of the performance-based RSUs related to the earnings per share goal was measured using a price of \$12.60 per share, which was the closing stock price on the date of grant. Each award will be expensed over the requisite service period.

On May 7, 2018 and February 22, 2018, the Company granted an aggregate of 4,258 and 633,107, respectively, of time-vested RSUs to certain employees and officers. The RSUs granted vest in equal installments annually on the anniversary of the grant date over a three-year period. The fair value of each RSU granted on May 7, 2018 and February 22, 2018 was measured using a price of \$17.61 and \$16.94 per share, respectively, which was the closing stock price on the date of grant. Each award will be expensed on a straight-line basis over the vesting period.

On April 30, 2018, the Company granted an aggregate of 40,910 RSUs to the non-employee members of its board of directors. On July 23, 2018, the Company granted 6,677 RSUs to a non-employee member of its board of directors in connection with such individual's appointment to the board of directors. These RSUs vested in their entirety on the day immediately prior to the Company's 2019 Annual Meeting of Stockholders. The fair value of each RSU granted on April 30, 2018 and July 23, 2018 was measured using a price of \$17.11 and \$16.37 per share, respectively, which was the closing stock price on the date of grant. Each award will be expensed on a straight-line basis over the vesting period.

On February 22, 2018, the Company granted 184,179, 177,095, and 85,005 performance-based RSUs to the Company's Chief Executive Officer, President, and Chief Financial Officer, respectively. These performance-based RSUs are allocated in equal parts to two separate performance metrics: (i) TSR, with vesting based on the Company's TSR relative to its peer-group homebuilders; and (ii) earnings per share. The vesting, if at all, of these performance-based RSUs may range from 0% to 100% and will be based on the Company's percentage attainment of specified threshold, target and maximum performance goals. The performance period for these performance-based RSUs is January 1, 2018 to December 31, 2020. The fair value of the performance-based RSUs related to the TSR metric was determined to be \$10.97 per share based on a Monte Carlo simulation. The fair value of the performance-based RSUs related to the earnings per share goal was measured using a price of \$16.94 per share, which was the closing stock price on the date of grant. Each award will be expensed over the requisite service period.

On February 15, 2018, the Compensation Committee of our Board of Directors certified the performance achieved with respect to performance-based RSUs granted to the Company's Chief Executive Officer, President, and Chief Financial Officer in 2015 that resulted in the issuance of 197,898 shares of our common stock under the 2013 Incentive Plan. The vesting of these performance-based RSUs is included in the table above. RSUs that were forfeited, as reflected in the table above, during the year ended December 31, 2018 included performance-based RSUs and time-based RSUs that were forfeited for no consideration.

As RSUs vest for employees, a portion of the shares awarded is generally withheld to cover employee tax withholdings. As a result, the number of RSUs vested and the number of shares of common stock issued will differ.

## 15. Income Taxes

The provision for income tax attributable to income before income taxes consisted of (in thousands):

	Year Ended December 31,		
	2019	2018	2017
Current:			
Federal	\$ 38,782	\$ 70,098	\$ 95,814
State	7,253	10,941	8,961
Total current taxes	46,035	81,039	104,775
Deferred:			
Federal	9,698	(350)	37,151
State	8,167	9,863	10,341
Total deferred taxes	17,865	9,513	47,492
Total income tax expense	\$ 63,900	\$ 90,552	\$ 152,267

The Company's provision for income taxes was different from the amount computed by applying the statutory federal income tax rate of 21% to the underlying income before income taxes as a result of the following (in thousands):

	Year Ended December 31,		
	2019	2018	2017
Taxes at the U.S. federal statutory rate	\$ 56,935	\$ 76,009	\$ 118,936
State income taxes, net of federal tax impact	10,221	13,603	10,712
Domestic production activities deduction	—	—	(7,108)
Non-deductible transaction costs	145	234	541
Change in valuation allowance	(3)	—	3,256
Tax Cuts and Jobs Act	—	(740)	21,961
Federal energy credits	(6,873)	—	—
Other, net	3,475	1,446	3,969
Total income tax expense	\$ 63,900	\$ 90,552	\$ 152,267
Effective income tax rate	23.6%	25.0%	44.8%

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between financial statement carrying amounts of assets and liabilities and their respective tax basis, and for operating loss and tax credit carryforwards. Deferred taxes consisted of the following at December 31, 2019 and 2018 (in thousands):

	Year Ended December 31,	
	2019	2018
Deferred tax assets:		
Impairment and other valuation reserves	\$ 31,781	\$ 37,573
Incentive compensation	5,818	5,946
Indirect costs capitalized	21,160	20,348
Operating lease liability	14,210	—
Net operating loss carryforwards (state)	13,254	18,702
State taxes	1,315	2,275
Other costs and expenses	10,909	10,848
Gross deferred tax assets	98,447	95,692
Valuation allowance	(3,450)	(3,449)
Deferred tax assets, net of valuation allowance	94,997	92,243
Deferred tax liabilities:		
Interest capitalized	(7,944)	(7,355)
Basis difference in inventory	(6,982)	(8,170)
Fixed assets	(10,766)	(2,473)
Intangibles	(5,062)	(5,187)
Operating lease asset	(13,131)	—
Deferred financing costs	(757)	(802)
Other	(451)	(488)
Deferred tax liabilities	(45,093)	(24,475)
Net deferred tax assets	\$ 49,904	\$ 67,768

On December 22, 2017, the Tax Cuts and Jobs Act ("the Act") was enacted, reducing the U.S. federal corporate income tax rate from 35% to 21%, among other changes. We applied the guidance in SAB 118 when accounting for the enactment-date effects of the Act in 2017 and throughout 2018. During the year ended December 31, 2017, the Company remeasured certain deferred tax assets and liabilities based on the rates at which they were expected to reverse in the future (which was generally 21%) by recording a provisional amount of \$22.0 million. During the year ended December 31, 2018, we completed our accounting for all of the enactment-date income tax effects of the Act, and recorded a benefit of \$740,000 due to favorable provision to return adjustments upon filing of the federal consolidated return.

The Company accounts for income taxes in accordance with ASC 740, which requires an asset and liability approach for measuring deferred taxes based on temporary differences between the financial statements and tax bases of assets and liabilities using enacted tax rates for the years in which taxes are expected to be paid or recovered. Each quarter we assess our deferred tax asset to determine whether all or any portion of the asset is more likely than not unrealizable under ASC 740. We are required to establish a valuation allowance for any portion of the asset we conclude is more likely than not to be unrealizable. Our assessment considers, among other things, the nature, frequency and severity of our current and cumulative losses, forecasts of our future taxable income, the duration of statutory carryforward periods and tax planning alternatives.

As of December 31, 2019, the Company had a state net operating loss carryforward of \$197.0 million, which will expire between 2028 and 2036. As of December 31, 2019 and 2018, we had a valuation allowance on our deferred tax assets of \$3.5 million and \$3.4 million, respectively. The valuation allowance as of December 31, 2019 and 2018 primarily related to an impairment of our investment in an unconsolidated joint venture that, if dissolved, would result in a capital loss, the realization of which is uncertain.

The Company will continue to evaluate both positive and negative evidence in determining the need for a valuation allowance against its deferred tax assets. Changes in positive and negative evidence, including differences between the Company's future operating results and the estimates utilized in the determination of the valuation allowance, could result in changes in the Company's estimate of the valuation allowance against its deferred tax assets. The accounting for deferred taxes is based upon estimates of future results. Differences between the anticipated and actual outcomes of these future results could have a material impact on the Company's consolidated results of operations or financial position. Also, changes in existing federal and state tax laws and tax rates could affect future tax results and the valuation allowance against the Company's deferred tax assets.

Unrecognized tax benefits represent potential future obligations to taxing authorities if uncertain tax positions we have taken on previously filed tax returns are not sustained. These amounts represent the gross amount of exposure in individual jurisdictions and do not reflect any additional benefits expected to be realized if such positions were not sustained, such as federal deduction that could be realized if an unrecognized state deduction was not sustained.

The Company files income tax returns in the U.S., including federal and multiple state and local jurisdictions. We are currently under examination by the IRS for federal tax year 2017 and California for tax years 2015 and 2016. The outcome of these examinations is not yet determinable. The Company's tax years 2016 to 2018 will remain open to examination by the federal and state authorities for three and four years, respectively, from the date of utilization of any net operating loss or credit carryforwards.

The following table summarizes the activity related to the Company's gross unrecognized tax benefits (in thousands):

	Year Ended December 31,	
	2019	2018
Balance at beginning of year	\$ 1,014	\$ 1,521
Increase (decrease) related to prior year tax positions	(507)	(507)
Balance at end of year	\$ 507	\$ 1,014

The Company classifies interest and penalties related to income taxes as part of income tax expense. The Company has not recorded any tax expense for interest and penalties on uncertain tax positions during the years ended December 31, 2019, 2018 and 2017. The Company estimates that the uncertain tax positions, if reversed, would result in a tax benefit of approximately \$486,000.

#### 16. Related Party Transactions

We had no related party transactions for the years ended December 31, 2019, 2018 or 2017.

#### 17. Supplemental Disclosure to Consolidated Statement of Cash Flow

The following are supplemental disclosures to the consolidated statements of cash flows (in thousands):

	Year Ended December 31,		
	2019	2018	2017
<b>Supplemental disclosure of cash flow information:</b>			
Cash paid during the period for:			
Interest paid (capitalized), net	\$ (5,660)	\$ 19,548	\$ (18,274)
Income taxes	\$ 154,730	\$ 102,149	\$ 74,388
<b>Supplemental disclosures of noncash activities:</b>			
Accrued liabilities related to the purchase of operating properties and equipment	\$ —	\$ 685	\$ —
Amortization of senior note discount capitalized to real estate inventory	\$ 1,570	\$ 2,112	\$ 2,048
Amortization of deferred loan costs capitalized to real estate inventory	\$ 4,148	\$ 5,927	\$ 5,578
Increase in other assets related to adoption of ASC 606	\$ —	\$ 39,534	\$ —
Effect of net consolidation and de-consolidation of variable interest entities:			
Decrease in consolidated real estate inventory not owned	\$ —	\$ —	\$ (17,485)
Increase in noncontrolling interests	\$ —	\$ —	\$ 17,485

## 18. Supplemental Guarantor Information

### *2021 Notes and 2027 Notes*

On May 26, 2016, TRI Pointe Group issued the 2021 Notes. On June 5, 2017, TRI Pointe Group issued the 2027 Notes. All of TRI Pointe Group's 100% owned subsidiaries that are guarantors (each a "Guarantor" and, collectively, the "Guarantors") of the Credit Facility, including TRI Pointe Homes, are party to supplemental indentures pursuant to which they jointly and severally guarantee TRI Pointe Group's obligations with respect to the 2021 Notes and the 2027 Notes. Each Guarantor of the 2021 Notes and the 2027 Notes is 100% owned by TRI Pointe Group, and all guarantees are full and unconditional, subject to customary exceptions pursuant to the indentures governing the 2021 Notes and the 2027 Notes, as described in the following paragraph. All of our non-Guarantor subsidiaries have nominal assets and operations and are considered minor, as defined in Rule 3-10(h) of Regulation S-X. In addition, TRI Pointe Group has no independent assets or operations, as defined in Rule 3-10(h) of Regulation S-X. There are no significant restrictions upon the ability of TRI Pointe Group or any Guarantor to obtain funds from any of their respective wholly owned subsidiaries by dividend or loan. None of the assets of our subsidiaries represent restricted net assets pursuant to Rule 4-08(e)(3) of Regulation S-X.

A Guarantor of the 2021 Notes and the 2027 Notes shall be released from all of its obligations under its guarantee if (i) all of the assets of the Guarantor have been sold; (ii) all of the equity interests of the Guarantor held by TRI Pointe Group or a subsidiary thereof have been sold; (iii) the Guarantor merges with and into TRI Pointe Group or another Guarantor, with TRI Pointe Group or such other Guarantor surviving the merger; (iv) the Guarantor is designated "unrestricted" for covenant purposes; (v) the Guarantor ceases to guarantee any indebtedness of TRI Pointe Group or any other Guarantor which gave rise to such Guarantor guaranteeing the 2021 Notes or the 2027 Notes; (vi) TRI Pointe Group exercises its legal defeasance or covenant defeasance options; or (vii) all obligations under the applicable supplemental indenture are discharged.

### *2019 Notes and 2024 Notes*

TRI Pointe Group and TRI Pointe Homes are co-issuers of the 2019 Notes and the 2024 Notes. All of the Guarantors (other than TRI Pointe Homes) have entered into supplemental indentures pursuant to which they jointly and severally guarantee the obligations of TRI Pointe Group and TRI Pointe Homes with respect to the 2019 Notes and the 2024 Notes. Each Guarantor of the 2019 Notes and the 2024 Notes is 100% owned by TRI Pointe Group and TRI Pointe Homes, and all guarantees are full and unconditional, subject to customary exceptions pursuant to the indentures governing the 2019 Notes and the 2024 Notes, as described below.

A Guarantor of the 2019 Notes and the 2024 Notes shall be released from all of its obligations under its guarantee if (i) all of the assets of the Guarantor have been sold; (ii) all of the equity interests of the Guarantor held by TRI Pointe or a subsidiary thereof have been sold; (iii) the Guarantor merges with and into TRI Pointe or another Guarantor, with TRI Pointe or such other Guarantor surviving the merger; (iv) the Guarantor is designated "unrestricted" for covenant purposes; (v) the Guarantor ceases to guarantee any indebtedness of TRI Pointe or any other Guarantor which gave rise to such Guarantor

guaranteeing the 2019 Notes and 2024 Notes; (vi) TRI Pointe exercises its legal defeasance or covenant defeasance options; or (vii) all obligations under the applicable indenture are discharged.

Presented below are the condensed consolidating balance sheets at December 31, 2019 and December 31, 2018, condensed consolidating statements of operations for the full years ended December 31, 2019, 2018 and 2017, and condensed consolidating statements of cash flows for the full years ended December 31, 2019, 2018 and 2017. Because TRI Pointe's non-Guarantor subsidiaries are considered minor, as defined in Rule 3-10(h) of Regulation S-X, the non-Guarantor subsidiaries' information is not separately presented in the tables below, but is included with the Guarantors. Additionally, because TRI Pointe Group has no independent assets or operations, as defined in Rule 3-10(h) of Regulation S-X, the condensed consolidated financial information of TRI Pointe Group and TRI Pointe Homes, the co-issuers of the 2019 Notes and 2024 Notes, is presented together in the column titled "Issuer".

**Condensed Consolidating Balance Sheet (in thousands):**

	December 31, 2019			
	Issuer	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated TRI Pointe Group, Inc.
<b>Assets</b>				
Cash and cash equivalents	\$ 186,200	\$ 142,811	\$ —	\$ 329,011
Receivables	26,016	43,260	—	69,276
Intercompany receivables	576,846	—	(576,846)	—
Real estate inventories	737,662	2,327,774	—	3,065,436
Investments in unconsolidated entities	—	11,745	—	11,745
Goodwill and other intangible assets, net	156,604	3,289	—	159,893
Investments in subsidiaries	1,870,885	—	(1,870,885)	—
Deferred tax assets, net	9,020	40,884	—	49,904
Other assets	14,676	158,749	—	173,425
Total Assets	<u>\$ 3,577,909</u>	<u>\$ 2,728,512</u>	<u>\$ (2,447,731)</u>	<u>\$ 3,858,690</u>
<b>Liabilities</b>				
Accounts payable	\$ 14,915	\$ 51,205	\$ —	\$ 66,120
Intercompany payables	—	576,846	(576,846)	—
Accrued expenses and other liabilities	92,479	229,564	—	322,043
Loans payable	250,000	—	—	250,000
Senior notes, net	1,033,985	—	—	1,033,985
Total Liabilities	<u>1,391,379</u>	<u>857,615</u>	<u>(576,846)</u>	<u>1,672,148</u>
<b>Equity</b>				
Total stockholders' equity	2,186,530	1,870,885	(1,870,885)	2,186,530
Noncontrolling interests	—	12	—	12
Total Equity	<u>2,186,530</u>	<u>1,870,897</u>	<u>(1,870,885)</u>	<u>2,186,542</u>
Total Liabilities and Equity	<u>\$ 3,577,909</u>	<u>\$ 2,728,512</u>	<u>\$ (2,447,731)</u>	<u>\$ 3,858,690</u>

**Condensed Consolidating Balance Sheet (in thousands):**

	December 31, 2018			
	Issuer	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated TRI Pointe Group, Inc.
<b>Assets</b>				
Cash and cash equivalents	\$ 148,129	\$ 129,567	\$ —	\$ 277,696
Receivables	16,589	35,003	—	51,592
Intercompany receivables	758,501	—	(758,501)	—
Real estate inventories	812,799	2,403,260	—	3,216,059
Investments in unconsolidated entities	—	5,410	—	5,410
Goodwill and other intangible assets, net	156,604	3,823	—	160,427
Investments in subsidiaries	1,672,635	—	(1,672,635)	—
Deferred tax assets, net	14,822	52,946	—	67,768
Other assets	12,984	92,267	—	105,251
Total Assets	<u>\$ 3,593,063</u>	<u>\$ 2,722,276</u>	<u>\$ (2,431,136)</u>	<u>\$ 3,884,203</u>
<b>Liabilities</b>				
Accounts payable	\$ 13,433	\$ 67,880	\$ —	\$ 81,313
Intercompany payables	—	758,501	(758,501)	—
Accrued expenses and other liabilities	111,902	223,247	—	335,149
Senior notes, net	1,410,804	—	—	1,410,804
Total Liabilities	<u>1,536,139</u>	<u>1,049,628</u>	<u>(758,501)</u>	<u>1,827,266</u>
<b>Equity</b>				
Total stockholders' equity	2,056,924	1,672,635	(1,672,635)	2,056,924
Noncontrolling interests	—	13	—	13
Total Equity	<u>2,056,924</u>	<u>1,672,648</u>	<u>(1,672,635)</u>	<u>2,056,937</u>
Total Liabilities and Equity	<u>\$ 3,593,063</u>	<u>\$ 2,722,276</u>	<u>\$ (2,431,136)</u>	<u>\$ 3,884,203</u>

**Condensed Consolidating Statement of Operations (in thousands):**

	Year Ended December 31, 2019			
	Issuer	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated TRI Pointe Group, Inc.
<b>Homebuilding:</b>				
Home sales revenue	\$ 796,959	\$ 2,272,416	\$ —	\$ 3,069,375
Land and lot sales revenue	—	7,176	—	7,176
Other operations revenue	—	2,470	—	2,470
Total revenues	796,959	2,282,062	—	3,079,021
Cost of home sales	670,545	1,792,163	—	2,462,708
Cost of land and lot sales	—	7,711	—	7,711
Other operations expense	—	2,434	—	2,434
Sales and marketing	42,432	152,716	—	195,148
General and administrative	80,798	76,363	—	157,161
Homebuilding income from operations	3,184	250,675	—	253,859
Equity in loss of unconsolidated entities	—	(52)	—	(52)
Other income, net	6,188	669	—	6,857
Homebuilding income before taxes	9,372	251,292	—	260,664
<b>Financial Services:</b>				
Revenues	—	3,994	—	3,994
Expenses	—	2,887	—	2,887
Equity in income of unconsolidated entities	—	9,316	—	9,316
Financial services income before taxes	—	10,423	—	10,423
<b>Income before taxes</b>	9,372	261,715	—	271,087
Provision for income taxes	(2,323)	(61,577)	—	(63,900)
Equity of net income (loss) of subsidiaries	200,138	—	(200,138)	—
Net income (loss) available to common stockholders	\$ 207,187	\$ 200,138	\$ (200,138)	\$ 207,187

**Condensed Consolidating Statement of Operations (in thousands):**

	Year Ended December 31, 2018			
	Issuer	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated TRI Pointe Group, Inc.
<b>Homebuilding:</b>				
Home sales revenue	\$ 1,073,592	\$ 2,170,495	\$ —	\$ 3,244,087
Land and lot sales revenue	—	8,758	—	8,758
Other operations revenue	—	8,164	—	8,164
Total revenues	1,073,592	2,187,417	—	3,261,009
Cost of home sales	877,928	1,658,971	—	2,536,899
Cost of land and lot sales	17,500	7,935	—	25,435
Other operations expense	—	3,174	—	3,174
Sales and marketing	48,593	138,674	—	187,267
General and administrative	78,669	76,361	—	155,030
Homebuilding income from operations	50,902	302,302	—	353,204
Equity in loss of unconsolidated entities	—	(393)	—	(393)
Other (loss) income, net	(623)	204	—	(419)
Homebuilding income before taxes	50,279	302,113	—	352,392
<b>Financial Services:</b>				
Revenues	—	1,738	—	1,738
Expenses	—	582	—	582
Equity in income of unconsolidated entities	—	8,517	—	8,517
Financial services income before taxes	—	9,673	—	9,673
<b>Income before taxes</b>	50,279	311,786	—	362,065
Provision for income taxes	(13,084)	(77,468)	—	(90,552)
Equity of net income (loss) of subsidiaries	232,716	—	(232,716)	—
Net income (loss)	269,911	234,318	(232,716)	271,513
Net income attributable to noncontrolling interests	—	(1,602)	—	(1,602)
Net income (loss) available to common stockholders	\$ 269,911	\$ 232,716	\$ (232,716)	\$ 269,911

**Condensed Consolidating Statement of Operations (in thousands):**

	Year Ended December 31, 2017			
	Issuer	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated TRI Pointe Group, Inc.
<b>Homebuilding:</b>				
Home sales revenue	\$ 927,247	\$ 1,805,052	\$ —	\$ 2,732,299
Land and lot sales revenue	—	74,269	—	74,269
Other operations revenue	—	2,333	—	2,333
Total revenues	927,247	1,881,654	—	2,808,901
Cost of home sales	780,732	1,392,519	—	2,173,251
Cost of land and lot sales	—	14,888	—	14,888
Other operations expense	—	2,298	—	2,298
Sales and marketing	34,286	102,780	—	137,066
General and administrative	67,006	70,758	—	137,764
Homebuilding income from operations	45,223	298,411	—	343,634
Equity in loss of unconsolidated entities	—	(11,433)	—	(11,433)
Other income, net	38	113	—	151
Homebuilding income before taxes	45,261	287,091	—	332,352
<b>Financial Services:</b>				
Revenues	—	1,371	—	1,371
Expenses	—	331	—	331
Equity in income of unconsolidated entities	—	6,426	—	6,426
Financial services income before taxes	—	7,466	—	7,466
<b>Income before taxes</b>	45,261	294,557	—	339,818
Provision for income taxes	(22,501)	(129,766)	—	(152,267)
Equity of net income (loss) of subsidiaries	164,431	—	(164,431)	—
Net income (loss)	187,191	164,791	(164,431)	187,551
Net income attributable to noncontrolling interests	—	(360)	—	(360)
Net income (loss) available to common stockholders	\$ 187,191	\$ 164,431	\$ (164,431)	\$ 187,191

**Condensed Consolidating Statement of Cash Flows (in thousands):**

	Year Ended December 31, 2019			
	Issuer	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated TRI Pointe Group, Inc.
<b>Cash flows from operating activities:</b>				
Net cash provided by operating activities	\$ 88,832	\$ 227,148	\$ —	\$ 315,980
<b>Cash flows from investing activities:</b>				
Purchases of property and equipment	(9,469)	(20,813)	—	(30,282)
Proceeds from sale of property and equipment	—	46	—	46
Investments in unconsolidated entities	—	(7,022)	—	(7,022)
Intercompany	186,115	—	(186,115)	—
Net cash paid for acquisition	—	—	—	—
Net cash provided by (used in) investing activities	176,646	(27,789)	(186,115)	(37,258)
<b>Cash flows from financing activities:</b>				
Borrowings from debt	400,000	—	—	400,000
Repayment of debt	(531,895)	—	—	(531,895)
Debt issuance costs	(3,125)	—	—	(3,125)
Proceeds from issuance of common stock under share-based awards	449	—	—	449
Minimum tax withholding paid on behalf of employees for share-based awards	(3,612)	—	—	(3,612)
Share repurchases	(89,224)	—	—	(89,224)
Intercompany	—	(186,115)	186,115	—
Net cash (used in) provided by financing activities	(227,407)	(186,115)	186,115	(227,407)
Net increase in cash and cash equivalents	38,071	13,244	—	51,315
Cash and cash equivalents - beginning of year	148,129	129,567	—	277,696
Cash and cash equivalents - end of year	\$ 186,200	\$ 142,811	\$ —	\$ 329,011

**Condensed Consolidating Statement of Cash Flows (in thousands):**

	Year Ended December 31, 2018			
	Issuer	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated TRI Pointe Group, Inc.
<b>Cash flows from operating activities:</b>				
Net cash provided by operating activities	\$ 156,976	\$ 153,686	\$ —	\$ 310,662
<b>Cash flows from investing activities:</b>				
Purchases of property and equipment	(8,038)	(23,613)	—	(31,651)
Proceeds from sale of property and equipment	—	8	—	8
Investments in unconsolidated entities	—	(2,274)	—	(2,274)
Intercompany	40,781	—	(40,781)	—
Net cash paid for acquisition	—	(61,495)	—	(61,495)
Net cash provided by (used in) investing activities	32,743	(87,374)	(40,781)	(95,412)
<b>Cash flows from financing activities:</b>				
Borrowings from debt	125,000	—	—	125,000
Repayment of debt	(193,105)	—	—	(193,105)
Distributions to noncontrolling interests	—	(2,194)	—	(2,194)
Proceeds from issuance of common stock under share-based awards	1,943	—	—	1,943
Minimum tax withholding paid on behalf of employees for share-based awards	(6,049)	—	—	(6,049)
Share repurchases	(146,063)	—	—	(146,063)
Intercompany	—	(40,781)	40,781	—
Net cash (used in) provided by financing activities	(218,274)	(42,975)	40,781	(220,468)
Net decrease in cash and cash equivalents	(28,555)	23,337	—	(5,218)
Cash and cash equivalents - beginning of year	176,684	106,230	—	282,914
Cash and cash equivalents - end of year	\$ 148,129	\$ 129,567	\$ —	\$ 277,696

**Condensed Consolidating Statement of Cash Flows (in thousands):**

	Year Ended December 31, 2017			
	Issuer	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated TRI Pointe Group, Inc.
<b>Cash flows from operating activities:</b>				
Net cash provided by operating activities	\$ 73,208	\$ 28,466	\$ —	\$ 101,674
<b>Cash flows from investing activities:</b>				
Purchases of property and equipment	(1,424)	(1,181)	—	(2,605)
Proceeds from sale of property and equipment	—	6	—	6
Investments in unconsolidated entities	—	(980)	—	(980)
Intercompany	(14,163)	—	14,163	—
Net cash (used in) provided by investing activities	(15,587)	(2,155)	14,163	(3,579)
<b>Cash flows from financing activities:</b>				
Borrowings from debt	500,000	—	—	500,000
Repayment of debt	(413,726)	—	—	(413,726)
Debt issuance costs	(5,957)	—	—	(5,957)
Distributions to Weyerhaeuser	—	(1,333)	—	(1,333)
Proceeds from issuance of common stock under share-based awards	12,291	—	—	12,291
Minimum tax withholding paid on behalf of employees for share-based awards	(2,896)	—	—	(2,896)
Share repurchases	(112,217)	—	—	(112,217)
Intercompany	—	14,163	(14,163)	—
Net cash (used in) provided by financing activities	(22,505)	12,830	(14,163)	(23,838)
Net increase in cash and cash equivalents	35,116	39,141	—	74,257
Cash and cash equivalents - beginning of year	141,568	67,089	—	208,657
Cash and cash equivalents - end of year	\$ 176,684	\$ 106,230	\$ —	\$ 282,914

**19. Results of Quarterly Operations (Unaudited)**

The following table presents our unaudited quarterly financial data (in thousands, except per share amounts).

	2019	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Total revenues <sup>(1)</sup>	\$	494,632	\$ 698,714	\$ 748,395	\$ 1,141,274
Cost of homes sales and other <sup>(2)</sup>		423,621	580,873	578,731	889,628
Gross margin	\$	71,011	\$ 117,841	\$ 169,664	\$ 251,646
Net income	\$	71	\$ 26,262	\$ 62,861	\$ 117,993
Net income attributable to noncontrolling interests		—	—	—	—
Net income available to common stockholders	\$	71	\$ 26,262	\$ 62,861	\$ 117,993
Earnings per share					
Basic	\$	—	\$ 0.18	\$ 0.45	\$ 0.85
Diluted	\$	—	\$ 0.18	\$ 0.44	\$ 0.85

<sup>(1)</sup> Total revenues includes total homebuilding revenues and financial services revenue.

<sup>(2)</sup> Cost of homes sales and other includes cost of homes sales, cost of land and lot sales, and other operations expense.

	2018	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Total revenues <sup>(1)</sup>	\$	583,676	\$ 771,303	\$ 775,071	\$ 1,132,697
Cost of homes sales and other <sup>(2)</sup>		451,607	606,111	609,877	897,913
Gross margin	\$	132,069	\$ 165,192	\$ 165,194	\$ 234,784
Net income	\$	42,880	\$ 63,680	\$ 63,969	\$ 100,984
Net income attributable to noncontrolling interests		—	—	—	(1,602)
Net income available to common stockholders	\$	42,880	\$ 63,680	\$ 63,969	\$ 99,382
Earnings per share					
Basic	\$	0.28	\$ 0.42	\$ 0.43	\$ 0.70
Diluted	\$	0.28	\$ 0.42	\$ 0.43	\$ 0.70

<sup>(1)</sup> Total revenues includes total homebuilding revenues and financial services revenue.

<sup>(2)</sup> Cost of homes sales and other includes cost of homes sales, cost of land and lot sales, and other operations expense.

Quarterly and year-to-date computations of per share amounts are made independently. Therefore, the sum of per share amounts for the quarter may not agree with per share amounts for the year.

**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.

TRI Pointe Group, Inc.

By:        /s/ Douglas F. Bauer  
             Douglas F. Bauer  
             Chief Executive Officer

Date: February 19, 2020

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>Title</u>	<u>Date</u>
<u>/s/ Steven J. Gilbert</u> Steven J. Gilbert	Chairman of the Board, Director	<u>February 19, 2020</u>
<u>/s/ Douglas F. Bauer</u> Douglas F. Bauer	Chief Executive Officer and Director (Principal Executive Officer)	<u>February 19, 2020</u>
<u>/s/ Glenn J. Keeler</u> Glenn J. Keeler	Chief Financial Officer, Chief Accounting Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	<u>February 19, 2020</u>
<u>/s/ Lawrence B. Burrows</u> Lawrence B. Burrows	Director	<u>February 19, 2020</u>
<u>/s/ Daniel S. Fulton</u> Daniel S. Fulton	Director	<u>February 19, 2020</u>
<u>/s/ Constance B. Moore</u> Constance B. Moore	Director	<u>February 19, 2020</u>
<u>/s/ Vicki D. McWilliams</u> Vicki D. McWilliams	Director	<u>February 19, 2020</u>
<u>/s/ Thomas B. Rogers</u> Thomas B. Rogers	Director	<u>February 19, 2020</u>

**DESCRIPTION OF THE COMPANY'S SECURITIES  
REGISTERED PURSUANT TO SECTION 12 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

TRI Pointe Group, Inc., a Delaware corporation, has one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"): our common stock, \$0.01 par value per share.

The following is a description of the rights of our common stock and related provisions of Delaware law and our certificate of incorporation and bylaws. Both our certificate of incorporation and bylaws are filed as exhibits to the annual report on Form 10-K of which this exhibit forms a part. The following description of our common stock does not purport to be complete and is subject to, and qualified in its entirety by reference to, the complete text of our certificate of incorporation and bylaws and applicable provisions of Delaware law.

References to "TRI Pointe", "the Company", "we", "us", or "our" in this exhibit refer to TRI Pointe Group, Inc., a Delaware corporation ("TRI Pointe Group"), excluding our consolidated subsidiaries, unless explicitly stated or the context otherwise requires.

**Common Stock**

Our certificate of incorporation authorizes the issuance of up to 500,000,000 shares of common stock, par value \$0.01 per share. As of December 31, 2019, there were 136,149,633 shares of common stock issued and outstanding.

Shares of our common stock have the following rights, preferences and privileges:

- *Voting Rights.* Each outstanding share of common stock entitles its holder to one vote on all matters submitted to a vote of stockholders, including the election of directors. There are no cumulative voting rights. Generally, all matters to be voted on by stockholders must be approved by the vote of the holders of stock having a majority of the votes that could be cast by the holders of all stock entitled to vote on such matters that are present in person or by proxy at the meeting, except that (i) in an "uncontested election", our directors are elected by a majority of the votes cast in the election of directors and (ii) in all director elections other than "uncontested elections", our directors are elected by a plurality of the votes cast in the election of directors. "Uncontested elections" are defined as any meeting of stockholders at which directors are to be elected where the number of nominees does not exceed the number of directors to be elected. We do not have a classified board of directors.
- *Dividends.* Subject to the rights of the holders of any preferred stock which may be outstanding from time to time, the holders of common stock are entitled to receive dividends as, when and if dividends are declared by our board of directors out of assets legally available for the payment of dividends. We currently intend to retain our future earnings, if any, to finance the development and expansion of our business and, therefore, do not intend to pay cash dividends on our common stock for the foreseeable future. Any future determination to pay dividends will be at the discretion of our board of directors and will depend on our financial condition, results of operations, capital requirements, restrictions contained in any financing instruments and such other factors as our board of directors deems relevant.
- *Liquidation.* In the event of a liquidation, dissolution or winding up of our affairs, whether voluntary or involuntary, after payment of liabilities and obligations to creditors and any holders of preferred stock, our remaining assets will be distributed ratably among our stockholders on a per share basis.
- *Rights and Preferences.* Our common stock has no preemptive, redemption, conversion or subscription rights. The rights, powers, preferences and privileges of our stockholders are subject to, and may be

materially and adversely affected by, the rights of the holders of shares of any series of preferred stock that we may designate and issue in the future.

- *Merger.* In the event that we merge or consolidate with or into another entity, holders of each share of our common stock will be entitled to receive the same per share consideration.

Our common stock trades on the NYSE under the trading symbol “TPH.”

The transfer agent and registrar for our common stock is American Stock Transfer & Trust Company, LLC.

#### **Certain Anti-Takeover Effects of Provisions of Our Charter and Bylaws**

Our charter and bylaws and Delaware law contain provisions that may delay or prevent a transaction or a change in control of the Company that might involve a premium paid for shares of our common stock or otherwise be in the best interests of our stockholders, which could materially and adversely affect the market price of our common stock. Certain of these provisions are described below.

#### ***Selected Provisions of Our Charter and Bylaws***

Our charter and bylaws contain anti-takeover provisions that:

- authorize our board of directors, without further action by our stockholders, to issue up to 50,000,000 shares of preferred stock in one or more series, and with respect to each series, to fix the number of shares constituting that series and establish the rights and other terms of that series;
- require that actions to be taken by our stockholders may be taken only at an annual or special meeting of our stockholders and not by written consent;
- specify that special meetings of our stockholders can be called only by our board of directors, the chairman of our board of directors or our chief executive officer;
- establish advance notice procedures for stockholders to submit nominations of candidates for election to our board of directors and other proposals to be brought before a meeting of our stockholders;
- provide that our bylaws may be amended by our board of directors without stockholder approval;
- allow the directors to establish the size of our board of directors by action of the board, subject to a minimum of three members;
- provide that vacancies on our board of directors or newly created directorships resulting from an increase in the number of directors may be filled only by a majority of directors then in office, even though less than a quorum;
- do not give our stockholders cumulative voting rights with respect to the election of directors; and
- prohibit us from engaging in certain business combinations with any “interested stockholder” unless specified conditions are satisfied, as described in “—Selected Provisions of Delaware Law.”

#### ***Selected Provisions of Delaware Law***

The Company has opted out of Section 203 of the Delaware General Corporation Law (the “DGCL”), which regulates corporate takeovers. However, our charter contains provisions that are similar to Section 203 of the DGCL. Specifically, our charter provides that the Company may not engage in certain “business combinations” with any

“interested stockholder” for a three-year period following the time that the person became an interested stockholder, unless:

- prior to the time that person became an interested stockholder, our board of directors approved either the business combination or the transaction which resulted in the person becoming an interested stockholder;
- upon the consummation of the transaction which resulted in the person becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the Company outstanding at the time the transaction commenced, excluding certain shares; or
- at or subsequent to the time the person became an interested stockholder, the business combination is approved by our board of directors and by the affirmative vote of at least 66 2/3% of the outstanding voting stock which is not owned by the interested stockholder.

Generally, a business combination includes a merger, consolidation, asset or stock sale or other transaction resulting in a financial benefit to the interested stockholder. Subject to certain exceptions, an interested stockholder is a person who, together with that person’s affiliates and associates, owns, or within the previous three years owned, 15% or more of the voting stock of the Company. This provision could prohibit or delay mergers or other takeover or change in control attempts with respect to the Company and, accordingly, may discourage attempts to acquire the Company.

## CONFIDENTIAL SEPARATION AGREEMENT AND GENERAL RELEASE OF CLAIMS

This Confidential Separation Agreement and General Release of Claims (this “Agreement”) is made between TRI POINTE GROUP, INC. (the “Company” or “Employer”) and MICHAEL D. GRUBBS, his heirs, executors, administrators, successors, and assigns (collectively referred to throughout this Agreement as “Employee”).

**WHEREAS**, Employer and Employee have decided to end their employment relationship as a result of Employee’s decision to retire.

**WHEREAS**, Employer has offered Employee the separation consideration set forth in Section 2 hereof in exchange for agreeing to the terms of this Agreement, including the general release of claims set forth in Section 4 hereof.

**WHEREAS**, Employee has indicated a desire to accept the offered separation consideration and to freely and knowingly enter into this Agreement intending to waive, settle and release all claims he has or might have against the Released Parties (as that term is defined in Section 4.1 hereof).

**NOW, THEREFORE**, in consideration of the mutual promises and covenants hereinafter set forth, the parties hereto agree as follows:

1. Last Day of Employment. Employee’s last day of employment with Employer is **December 31, 2019** (the “Employment End Date”).
2. Separation Consideration.

2.1 In consideration of (a) the Company’s receipt of this Agreement signed and dated by Employee within the 21 day consideration period, (b) the Company’s receipt of a letter stating that Employee has not revoked his acceptance or execution of this Agreement (sent via email, personal delivery, or mail) in the form attached as **Exhibit “A”** and signed and dated at least eight days after Employee’s execution of this Agreement, and (c) Employee’s compliance with the terms of this Agreement, the Company agrees that the Employee shall be entitled to the amendments and modifications set forth in the Letter Agreement, dated as of July 1, 2019, by and between Employee and the Company (the “Letter Agreement”) attached as **Addendum 1** as to certain stock options and restricted stock unit awards previously granted to the Employee pursuant to the 2013 Long-Term Incentive Plan (the “LTIP”), as detailed in **Addendum 2** hereto. Employee agrees to acknowledge receipt of each of the foregoing in writing (email is sufficient) upon the Company’s provision thereof and to unconditionally re-affirm all affirmations and releases contained in this Agreement in writing upon Employee’s receipt thereof.

2.2 Employee acknowledges and agrees that, except for the separation consideration described in Section 2.1 above and the payment of cash pursuant to Employee’s performance-based cash award agreement for the performance period of January 1, 2019 to December 31, 2019, Employee shall not accrue or receive any other compensation, commissions, bonuses, car allowance, employment benefits, stock and other equity grants or awards or any other consideration from the Company after the Employment End Date, and that the separation consideration described in Section 2.1 shall be the sole amounts paid to Employee pursuant to this Agreement. For the avoidance of doubt, except as set forth in Section 2.1 above, Employee shall not be eligible for any future awards or grants under the LTIP. Furthermore, Employee acknowledges and understands that any existing restricted stock unit awards (x) that are not part of “pro rata” vesting pursuant to the “retirement provision” of the LTIP and (y) that do not vest by the Employment End Date shall be forfeited for no consideration by Employee pursuant to the Restricted Stock Unit Award Agreement relating to the LTIP (*i.e.*, Employee’s combined **90,583** unvested time-vesting restricted stock units and unvested performance-based restricted stock units shall be forfeited as detailed in **Addendum 2** hereto). Employee further understands and agrees that Employee’s right to benefits under Employer’s health and welfare benefit program, if any, shall be limited to those set forth under Consolidated Omnibus Budget Reconciliation Act (“COBRA”), which coverage Employee shall be entitled to elect at Employee’s own expense for the entirety of the COBRA period.

3. No Consideration Absent Execution of this Agreement. Employee understands and agrees that Employee would not receive the consideration specified in Section 2.1 above, except for Employee’s execution of this Agreement, and the fulfillment of the promises and releases contained herein.
4. Employee’s General Release of All Claims.

4.1 In consideration of the receipt of the separation consideration set forth in Section 2.1 above on the terms set forth herein and except for the obligations arising under this Agreement, Employee, for himself and his heirs, assigns, executors, administrators, agents and successors, past and present, hereby fully and without limitation generally releases, covenants not to sue, and forever discharges the Company, its parents, subsidiaries, divisions, joint ventures, and affiliates (including but not limited to TRI Pointe Homes, Inc., The Quadrant Corporation, Pardee Homes, Pardee Homes of Nevada, Maracay Homes, L.L.C., Trendmaker Homes, Inc., Trendmaker Homes DFW, L.L.C and Winchester Homes Inc.), as well as their respective trustees, directors, owners, officers, shareholders, partners, agents, employees, consultants, insurance carriers, attorneys, assigns, executors and administrators, trustees, predecessors and successors, past and present (collectively, the “Released Parties”), from any and all claims, demands, liabilities, actions, causes of action, whether in law or in equity, suits, damages, losses, attorneys’ fees, costs, and expenses, of whatever nature whatsoever, known or unknown, fixed or contingent, suspected or unsuspected, existing or prospective (collectively “Claims”), that Employee may now have, or may ever have, against any of the Released Parties for any acts or omissions by the Company or any of the Released Parties occurring on or prior to the effective date of this Agreement, including, without limitation, any and all Claims arising out of or relating to Employee’s employment and/or the separation of Employee’s employment with the Company or any of the Released Parties, along with any Claims alleging violation of:

- The Executive Employment Agreement, dated as of March 20, 2019, by and between Employee and the Company;
- The Letter Agreement;
- Title VII of the Civil Rights Act of 1964, as amended;
- The Civil Rights Act of 1991, as amended;
- Sections 1981 through 1988 of Title 42 of the United States Code, as amended;
- The Employee Retirement Income Security Act of 1974, as amended (as modified below);
- The Immigration Reform and Control Act, as amended;
- The Family and Medical Leave Act;
- The Americans with Disabilities Act of 1990, as amended;
- The Workers Adjustment and Retraining Notification Act, as amended;
- The Fair Credit Reporting Act;
- The Equal Pay Act, as amended;
- The Occupational Safety and Health Act, as amended;
- The Sarbanes-Oxley Act of 2002, as amended;
- The Genetic Information Nondiscrimination Act of 2008;
- California Family Rights Act – Cal. Gov’t Code § 12945.2;
- California Fair Employment and Housing Act – Cal. Gov’t Code § 12900 et seq.;
- California Unruh Civil Rights Act – Cal. Civ. Code § 51 et seq.;
- Statutory Provisions Regarding the Confidentiality of AIDS Information – Cal. Health & Safety Code § 120775 et seq.;
- California Confidentiality of Medical Information Act – Cal. Civ. Code § 56 et seq.;
- California Parental Leave Law – Cal. Lab. Code § 230.7 et seq.;
- California Apprenticeship Program Bias Law – Cal. Lab. Code § 3070 et seq.;
- California Equal Pay Law – Cal. Lab. Code § 1197.5;
- California Whistleblower Protection Law – Cal. Lab. Code § 1102.5;
- California Military Personnel Bias Law – Cal. Mil. & Vet. Code § 394;
- Statutory Provision Regarding California Family and Medical Leave – Cal. Lab. Code § 233;
- Statutory Provisions Regarding California Electronic Monitoring of Employees – Cal. Lab. Code § 435;
- The California Occupational Safety and Health Act, as amended, California Labor Code § 6300 et seq., and any applicable regulations thereunder;
- California Obligations of Investigative Consumer Reporting Agencies Law – Cal. Civ. Code § 1786.10 et seq.;
- California Political Activities of Employees Law – Cal. Lab. Code § 1101 et seq.;
- California Domestic Violence Victim Employment Leave Law – Cal. Lab. Code § 230.1;
- California Court Leave Law – Cal. Lab. Code § 230;
- Those other provisions of the California Labor Code that lawfully may be released;
- Los Angeles AIDS-Based Discrimination Ordinance, Los Angeles Municipal Ordinance §45.80 et seq.;
- Any other federal, state or local civil or human rights law or any other local, state or federal law, regulation or ordinance;
- Any public policy, contract, tort, or common law; or

- Any Claim for costs, fees, or other expenses including attorneys' fees incurred in these matters.

4.2 This Agreement is not intended to waive or impact whatever rights that Employee may have to seek and/or obtain benefits under applicable workers compensation statutes. Employee acknowledges and understands that nothing contained in this Agreement limits Employee's ability to file a charge or complaint with the U.S. Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, the Securities and Exchange Commission or any other federal, state or local governmental agency or commission (collectively, "Government Agencies"); however, to the maximum extent permitted by law, Employee agrees that if such an administrative claim is made, Employee shall not be entitled to recover any individual monetary relief or other individual remedies. Employee further acknowledges and understands that this Agreement does not limit Employee's ability to communicate with any Government Agencies or otherwise participate in any investigation or proceeding that may be conducted by any Government Agency, including providing documents or other information, without notice to the Company or its affiliates. Employee further acknowledges and understands that this Agreement does not limit Employee's right to receive an award for information provided to any Government Agencies.

4.3 This Agreement also includes a release of all Claims under the Age Discrimination in Employment Act ("ADEA"). Employee understands and agrees that the consideration given for the waiver and release in this Agreement is in addition to anything of value to which Employee was already entitled. Employee further acknowledges that Employee has been advised by this writing, pursuant to the requirements of the Older Workers' Benefit Protection Act that: (a) this Agreement has been written in a manner that is calculated to be understood, and is understood, by Employee; (b) the release provisions of this Agreement apply to rights and Claims that Employee may have under the ADEA, including the right to file a lawsuit against the Company for age discrimination; (c) the release provisions of this Agreement do not apply to any rights or Claims that Employee may have under the ADEA that arise after the date Employee executes this Agreement; (d) the Company does not have a preexisting duty to provide continued employment, compensation or benefits following the Employment End Date; (e) Employee has been advised in writing to consult with an attorney prior to executing this Agreement; (f) Employee shall have a period of 21 days in which to consider the terms of this Agreement prior to its execution; (g) any later changes to this Agreement, whether material or immaterial, shall not restart the 21-day review period; and (h) Employee shall have a period of seven days after signing this Agreement in which to revoke this Agreement. However, to be effective, any revocation of this Agreement must be in writing and postmarked or delivered via email, personal delivery, or mail to [ \* \* \* ], 19540 Jamboree Road, Suite 300, Irvine, CA 92612, by the close of business on the seventh day following Employee's execution of this Agreement. If Employee decides not to revoke the Agreement, Employee must send Employer via email, personal delivery, or mail a letter in the form attached as **Exhibit "A"** and signed and dated at least eight days after Employee's execution of this Agreement.

4.4 If any Claim is not subject to release, to the extent permitted by law, Employee waives any right or ability to be a class or collective action representative or to otherwise participate in any putative or certified class, collective or multi-party action or proceeding based on such a Claim in which Employer or any of the other Released Parties identified in this Agreement is a party.

4.5 To effect a full and complete general release as described above, Employee expressly waives and relinquishes all rights and benefits of section 1542 of the Civil Code of the State of California, and does so understanding and acknowledging the significance and consequence of specifically waiving section 1542. Section 1542 of the Civil Code of the State of California states as follows:

**A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY.**

Thus, notwithstanding the provisions of section 1542, and to implement a full and complete release and discharge of the Released Parties, Employee expressly acknowledges this Agreement is intended to include in its effect, without limitation, all claims Employee does not know or suspect to exist in Employee's favor at the time of signing this Agreement, and that this Agreement contemplates the extinguishment of any such claims. Employee warrants Employee has read this Agreement, including this waiver of California Civil Code section 1542, and that Employee has consulted with or had the opportunity to consult with counsel of Employee's choosing about this Agreement and specifically about the waiver of section 1542, and that Employee understands this Agreement and the section 1542 waiver, and so Employee freely and knowingly enters into this Agreement. Employee further acknowledges that Employee later may discover facts different from or in addition to those Employee now knows or believes to be true regarding the matters

released or described in this Agreement, and even so Employee agrees that the releases and agreements contained in this Agreement shall remain effective in all respects notwithstanding any later discovery of any different or additional facts. Employee expressly assumes any and all risk of any mistake in connection with the true facts involved in the matters, disputes or controversies released or described in this Agreement or with regard to any facts now unknown to Employee relating thereto.

5. Affirmations Regarding Claims and Related Issues.

5.1 Employee affirms that Employee has not filed, caused to be filed, or presently is a party to any Claim, complaint, charge or action against any of the Released Parties in any forum or form.

5.2 Except for the obligations arising under this Agreement and the Letter Agreement, Employee affirms that Employee has been paid and/or has received all compensation, commissions, wages, bonuses, and/or benefits to which Employee may be entitled and, if applicable, has reported all hours worked to Employer. Employee affirms that Employee has been granted any leave to which Employee was entitled under the Family and Medical Leave Act and/or related state or local leave of disability accommodation laws.

5.3 Employee further affirms that Employee has no known workplace injuries or occupational diseases. Employee also represents and warrants that Employee has not assigned or transferred any interest in any Claims that Employee may have against the Company or any other Released Parties.

5.4 Employee also affirms that Employee has not divulged any proprietary or confidential information of Employer and will continue to maintain the confidentiality of such information consistent with Employer's policies and Employee's agreement(s) with Employer and/or common law. This proprietary information includes, but is not limited to, information concerning Employer's pricing and sales, marketing strategies, financial status, business and regulatory relationships and dealings, and future business plans. Employee agrees and acknowledges this promise of confidentiality is a material term of this Agreement.

5.5 Employee further affirms that Employee has not been retaliated against for reporting any allegations of wrongdoing by any Released Parties, including but not limited to Employer and its officers, including any allegations of corporate fraud.

6. Return of Company Property and Information. Employee agrees that by no later than 5 business days after the Employment End Date, Employee shall (a) return to the Company all documents, electronic data, information and property which belongs to the Company (including all information tangible or intangible whether in written, machine-readable, or any information disclosed orally or visually), and (b) disclose in writing to [ \* \* \* ] all accounts to which Employee has access in connection with Employee's employment, including the user credentials, access codes and passwords.

7. Cooperation and Assistance. Employee agrees to provide reasonable assistance to the Company to effect a smooth and orderly transition. Employee will reasonably cooperate with and assist the Company, its agents, owners, employees and attorneys in the preparation and/or defense and/or pursuit of any litigation involving the Company, and, in addition, to any issues related to Employee's employment with Company, Employee's performance as an employee of the Company, or any related matters, except as may be prevented by law. Employee agrees that Employee shall not voluntarily aid, assist, cooperate with or encourage any person or entity in connection with the pursuit of any claim or dispute against the Company, unless compelled by deposition or other proper legal process. Employee further agrees not to voluntarily involve himself with or participate in any action in which the Company or any of the other Released Parties is a party without first obtaining the Company's advance written consent. Employee further agrees, covenants, and represents that Employee shall provide advance written notice to the Company in the event Employee is subpoenaed to testify, or provide documents at deposition or at trial, relating to (1) any actual, possible, or perceived violation by the Company or any other Released Parties of any federal, state, local, or administrative law, rule, or regulation; (2) the negotiations relating to and the terms of this Agreement; and (3) any acts or omissions by the Company or any of the other Released Parties occurring prior to the effective date of this Agreement. This Section 7 is intended to preclude this voluntary aid or involvement of Employee as described above, and nothing herein is intended to interfere with any protected right to file charges, testify, assist or participate in any manner in an EEOC investigation, hearing or proceeding, and nothing in this paragraph is intended to influence the substance of such aid or involvement which is properly compelled by legal process.

8. Non-Disparagement. Employee agrees not to say or do anything to undermine, defame or disparage, in any way, Employer, its affiliates, management, employees or services in any manner or forum, including any electronic forum. Employer agrees not to say or do anything to undermine, defame or disparage, in any way, Employee in any manner or forum, including any electronic forum. Employee agrees not to say or do anything to undermine the confidence of the Company's employees, partners, vendors, regulators, or customers in the Company, the Company's continued success, or the employment or status of other employees with the Company.

9. Governing Law. This Agreement shall be governed in accordance with the laws of the state of California without regard to its conflict of laws provision. In the event the Employee or Employer breaches any provision of this Agreement, Employee and Employer affirm that either may institute an action to specifically enforce any term or terms of this Agreement.

10. **CONFIDENTIALITY. EMPLOYEE AGREES NOT TO DISCLOSE TO ANYONE (OTHER THAN PROFESSIONAL LEGAL OR TAX ADVISORS), DIRECTLY OR INDIRECTLY, THE FACTS RELATING TO THE EXISTENCE OF THIS AGREEMENT, THE DISCUSSIONS LEADING TO THE EXECUTION OF THIS AGREEMENT, OR THE TERMS OR SUBSTANCE OF THIS AGREEMENT. NOTHING IN THIS AGREEMENT PROHIBITS OR RESTRICTS EMPLOYEE FROM INITIATING COMMUNICATIONS DIRECTLY WITH, RESPONDING TO AN INQUIRY FROM, OR PROVIDING TESTIMONY BEFORE THE U.S. SECURITIES AND EXCHANGE COMMISSION, THE FINANCIAL INDUSTRY REGULATORY AUTHORITY, ANY OTHER SELF-REGULATORY ORGANIZATION, OR ANY OTHER FEDERAL OR STATE AGENCY OR AUTHORITY REGARDING THIS AGREEMENT OR ITS UNDERLYING FACTS OR CIRCUMSTANCES.**

11. Miscellaneous.

11.1 Employee acknowledges that, except as expressly set forth in this Agreement, no representations of any kind have been made to Employee, by Employer, or by any of its agents, officers, employees, representatives, or attorneys, to induce Employee's execution of this document. Employee further states that the only representations made in order to obtain Employee's consent to this Agreement are stated above, that the contents of this document have been explained to Employee in full and that Employee is signing this Agreement voluntarily.

11.2 In the event it shall be necessary for any party to this Agreement to institute legal action to enforce any of the terms and conditions or provisions of this Agreement, or for any breach thereof, the prevailing party in such action shall be entitled to costs and reasonable attorneys' fees.

11.3 This Agreement may not be modified, altered or changed except upon express written consent of both parties wherein specific reference is made to this Agreement. This Agreement may be executed in counterparts, each to constitute an original.

12. Non-Admission of Wrongdoing. The parties agree that neither this Agreement nor the furnishing of the consideration for this Agreement shall be deemed or construed at any time for any purpose as an admission by any Released Party of wrongdoing or evidence of any liability or unlawful conduct of any kind. Employee represents and warrants that Employee discharged Employee's job duties in a lawful manner, and that Employee is not aware of any unlawful conduct by the Company or any Released Party during the time period of Employee's employment.

13. Entire Agreement. This Agreement and the Letter Agreement set forth the entire agreement between the parties hereto, and fully supersedes any prior understanding between the parties with respect to the subject matter hereof. Employee acknowledges that Employee has not relied on any representations, promises, or agreements of any kind made to Employee in connection with Employee's decision to accept this Agreement, except for those set forth in this Agreement.

14. Severability. The parties to this Agreement agree, covenant and represent that each and every provision of this Agreement shall be deemed to be contractual, and that they shall not be treated as mere recitals at any time or for any purpose. Therefore, the parties further agree, covenant and represent that each and every provision of this Agreement shall be considered severable, except for the general release of Section 4. If a court of competent jurisdiction finds the general release to be unenforceable or invalid, then this Agreement shall become null and void and Employee will be required to repay the separation consideration within 10 business days. If a court of competent jurisdiction finds any provision, or part thereof, other than the general release to be invalid or unenforceable for any reason, that provision, or

part thereof, shall remain in force and effect to the extent allowed by law, and all of the remaining provisions of this Agreement shall remain in full force and effect and enforceable.

15. Binding Agreement. Employee represents and warrants that Employee has the authority to enter into this Agreement on Employee's behalf individually and to bind all persons and entities claiming through Employee. This Agreement shall be binding upon and shall inure to the benefit of the respective heirs, assigns, executors, administrators, successors, subsidiaries, divisions and affiliated corporations and partnerships, past and present, and trustees, directors, officers, shareholders, partners, agents and employees, past and present, of Employee and the Company.

16. Expiration of Offer and Effective Date. Employee understands that the offer contained in this Agreement is considered withdrawn if Employee has not signed and returned to Employer the executed Agreement on or before the conclusion of the 21-day consideration period. The signed Agreement must be emailed, personally delivered, or mailed to [ \* \* \* ], 19540 Jamboree Road, Suite 300 Irvine, CA 92612, such that it is postmarked or delivered within the 21-day consideration period. If Employee executes and returns this Agreement timely, this Agreement shall become effective at the end of the seven-day period after Employee first executes and delivers this Agreement to the Company, unless Employee otherwise revokes this Agreement in writing before expiration of that seven-day period.

**EMPLOYEE IS ADVISED THAT EMPLOYEE HAS UP TO TWENTY-ONE (21) CALENDAR DAYS TO CONSIDER WHETHER TO SIGN THIS AGREEMENT, AND EMPLOYEE IS ADVISED TO CONSULT WITH AN ATTORNEY PRIOR TO EXECUTION OF THIS AGREEMENT. ANY MODIFICATIONS, MATERIAL OR OTHERWISE, MADE TO THIS AGREEMENT DO NOT EXTEND OR RESTART THIS UP TO TWENTY-ONE (21) CALENDAR DAY CONSIDERATION PERIOD.**

**EMPLOYEE FREELY AND KNOWINGLY, AND AFTER DUE CONSIDERATION, ENTERS INTO THIS AGREEMENT INTENDING TO WAIVE, SETTLE AND GENERALLY RELEASE ALL CLAIMS EMPLOYEE HAS OR MIGHT HAVE AGAINST THE RELEASED PARTIES.**

The parties hereto knowingly and voluntarily executed this Agreement as of the date set forth below:

Dated: December 31, 2019      /s/ Michael D. Grubbs  
Michael D. Grubbs

Dated: December 31, 2019      /s/ Douglas F. Bauer  
Douglas F. Bauer

**TRI POINTE GROUP, INC.  
AMENDED AND RESTATED  
2013 LONG-TERM INCENTIVE PLAN**

**I. INTRODUCTION**

**1.1 Purposes.** The purposes of the TRI Pointe Group, Inc. Amended and Restated 2013 Long-Term Incentive Plan (this “**Plan**”) are (i) to align the interests of the Company’s stockholders and the recipients of awards under this Plan by increasing the proprietary interest of such recipients in the Company’s growth and success; (ii) to advance the interests of the Company by attracting and retaining directors, officers, employees, and other service providers; and (iii) to motivate such persons to act in the long-term best interests of the Company and its stockholders.

**1.2 Certain Definitions.**

“**Agreement**” shall mean the written or electronic agreement evidencing an award hereunder between the Company and the recipient of such award.

“**Board**” shall mean the Board of Directors of the Company.

“**Bonus Stock**” shall mean shares of Common Stock that are not subject to a Restriction Period or Performance Measures.

“**Bonus Stock Award**” shall mean an award of Bonus Stock under this Plan.

“**Cause**” shall be defined as that term is defined in the participant’s offer letter, employment agreement, change in control agreement, or other similar agreement; or if there is no such definition, “Cause” means, as determined by the Company in its sole discretion and unless provided otherwise in the applicable Agreement, any of the following: (i) the participant’s breach of any agreement with the Company or any Subsidiary; (ii) the participant’s failure or refusal to satisfactorily perform the duties reasonably required of him or her as an employee to the Company or any Subsidiary; (iii) the participant’s commission of any act of fraud, embezzlement, dishonesty, or insubordination; (iv) the participant’s unauthorized use or disclosure of confidential information or trade secrets of the Company or any Subsidiary; (v) the participant’s breach of a policy of the Company or any Subsidiary or the rules of any governmental or regulatory body applicable to the Company or any Subsidiary; or (vi) any other misconduct by the participant that has, or could have, an adverse impact on the business, reputation, or affairs of the Company or any Subsidiary. A Separation from Service for Cause shall be deemed to include a determination by the Company after the participant’s separation that circumstances existing before the separation would have entitled the Company or a Subsidiary to have terminated the participant’s service for Cause. All rights that a participant has or may have under this Plan shall be suspended automatically during the pendency of any investigation by the Company, or during any negotiations between the Company and the participant, regarding any actual or alleged act or omission by the participant of the type described in the applicable definition of Cause.

“**Change in Control**” shall be defined as that term is defined in the participant’s offer letter, employment agreement, change in control agreement, or other similar agreement; or if there is no such definition, “Change in Control” shall have the meaning set forth in **Section 5.8(b)**.

“**Chief Executive Officer**” shall mean the Chief Executive Officer of the Company.

“**Code**” shall mean the Internal Revenue Code of 1986, as amended.

“**Committee**” shall mean the Committee designated by the Board, consisting of two or more members of the Board, each of whom may be (i) a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act, (ii) an “outside director” within the meaning of Section 162(m) of the Code, and (iii) “independent” within the meaning of the rules of the New York Stock Exchange or any other stock exchange on which the shares of Common Stock have been listed by the Company.

**“Common Stock”** shall mean the common stock, par value \$0.01 per share, of the Company, and all rights appurtenant thereto.

**“Company”** shall mean TRI Pointe Group, Inc., a Delaware corporation, or any successor thereto.

**“Consultant”** means any consultant or advisor who is a natural person and who provides services to the Company or any Subsidiary, so long as that person (i) renders bona fide services that are not in connection with the offer and sale of the Company’s securities in a capital raising transaction, (ii) does not directly or indirectly promote or maintain a market for the Company’s securities, and (iii) otherwise qualifies as a consultant under the applicable rules of the Securities and Exchange Commission for registration of securities on a Form S-8 registration statement (or any successor thereto).

**“Disability”** shall be defined as that term is defined in the participant’s offer letter, employment agreement, change in control agreement, or other similar agreement; or if there is no such definition, “Disability” means the participant is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or has lasted or can be expected to last for a continuous period of 180 days or more, as determined by an independent physician selected with the approval of the Company or any Subsidiary and the participant.

**“Exchange Act”** shall mean the Securities Exchange Act of 1934, as amended.

**“Fair Market Value”** shall mean the closing transaction price of a share of Common Stock as reported on the New York Stock Exchange on the date as of which such value is being determined or, if the Common Stock is not listed on the New York Stock Exchange, the closing transaction price of a share of Common Stock on the principal national stock exchange on which the Common Stock is traded on the date as of which such value is being determined or, if there are no reported transactions for such date, on the next preceding date for which transactions were reported; provided, however, that if the Common Stock is not listed on a national stock exchange or if Fair Market Value for any date cannot be so determined, Fair Market Value shall be determined by the Committee by whatever means or method as it shall at such time deem appropriate.

**“Free-Standing SAR”** shall mean an SAR which is not granted in tandem with, or by reference to, an option, which entitles the holder thereof to receive, upon exercise, shares of Common Stock (which may be Restricted Stock) with an aggregate value equal to the excess of the Fair Market Value of one share of Common Stock on the date of exercise over the base price of such SAR, multiplied by the number of such SARs which are exercised.

**“Incentive Stock Option”** shall mean an option to purchase shares of Common Stock that meets the requirements of Section 422 of the Code, or any successor provision, which is intended by the Committee to constitute an Incentive Stock Option.

**“Non-Employee Director”** shall mean any director of the Company who is not an officer or employee of the Company or any Subsidiary.

**“Nonqualified Stock Option”** shall mean an option to purchase shares of Common Stock that is not an Incentive Stock Option.

**“Performance Award”** shall mean a right to receive an amount of cash, shares of Common Stock, or a combination of both, contingent upon the attainment of specified Performance Measures within a specified Performance Period.

**“Performance Measures”** shall mean the criteria and objectives, established by the Committee, which shall be satisfied or met (i) as a condition to the grant or exercisability of all or a portion of an option or SAR or (ii) during the applicable Restriction Period or Performance Period as a condition to the vesting of the holder’s interest, in the case of a Restricted Stock Award, of the shares of Common Stock subject to such award, or, in the case of a Restricted Stock Unit Award or Performance Award, to the holder’s receipt of the shares of Common Stock subject to such award or of payment with respect to such award. Such criteria and objectives may include, without limitation, one or more of the following corporate-wide or subsidiary, division, operating unit, or individual measures, stated in either absolute terms or relative terms, such as rates of growth or improvement: the attainment by a share of Common Stock of a specified Fair Market Value for a

specified period of time, earnings per share, return to stockholders (including dividends), return on assets, return on equity, earnings of the Company before or after taxes and/or interest, revenues, expenses, market share, cash flow or cost reduction goals, interest expense after taxes, return on investment, return on investment capital, return on operating costs, economic value created, operating margin, gross margin, the achievement of annual operating profit plans, net income before or after taxes, pretax earnings before interest, depreciation and/or amortization, pretax operating earnings after interest expense and before incentives, and/or extraordinary or special items, operating earnings, net cash provided by operations, and strategic business criteria, specified market penetration, cost targets, customer satisfaction, or any combination of the foregoing. The Committee may amend or adjust the Performance Measures or other terms and conditions of an outstanding award in recognition of unusual or nonrecurring events affecting the Company or its financial statements or changes in law or accounting principles.

**“Performance Period”** shall mean any period designated by the Committee during which (i) the Performance Measures applicable to an award shall be measured and (ii) the conditions to vesting applicable to an award shall remain in effect.

**“Restricted Stock”** shall mean shares of Common Stock which are subject to a Restriction Period and which may, in addition thereto, be subject to the attainment of specified Performance Measures within a specified Performance Period.

**“Restricted Stock Award”** shall mean an award of Restricted Stock under this Plan.

**“Restricted Stock Unit”** shall mean a right to receive one share of Common Stock or, in lieu thereof, the Fair Market Value of such share of Common Stock in cash, which shall be contingent upon the expiration of a specified Restriction Period and which may, in addition thereto, be contingent upon the attainment of specified Performance Measures within a specified Performance Period.

**“Restricted Stock Unit Award”** shall mean an award of Restricted Stock Units under this Plan.

**“Restriction Period”** shall mean any period designated by the Committee during which (i) the Common Stock subject to a Restricted Stock Award may not be sold, transferred, assigned, pledged, hypothecated, or otherwise encumbered or disposed of, except as provided in this Plan or the Agreement relating to such award, or (ii) the conditions to vesting applicable to a Restricted Stock Unit Award shall remain in effect.

**“Retirement”** shall mean a participant’s voluntary Separation from Service without Cause at or after the time the participant has (i) attained age 60 and (ii) worked for the Company or its Subsidiaries for at least five years, provided that each of the following conditions must also be satisfied in order for the participant’s Separation from Service to constitute a Retirement.

- (a) The participant must provide the Company with written notice of his or her intent to retire on a form provided by the Company electing Retirement treatment under this Plan (a **“Retirement Notice”**) at least 180 days prior to the participant’s anticipated date of Retirement, as stated in the Retirement Notice. During this period, the participant shall remain an at-will employee and must remain in good standing and continue to meet all applicable performance standards, as determined by the Company.
- (b) The participant must execute a separation agreement and general release in a form acceptable to the Company.
- (c) The participant’s length of service with the Company and its Subsidiaries shall be determined by the Company.

**“SAR”** shall mean a stock appreciation right which may be a Free-Standing SAR or a Tandem SAR.

**“Section 409A”** shall mean Section 409A of the Code.

**“Separation from Service”** shall mean the termination of the applicable participant’s employment with, and performance of services for, the Company and each Subsidiary, in each case as determined by the Company in its sole discretion. Unless otherwise determined by the Company, if a participant’s employment or service with the Company or a Subsidiary terminates but the participant continues to provide services to the Company or a Subsidiary in a Non-Employee Director capacity or as an employee, officer, or Consultant, as applicable, such change in status shall not be deemed a Separation from Service. Approved temporary absences from employment because of illness, vacation, or leave of absence and transfers among the Company and its Subsidiaries shall not be considered Separations from Service.

**“Stock Award”** shall mean a Bonus Stock Award, Restricted Stock Award, or a Restricted Stock Unit Award.

**“Subsidiary”** shall mean any corporation, limited liability company, partnership, joint venture, or similar entity in which the Company owns, directly or indirectly, an equity interest possessing more than 50% of the combined voting power of the total outstanding equity interests of such entity.

**“Substitute Award”** shall mean an award granted under this Plan upon the assumption of, or in substitution for, outstanding equity awards previously granted by a company or other entity in connection with a corporate transaction, including a merger, combination, consolidation, or acquisition of property or stock; provided, however, that in no event shall the term “Substitute Award” be construed to refer to an award made in connection with the cancellation and repricing of an option or SAR.

**“Tandem SAR”** shall mean an SAR which is granted in tandem with, or by reference to, an option (including a Nonqualified Stock Option granted prior to the date of grant of the SAR), which entitles the holder thereof to receive, upon exercise of such SAR and surrender for cancellation of all or a portion of such option, shares of Common Stock (which may be Restricted Stock) with an aggregate value equal to the excess of the Fair Market Value of one share of Common Stock on the date of exercise over the base price of such SAR, multiplied by the number of shares of Common Stock subject to such option, or portion thereof, which is surrendered.

**“Tax Date”** shall have the meaning set forth in **Section 5.5**.

**“Ten Percent Holder”** shall have the meaning set forth in **Section 2.1(a)**.

**1.3 Administration.** This Plan shall be administered by the Committee. Any one or a combination of the following awards may be made under this Plan to eligible persons: (i) options to purchase shares of Common Stock in the form of Incentive Stock Options or Nonqualified Stock Options; (ii) SARs in the form of Tandem SARs or Free-Standing SARs; (iii) Stock Awards in the form of Bonus Stock, Restricted Stock, or Restricted Stock Units; and (iv) Performance Awards. The Committee shall, subject to the terms of this Plan, select eligible persons for participation in this Plan and determine the form, amount, and timing of each award to such persons and, if applicable, the number of shares of Common Stock, the number of SARs, the number of Restricted Stock Units, the dollar value subject to an award, the purchase price or base price associated with the award, the time and conditions of exercise or settlement of the award, and all other terms and conditions of the award, including, without limitation, the form of the Agreement evidencing the award. The Committee may, in its sole discretion and for any reason at any time, take action such that (i) any or all outstanding options and SARs shall become exercisable in part or in full, (ii) all or a portion of the Restriction Period applicable to any outstanding Restricted Stock or Restricted Stock Units shall lapse, (iii) all or a portion of the Performance Period applicable to any outstanding Restricted Stock, Restricted Stock Units or Performance Award shall lapse, and (iv) the Performance Measures (if any) applicable to any outstanding award shall be deemed to be satisfied at the target or any other level. The Committee, subject to the terms of this Plan, shall interpret this Plan and the application thereof and establish rules and regulations it deems necessary or desirable for the administration of this Plan, and may impose, incidental to the grant of an award, conditions with respect to the award. All such interpretations, rules, regulations, conditions, and other actions by the Committee under this Plan shall be in the Committee’s sole discretion and shall be conclusive and binding on all parties.

The Committee may delegate some or all of its power and authority hereunder to the Board or, subject to applicable law, to the Chief Executive Officer or such other executive officer as the Committee deems appropriate; provided, however, that the Committee may not delegate its power and authority to the Chief Executive Officer or any other executive officer

with regard to the selection for participation in this Plan of an officer, director, or other person subject to Section 16 of the Exchange Act or decisions concerning the timing, pricing, or amount of an award to such an officer, director, or other person.

No member of the Board or Committee, and neither the Chief Executive Officer nor any other executive officer to whom the Committee delegates any of its power and authority hereunder, shall be liable for any act, omission, interpretation, construction, or determination made in connection with this Plan in good faith, and the members of the Board and the Committee and the Chief Executive Officer and any other executive officer shall be entitled to indemnification and reimbursement by the Company in respect of any claim, loss, damage, or expense (including attorneys' fees) arising therefrom to the full extent permitted by law (except as otherwise may be provided in the Company's Certificate of Incorporation and/or Bylaws) and under any directors' and officers' liability insurance that may be in effect from time to time.

A majority of the Committee shall constitute a quorum. The acts of the Committee shall be either (i) acts of a majority of the members of the Committee present at any meeting at which a quorum is present or (ii) acts approved in writing by all of the members of the Committee without a meeting.

**1.4 Eligibility.** Participants in this Plan shall consist of such officers, Non-Employee Directors, employees, and Consultants, and persons expected to become officers, Non-Employee Directors, employees, and Consultants of the Company and its Subsidiaries as the Committee may select from time to time. The Committee's selection of a person to participate in this Plan at any time shall not require the Committee to select such person to participate in this Plan at any other time. The Committee shall determine, in its sole discretion, the extent to which a participant shall be considered employed during any periods during which such participant is on an approved leave of absence.

**1.5 Shares Available.** Subject to adjustment as provided in **Section 5.7** and to all other limits set forth in this **Section 1.5**, 10,942,517 shares of Common Stock shall be available for all awards under this Plan, of which no more than 10,942,517 shares of Common Stock in the aggregate may be issued under this Plan in connection with Incentive Stock Options. The number of shares of Common Stock available under this Plan shall be reduced by the sum of the aggregate number of shares of Common Stock which become subject to outstanding options, outstanding Free-Standing SARs, outstanding Stock Awards, and outstanding Performance Awards. To the extent that shares of Common Stock subject to an outstanding option, SAR, stock award, or performance award granted under this Plan or any predecessor plan are not issued or delivered by reason of (i) the expiration, termination, cancellation, or forfeiture of such award (excluding shares subject to an option cancelled upon settlement in shares of a related tandem SAR or shares subject to a tandem SAR cancelled upon exercise of a related option) or (ii) the settlement of such award in cash, then such shares of Common Stock shall again be available under this Plan.

Notwithstanding anything in this **Section 1.5** to the contrary, shares of Common Stock subject to an award under this Plan may not be made available again for issuance under this Plan if such shares are: (i) shares that were subject to a stock-settled SAR and were not issued upon the net settlement or net exercise of such SAR; (ii) shares delivered to or withheld by the Company to pay the purchase price or the withholding taxes related to an outstanding option or SAR; or (iii) shares repurchased on the open market with the proceeds of an option exercise. Shares delivered to or withheld by the Company to pay the withholding taxes for Stock Awards or Performance Awards shall again be available under this Plan.

The number of shares of Common Stock available for awards under this Plan shall not be reduced by (i) the number of shares of Common Stock subject to Substitute Awards or (ii) available shares under a stockholder approved plan of a company or other entity which was a party to a corporate transaction with the Company (as appropriately adjusted to reflect such corporate transaction) which become subject to awards granted under this Plan (subject to applicable stock exchange requirements).

Shares of Common Stock to be delivered under this Plan shall be made available from authorized and unissued shares of Common Stock, or authorized and issued shares of Common Stock reacquired and held as treasury shares or otherwise or a combination thereof.

Subject to adjustment as provided in **Section 5.7**, notwithstanding anything herein to the contrary, options and SARs may be granted, in the aggregate, to any one participant with respect to a maximum of 2,000,000 shares of Common Stock

during a single calendar year. In addition, any Stock Award (other than a Bonus Stock Award) or Performance Award may be granted, in the aggregate, to any one participant, with respect to a maximum of 2,000,000 shares of Common Stock during a single calendar year. Such numbers shall be calculated and adjusted pursuant to **Section 5.7** only to the extent that such calculation or adjustment will not affect the status of any award intended to qualify as “performance-based compensation” under Section 162(m) of the Code. The maximum cash amount payable pursuant to that portion of a Performance Award earned for any 12-month period to any participant under this Plan shall not exceed \$10.0 million.

Notwithstanding the foregoing, if the participant is a Non-Employee Director, the maximum amount of options, SARs, Stock Awards (including Bonus Stock Awards) and Performance Awards that may be granted during a single calendar year to any one Non-Employee Director shall be in the aggregate \$300,000 as determined by the Fair Market Value of the shares of Common Stock underlying such options, SARs, Stock Awards (including Bonus Stock Awards), and Performance Awards on the applicable grant dates.

## **II. STOCK OPTIONS AND STOCK APPRECIATION RIGHTS**

**2.1 Stock Options.** The Committee may grant options to purchase shares of Common Stock to such eligible persons as may be selected by the Committee; provided, however, that Incentive Stock Options shall be granted only to persons who are employees of the Company or one of its Subsidiaries that is a corporation within the meaning of Section 7701(a)(3) of the Code, in accordance with Section 422 of the Code. Each option, or portion thereof, that is not an Incentive Stock Option, shall be a Nonqualified Stock Option. To the extent that the aggregate Fair Market Value (determined as of the date of grant) of shares of Common Stock with respect to which options designated as Incentive Stock Options are exercisable for the first time by a participant during any calendar year (under this Plan or any other plan of the Company, or any parent or Subsidiary) exceeds the amount (currently \$100,000) established by the Code, such options shall constitute Nonqualified Stock Options.

Options shall be subject to the following terms and conditions and shall contain such additional terms and conditions, not inconsistent with the terms of this Plan (including **Sections 5.8** and **5.9**), as the Committee shall deem advisable:

(a) **Number of Shares and Purchase Price.** The number of shares of Common Stock subject to an option and the purchase price per share of Common Stock purchasable upon exercise of the option shall be determined by the Committee; provided, however, that the purchase price per share of Common Stock purchasable upon exercise of an option shall not be less than 100% of the Fair Market Value of a share of Common Stock on the date of grant of such option; provided, further, that if an Incentive Stock Option is granted to any person who, at the time such option is granted, owns, or is deemed to own pursuant to Section 424(d) of the Code, capital stock possessing more than 10 percent of the total combined voting power of all classes of capital stock of the Company (or of any parent or Subsidiary) (a “**Ten Percent Holder**”), the purchase price per share of Common Stock shall not be less than the price (currently 110% of Fair Market Value) required by the Code in order to constitute an Incentive Stock Option.

Notwithstanding the foregoing, in the case of an option that is a Substitute Award, the purchase price per share of the shares subject to such option may be less than 100% of the Fair Market Value per share on the date of grant, provided, that the excess of: (a) the aggregate Fair Market Value (as of the date such Substitute Award is granted) of the shares subject to the Substitute Award, over (b) the aggregate purchase price thereof does not exceed the excess of: (x) the aggregate fair market value (as of the time immediately preceding the transaction giving rise to the Substitute Award, such fair market value to be determined by the Committee) of the shares of the predecessor company or other entity that were subject to the grant assumed or substituted for by the Company, over (y) the aggregate purchase price of such shares.

(b) **Option Period and Exercisability.** The period during which an option may be exercised shall be determined by the Committee; provided, however, that no option shall be exercised later than ten years after its date of grant; provided, further, that if an Incentive Stock Option is granted to a Ten Percent Holder, such option shall not be exercised later than five years after its date of grant. The Committee may establish an applicable Performance Period and Performance Measures which shall be satisfied or met as a condition to the grant of such option or to the

exercisability of all or a portion of such option. The Committee shall determine whether an option shall become exercisable in cumulative or non-cumulative installments and in part or in full at any time. An exercisable option, or portion thereof, may be exercised only with respect to whole shares of Common Stock.

(c) **Method of Exercise.** An option may be exercised (i) by giving written notice to the Company specifying the number of whole shares of Common Stock to be purchased and accompanying such notice with payment therefor in full (or arrangement made for such payment to the Company's satisfaction) either (A) in cash, (B) by delivery (either actual delivery or by attestation procedures established by the Company) of shares of Common Stock having a Fair Market Value, determined as of the date of exercise, equal to the aggregate purchase price payable by reason of such exercise, (C) authorizing the Company to withhold whole shares of Common Stock which would otherwise be delivered having an aggregate Fair Market Value, determined as of the date of exercise, equal to the amount necessary to satisfy such obligation, (D) in cash by a broker-dealer acceptable to the Company to whom the optionee has submitted an irrevocable notice of exercise, or (E) a combination of (A), (B), and (C), in each case to the extent set forth in the Agreement relating to the option or as otherwise authorized by the Committee; (ii) if applicable, by surrendering to the Company any Tandem SARs which are cancelled by reason of the exercise of the option; and (iii) by executing such documents as the Company may reasonably request. Any fraction of a share of Common Stock which would be required to pay such purchase price shall be disregarded and the remaining amount due shall be paid in cash by the optionee. No shares of Common Stock shall be issued and no certificate representing Common Stock shall be delivered until the full purchase price therefor and any withholding taxes thereon, as described in **Section 5.5**, have been paid (or arrangement made for such payment to the Company's satisfaction).

**2.2 Stock Appreciation Rights.** The Committee may grant SARs to such eligible persons as may be selected by the Committee. The Agreement relating to an SAR shall specify whether the SAR is a Tandem SAR or a Free-Standing SAR.

SARs shall be subject to the following terms and conditions and shall contain such additional terms and conditions, not inconsistent with the terms of this Plan (including **Sections 5.8** and **5.9**), as the Committee shall deem advisable:

(a) **Number of SARs and Base Price.** The number of SARs subject to an award shall be determined by the Committee. Any Tandem SAR related to an Incentive Stock Option shall be granted at the same time that such Incentive Stock Option is granted. The base price of a Tandem SAR shall be the purchase price per share of Common Stock of the related option. The base price of a Free-Standing SAR shall be determined by the Committee; provided, however, that such base price shall not be less than 100% of the Fair Market Value of a share of Common Stock on the date of grant of such SAR.

Notwithstanding the foregoing, in the case of an SAR that is a Substitute Award, the base price per share of the shares subject to such SAR may be less than 100% of the Fair Market Value per share on the date of grant, provided, that the excess of: (a) the aggregate Fair Market Value (as of the date such Substitute Award is granted) of the shares subject to the Substitute Award, over (b) the aggregate base price thereof does not exceed the excess of: (x) the aggregate fair market value (as of the time immediately preceding the transaction giving rise to the Substitute Award, such fair market value to be determined by the Committee) of the shares of the predecessor company or other entity that were subject to the grant assumed or substituted for by the Company, over (y) the aggregate base price of such shares.

(b) **Exercise Period and Exercisability.** The period for the exercise of an SAR shall be determined by the Committee; provided, however, that no Tandem SAR shall be exercised later than the expiration, cancellation, forfeiture, or other termination of the related option and no Free-Standing SAR shall be exercised later than ten years after its date of grant. The Committee may establish Performance Measures which shall be satisfied or met as a condition to the grant of an SAR or to the exercisability of all or a portion of an SAR. The Committee shall determine whether an SAR may be exercised in cumulative or non-cumulative installments and in part or in full at any time. An exercisable SAR, or portion thereof, may be exercised, in the case of a Tandem SAR, only with respect to whole shares of Common Stock and, in the case of a Free-Standing SAR, only with respect to a whole number of SARs. If an SAR is exercised for shares of Restricted Stock, a certificate or certificates representing such Restricted

Stock shall be issued in accordance with **Section 3.3(c)**, or such shares shall be transferred to the holder in book entry form with restrictions on the shares duly noted, and the holder of such Restricted Stock shall have such rights of a stockholder of the Company as determined pursuant to **Section 3.3(d)**. Prior to the exercise of an SAR, the holder of such SAR shall have no rights as a stockholder of the Company with respect to the shares of Common Stock subject to such SAR.

(c) Method of Exercise. A Tandem SAR may be exercised (i) by giving written notice to the Company specifying the number of whole SARs which are being exercised, (ii) by surrendering to the Company any options which are cancelled by reason of the exercise of the Tandem SAR, and (iii) by executing such documents as the Company may reasonably request. A Free-Standing SAR may be exercised (A) by giving written notice to the Company specifying the whole number of SARs which are being exercised and (B) by executing such documents as the Company may reasonably request. No shares of Common Stock shall be issued and no certificate representing Common Stock shall be delivered until any withholding taxes thereon, as described in **Section 5.5**, have been paid (or arrangement made for such payment to the Company's satisfaction).

**2.3 No Repricing Without Stockholder Approval.** Other than in connection with any equity restructuring or any other change in the Company's capitalization (as described in **Section 5.7**), the Committee shall not, without stockholder approval, reduce the exercise price of a previously awarded option or SAR and, at any time when the exercise price of a previously awarded option or SAR is above the Fair Market Value of a share of Common Stock, the Committee shall not, without stockholder approval, cancel and re-grant or exchange such option or SAR for cash or a new award with a lower (or no) exercise price.

### III. STOCK AWARDS

**3.1 Stock Awards.** The Committee may grant Stock Awards to such eligible persons as may be selected by the Committee. The Agreement relating to a Stock Award shall specify whether the Stock Award is a Bonus Stock Award, Restricted Stock Award, or Restricted Stock Unit Award.

**3.2 Terms of Bonus Stock Awards.** The number of shares of Common Stock subject to a Bonus Stock Award shall be determined by the Committee. Bonus Stock Awards shall not be subject to any Restriction Periods or Performance Measures. Upon the grant of a Bonus Stock Award, subject to the Company's right to require payment of any taxes in accordance with **Section 5.5**, a certificate or certificates evidencing ownership of the requisite number of shares of Common Stock shall be delivered to the holder of such award or such shares shall be transferred to the holder in book entry form.

**3.3 Terms of Restricted Stock Awards.** Restricted Stock Awards shall be subject to the following terms and conditions and shall contain such additional terms and conditions, not inconsistent with the terms of this Plan, as the Committee shall deem advisable.

(a) Number of Shares and Other Terms. The number of shares of Common Stock subject to a Restricted Stock Award and the Restriction Period, Performance Period (if any), and Performance Measures (if any) applicable to a Restricted Stock Award shall be determined by the Committee.

(b) Vesting and Forfeiture. The Agreement relating to a Restricted Stock Award shall provide, in the manner determined by the Committee and subject to the provisions of this Plan (including **Sections 5.8** and **5.9**), for the vesting of the shares of Common Stock subject to such award (i) if the holder of such award does not incur a Separation from Service during the specified Restriction Period and (ii) if specified Performance Measures (if any) are satisfied or met during a specified Performance Period, and for the forfeiture of the shares of Common Stock subject to such award (x) if the holder of such award incurs a Separation from Service during the specified Restriction Period or (y) if specified Performance Measures (if any) are not satisfied or met during a specified Performance Period.

(c) Stock Issuance. During the Restriction Period, the shares of Restricted Stock shall be held by a custodian in book entry form with restrictions on such shares duly noted or, alternatively, a certificate or certificates representing a Restricted Stock Award shall be registered in the holder's name and may bear a legend, in addition to

any legend which may be required pursuant to **Section 5.6**, indicating that the ownership of the shares of Common Stock represented by such certificate is subject to the restrictions, terms, and conditions of this Plan and the Agreement relating to the Restricted Stock Award. All such certificates shall be deposited with the Company, together with stock powers or other instruments of assignment (including a power of attorney), each endorsed in blank with a guarantee of signature if deemed necessary or appropriate, which would permit transfer to the Company of all or a portion of the shares of Common Stock subject to the Restricted Stock Award in the event such award is forfeited in whole or in part. Upon termination of any applicable Restriction Period (and the satisfaction or attainment of applicable Performance Measures), subject to the Company's right to require payment of any taxes in accordance with **Section 5.5**, the restrictions shall be removed from the requisite number of any shares of Common Stock that are held in book entry form, and all certificates evidencing ownership of the requisite number of shares of Common Stock shall be delivered to the holder of such award.

(d) **Rights with Respect to Restricted Stock Awards.** Unless otherwise set forth in the Agreement relating to a Restricted Stock Award, and subject to the terms and conditions of a Restricted Stock Award, the holder of such award shall have all rights as a stockholder of the Company, including, but not limited to, voting rights, the right to receive dividends and the right to participate in any capital adjustment applicable to all holders of Common Stock; provided, however, that (i) a distribution with respect to shares of Common Stock, other than a regular cash dividend, and (ii) a regular cash dividend with respect to shares of Common Stock that are subject to performance-based vesting conditions, in each case, shall be deposited with the Company and shall be subject to the same restrictions as the shares of Common Stock with respect to which such distribution was made.

**3.4 Terms of Restricted Stock Unit Awards.** Restricted Stock Unit Awards shall be subject to the following terms and conditions and shall contain such additional terms and conditions, not inconsistent with the terms of this Plan, as the Committee shall deem advisable.

(a) **Number of Shares and Other Terms.** The number of shares of Common Stock subject to a Restricted Stock Unit Award and the Restriction Period, Performance Period (if any), and Performance Measures (if any) applicable to a Restricted Stock Unit Award shall be determined by the Committee.

(b) **Vesting and Forfeiture.** The Agreement relating to a Restricted Stock Unit Award shall provide, in the manner determined by the Committee and subject to the provisions of this Plan (including **Sections 5.8** and **5.9**), for the vesting of such Restricted Stock Unit Award (i) if the holder of such award does not incur a Separation from Service during the specified Restriction Period and (ii) if specified Performance Measures (if any) are satisfied or met during a specified Performance Period, and for the forfeiture of the shares of Common Stock subject to such award (x) if the holder of such award incurs a Separation from Service during the specified Restriction Period or (y) if specified Performance Measures (if any) are not satisfied or met during a specified Performance Period.

(c) **Settlement of Vested Restricted Stock Unit Awards.** The Agreement relating to a Restricted Stock Unit Award shall specify (i) whether such award may be settled in shares of Common Stock or cash or a combination thereof and (ii) whether the holder thereof shall be entitled to receive, on a current or deferred basis, dividend equivalents, and, if determined by the Committee, interest on, or the deemed reinvestment of, any deferred dividend equivalents, with respect to the number of shares of Common Stock subject to such award. Any dividend equivalents with respect to Restricted Stock Units that are subject to performance-based vesting conditions shall be subject to the same restrictions as such Restricted Stock Units. Prior to the settlement of a Restricted Stock Unit Award, the holder of such award shall have no rights as a stockholder of the Company with respect to the shares of Common Stock subject to such award.

#### **IV. PERFORMANCE AWARDS**

**4.1 Performance Awards.** The Committee may grant Performance Awards to such eligible persons as may be selected by the Committee.

**4.2 Terms of Performance Awards.** Performance Awards shall be subject to the following terms and conditions and shall contain such additional terms and conditions, not inconsistent with the terms of this Plan, as the Committee shall deem advisable.

(a) Value of Performance Awards and Performance Measures. The method of determining the value of the Performance Award and the Performance Measures and Performance Period applicable to a Performance Award shall be determined by the Committee.

(b) Vesting and Forfeiture. The Agreement relating to a Performance Award shall provide, in the manner determined by the Committee and subject to the provisions of this Plan (including **Sections 5.8 and 5.9**), for the vesting of such Performance Award if the specified Performance Measures are satisfied or met during the specified Performance Period and for the forfeiture of such award if the specified Performance Measures are not satisfied or met during the specified Performance Period.

(c) Settlement of Vested Performance Awards. The Agreement relating to a Performance Award shall specify whether such award may be settled in shares of Common Stock (including shares of Restricted Stock) or cash or a combination thereof. If a Performance Award is settled in shares of Restricted Stock, such shares of Restricted Stock shall be issued to the holder in book entry form or a certificate or certificates representing such Restricted Stock shall be issued in accordance with **Section 3.3(c)** and the holder of such Restricted Stock shall have such rights as a stockholder of the Company as determined pursuant to **Section 3.3(d)**. Any dividends or dividend equivalents with respect to a Performance Award that is subject to performance-based vesting conditions shall be subject to the same restrictions as such Performance Award. Prior to the settlement of a Performance Award in shares of Common Stock, including Restricted Stock, the holder of such award shall have no rights as a stockholder of the Company.

## **V. GENERAL**

**5.1 Effective Date and Term of Plan.** This Plan originally became effective January 30, 2013. This Plan was subsequently amended effective as of June 23, 2014; July 7, 2015; and August 12, 2015, respectively. The terms and conditions set forth herein constitute an amendment and restatement of this Plan, effective as of February 21, 2019 (the "**Amendment Date**"), and shall not apply to any awards granted under this Plan prior to the Amendment Date. Each award under this Plan shall be governed by the terms of this Plan as in effect at the time the award was granted, i.e., amendment of this Plan shall not affect the terms or conditions of any award granted hereunder prior to amendment, unless specifically set forth in the amendment. This Plan shall terminate on January 30, 2023, unless terminated earlier by the Board. Termination of this Plan shall not affect the terms or conditions of any award granted prior to termination. Awards hereunder may be made at any time prior to the termination of this Plan, provided that no such award may be made later than January 30, 2023.

**5.2 Amendments.** The Board may amend this Plan as it shall deem advisable, subject to any requirement of stockholder approval required by applicable law, rule or regulation, including Section 162(m) of the Code and any rule of the New York Stock Exchange, or, if the Common Stock is not listed on the New York Stock Exchange, any rule of the principal national stock exchange on which the Common Stock is then traded; provided, however, that no amendment may impair the rights of a holder of an outstanding award without the consent of such holder.

**5.3 Agreement.** Each award under this Plan shall be evidenced by an Agreement setting forth the terms and conditions applicable to such award. No award shall be valid until an Agreement is executed by the Company and, to the extent required by the Company, either executed by the recipient or accepted by the recipient by electronic means approved by the Company within the time period specified by the Company. Upon such execution or electronic acceptance, such award shall be effective as of the effective date set forth in the Agreement.

**5.4 Non-Transferability.** No award shall be transferable other than by will, the laws of descent and distribution, or pursuant to beneficiary designation procedures approved by the Company or, to the extent expressly permitted in the Agreement relating to such award, to the holder's family members, a trust or entity established by the holder for estate planning purposes, a charitable organization designated by the holder, or pursuant to a domestic relations order, in each case, without consideration. Except to the extent permitted by the foregoing sentence or the Agreement relating to an award, each

award may be exercised or settled during the holder's lifetime only by the holder or the holder's legal representative or similar person. Except as permitted by the second preceding sentence, no award may be sold, transferred, assigned, pledged, hypothecated, encumbered, or otherwise disposed of (whether by operation of law or otherwise) or be subject to execution, attachment, or similar process. Upon any attempt to so sell, transfer, assign, pledge, hypothecate, encumber, or otherwise dispose of any award, such award and all rights thereunder shall immediately become null and void.

**5.5 Tax Withholding.** The Company shall have the right to require, prior to the issuance or delivery of any shares of Common Stock or the payment of any cash pursuant to an award made hereunder, payment by the holder of such award of any federal, state, local, or other taxes which may be required to be withheld or paid in connection with such award. An Agreement may provide that (i) the Company shall withhold whole shares of Common Stock which would otherwise be delivered to a holder, having an aggregate Fair Market Value determined as of the date the obligation to withhold or pay taxes arises in connection with an award (the "**Tax Date**"), or withhold an amount of cash which would otherwise be payable to a holder, in the amount necessary to satisfy any such obligation or (ii) the holder may satisfy any such obligation by any of the following means: (A) a cash payment to the Company; (B) delivery (either actual delivery or by attestation procedures established by the Company) to the Company of previously owned whole shares of Common Stock having an aggregate Fair Market Value, determined as of the Tax Date, equal to the amount necessary to satisfy any such obligation; (C) authorizing the Company to withhold whole shares of Common Stock which would otherwise be delivered having an aggregate Fair Market Value, determined as of the Tax Date, or withhold an amount of cash which would otherwise be payable to a holder, equal to the amount necessary to satisfy any such obligation; (D) in the case of the exercise of an option and except as may be prohibited by applicable law, a cash payment by a broker-dealer acceptable to the Company to whom the optionee has submitted an irrevocable notice of exercise; or (E) any combination of (A), (B), and (C), in each case to the extent set forth in the Agreement relating to the award or as otherwise authorized by the Committee. Shares of Common Stock to be delivered or withheld may have an aggregate Fair Market Value up to the maximum amount required as may be necessary to satisfy the withholding obligations in this **Section 5.5**, and the shares so delivered or withheld shall have an aggregate Fair Market Value equal to such withholding obligations. To the extent applicable, a participant may satisfy his or her withholding obligation only with shares that are not subject to any repurchase, forfeiture, unfulfilled vesting, or other similar requirements. Any fraction of a share of Common Stock which would be required to satisfy such an obligation shall be disregarded and the remaining amount due shall be paid in cash by the holder.

**5.6 Restrictions on Shares.** Each award made hereunder shall be subject to the requirement that if at any time the Company determines that the listing, registration, or qualification of the shares of Common Stock subject to such award upon any securities exchange or under any law, or the consent or approval of any governmental body, or the taking of any other action is necessary or desirable as a condition of, or in connection with, the delivery of shares thereunder, such shares shall not be delivered unless such listing, registration, qualification, consent, approval, or other action has been effected or obtained, free of any conditions not acceptable to the Company. The Company may require that certificates evidencing shares of Common Stock delivered pursuant to any award made hereunder bear a legend indicating that the sale, transfer, or other disposition thereof by the holder is prohibited except in compliance with the Securities Act of 1933, as amended, and the rules and regulations thereunder. The Committee may require any participant to sign such additional documentation, make such representations, and furnish such information as the Committee may consider appropriate in connection with the grant of awards under this Plan or issuance or delivery of shares under this Plan in compliance with applicable laws.

**5.7 Adjustment.** In the event of any equity restructuring (within the meaning of Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation—Stock Compensation) that causes the per share value of shares of Common Stock to change, such as a stock dividend, stock split, spinoff, rights offering, or recapitalization through an extraordinary dividend, the number and class of securities available under this Plan, the terms of each outstanding option and SAR (including the number and class of securities subject to each outstanding option or SAR and the purchase price or base price per share), the terms of each outstanding Restricted Stock Award and Restricted Stock Unit Award (including the number and class of securities subject thereto), and the terms of each outstanding Performance Award shall be appropriately adjusted by the Committee, such adjustments to be made in the case of outstanding options and SARs without an increase in the aggregate purchase price or base price. In the event of any other change in corporate capitalization, including a merger, consolidation, reorganization, or partial or complete liquidation of the Company, such equitable adjustments described in the foregoing sentence may be made as determined to be appropriate and equitable by the Committee (or, if the Company is not the surviving corporation in any such transaction, the board of directors of the

surviving corporation) to prevent dilution or enlargement of rights of participants. In either case, the decision of the Committee regarding any such adjustment shall be final, binding, and conclusive.

## **5.8 Change in Control.**

(a) Subject to the terms of the applicable award Agreement, in the event of a Change in Control, the Board (as constituted prior to such Change in Control) may, in its discretion:

(i) provide that (A) some or all outstanding options and SARs shall become exercisable in full or in part, either immediately or upon a subsequent termination of employment, (B) the Restriction Period applicable to some or all outstanding Restricted Stock Awards and Restricted Stock Unit Awards shall lapse in full or in part, either immediately or upon a subsequent termination of employment, (C) the Performance Period applicable to some or all outstanding awards shall lapse in full or in part, and (D) the Performance Measures applicable to some or all outstanding awards shall be deemed to be satisfied at the target or any other level;

(ii) require that shares of stock of the corporation resulting from such Change in Control, or a parent corporation thereof, be substituted for some or all of the shares of Common Stock subject to an outstanding award, with an appropriate and equitable adjustment to such award as shall be determined by the Board in accordance with **Section 5.7**; and/or

(iii) require outstanding awards, in whole or in part, to be surrendered to the Company by the holder, and to be immediately cancelled by the Company, and to provide for the holder to receive (A) a cash payment in an amount equal to (1) in the case of an option or an SAR, the number of shares of Common Stock then subject to the portion of such option or SAR surrendered, to the extent such option or SAR is then exercisable or becomes exercisable pursuant to **Section 5.8(a)(i)**, multiplied by the excess, if any, of the Fair Market Value of a share of Common Stock as of the date of the Change in Control, over the purchase price or base price per share of Common Stock subject to such option or SAR, (2) in the case of a Stock Award or a Performance Award denominated in shares of Common Stock, the number of shares of Common Stock then subject to the portion of such award surrendered, to the extent the Restriction Period and Performance Period, if any, on such Stock Award or Performance Award have lapsed or will lapse pursuant to **Section 5.8(a)(i)** and to the extent that the Performance Measures, if any, have been satisfied or are deemed satisfied pursuant to **Section 5.8(a)(i)**, multiplied by the Fair Market Value of a share of Common Stock as of the date of the Change in Control, and (3) in the case of a Performance Award denominated in cash, the value of the Performance Award then subject to the portion of such award surrendered, to the extent the Performance Period applicable to such award has lapsed or will lapse pursuant to **Section 5.8(a)(i)** and to the extent the Performance Measures applicable to such award have been satisfied or are deemed satisfied pursuant to **Section 5.8(a)(i)**; (B) shares of capital stock of the corporation resulting from or succeeding to the business of the Company pursuant to such Change in Control, or a parent corporation thereof, having a fair market value not less than the amount determined under clause (A) above; or (C) a combination of the payment of cash pursuant to clause (A) above and the issuance of shares pursuant to clause (B) above.

(b) A **"Change in Control"** of the Company shall be deemed to have occurred upon the happening of any of the following events:

(i) The acquisition, other than from the Company, by any individual, entity, or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act) of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 50% or more of either the then outstanding shares of Common Stock of the Company or the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors, but excluding, for this purpose, any such acquisition by the Company or any of its Subsidiaries, or any employee benefit plan (or related trust) of the Company or its Subsidiaries, or any entity with respect to which, following such acquisition, more than 50% of, respectively, the then outstanding equity of such

entity and the combined voting power of the then outstanding voting equity of such entity entitled to vote generally in the election of all or substantially all of the members of such entity's governing body is then beneficially owned, directly or indirectly, by the individuals and entities who were the beneficial owners, respectively, of the Common Stock and voting securities of the Company immediately prior to such acquisition in substantially the same proportion as their ownership, immediately prior to such acquisition, of the then outstanding shares of Common Stock or the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors, as the case may be; or

(ii) The consummation of a reorganization, merger, or consolidation of the Company, in each case, with respect to which all or substantially all of the individuals and entities who were the respective beneficial owners of the Common Stock and voting securities of the Company immediately prior to such reorganization, merger, or consolidation do not, following such reorganization, merger, or consolidation, beneficially own, directly or indirectly, more than 50% of, respectively, the then outstanding shares of Common Stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors, as the case may be, of the corporation resulting from such reorganization, merger, or consolidation; or

(iii) A complete liquidation or dissolution of the Company or the sale or other disposition of all or substantially all of the assets of the Company; or

(iv) Individuals who at the beginning of any two-year period constitute the Board (the "**Incumbent Board**") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual who becomes a director of the Company during such two-year period and whose election, or whose nomination for election by the Company's stockholders, to the Board was either (A) approved by a vote of at least a majority of the directors then comprising the Incumbent Board or (B) recommended by a nominating committee comprised entirely of directors who are then Incumbent Board members, shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of either an actual or threatened election contest (as such terms are used in Rule 14a-11 of Regulation 14A promulgated under the Exchange Act), other actual or threatened solicitation of proxies or consents, or an actual or threatened tender offer.

Further, solely to the extent required by Section 409A, an event described above shall not constitute a Change in Control for purposes of the payment (but not vesting) terms of any Plan award subject to Section 409A unless such event also constitutes a change in ownership or effective control of the Company or a change in the ownership of a substantial portion of the Company's assets within the meaning of Section 409A.

Notwithstanding the foregoing, any bona fide primary or secondary public offering shall not constitute a Change in Control.

**5.9 Separation from Service.** This Section 5.9 shall only apply to awards granted under this Plan on or after the Amendment Date.

(a) Retirement. Unless provided otherwise by the Committee, if a participant incurs a Retirement, the participant's outstanding unvested awards under this Plan shall be eligible to vest as follows:

(i) For awards that vest based solely on continued service, the proportion of an award vesting under this provision shall be equal to the number of days in the Restriction Period for such award that elapsed before the Separation from Service divided by the total number of days in such Restriction Period (for the avoidance of doubt, net of any proportion of the award that has already vested), provided that, if the first anniversary of the grant of an award has not occurred or will not occur by Retirement, a minimum of 365 days (but in no event more than 100%) of vesting shall be allotted to the participant. If the participant incurs a Separation from Service due to death or Disability after the participant provides a

Retirement Notice but before Retirement, the participant's awards shall be treated as though the participant's Retirement occurred upon such Separation from Service. Any awards vesting under this **Section 5.9(a)(i)** shall vest upon the participant's Retirement or upon the participant's earlier Separation from Service due to death or Disability, as applicable.

(ii) For stock-based Performance Awards, (A) the proportion of an award vesting under this provision shall be equal to the number of days in the Performance Period for such award that elapsed before the Separation from Service divided by the total number of days in such Performance Period (for the avoidance of doubt, net of any proportion of the award that has already vested), provided that a minimum of 365 days (but in no event more than 100%) of vesting shall be allotted to the participant, and (B) the amount of the award vesting under this provision shall be based on actual achievement of the Performance Measures for such award measured at the end of the Performance Period, provided that if, after providing a Retirement Notice but before the end of the Performance Period, the participant incurs a Separation from Service due to death or Disability, the participant's awards shall be treated as provided in **Section 5.9(b)**. If a Change in Control occurs after the participant provides a Retirement Notice but before the end of the Performance Period, the participant's awards shall be treated in accordance with the "Change in Control" provisions of the applicable Agreements. Any awards vesting under this **Section 5.9(a)(ii)** shall vest at the end of the applicable Performance Period, upon the participant's earlier Separation from Service due to death or Disability, or upon an earlier Change in Control, as applicable.

(iii) For cash-based Performance Awards, (A) the proportion of an award vesting under this provision shall be equal to the number of days in the Performance Period for such award that elapsed before the Separation from Service divided by the total number of days in such Performance Period (for the avoidance of doubt, net of any proportion of the award that has already vested), and (B) the amount of the award vesting under this provision shall be based on actual achievement of the Performance Measures for such award measured at the end of the Performance Period, provided that if, after providing of a Retirement Notice but before the end of the Performance Period, the participant incurs a Separation from Service due to death or Disability, the participant's awards shall be treated as provided in **Section 5.9(b)**. Any awards vesting under this **Section 5.9(a)(iii)** shall vest at the end of the applicable Performance Period or upon the participant's earlier Separation from Service due to death or Disability, as applicable.

(b) Death or Disability. Unless provided otherwise by the Committee, if a participant incurs a Separation from Service due to death or Disability, the participant's outstanding unvested awards under this Plan shall be eligible to vest as follows:

(i) For awards that vest based solely on continued service, the proportion of an award vesting under this provision shall be equal to the number of days in the Restriction Period for such award that elapsed before the Separation from Service divided by the total number of days in such Restriction Period (for the avoidance of doubt, net of any proportion of the award that has already vested).

(ii) For stock-based Performance Awards, (A) the proportion of an award vesting under this provision shall be equal to the number of days in the Performance Period for such award that elapsed before the Separation from Service divided by the total number of days in such Performance Period (for the avoidance of doubt, net of any proportion of the award that has already vested), and (B) the amount of the award vesting under this provision shall be based on an assumed achievement of all relevant Performance Measures at the "target" level.

(iii) For cash-based Performance Awards, the amount of an award vesting under this provision shall be based on an assumed achievement of all relevant Performance Measures at the "target" level.

Any awards vesting under this **Section 5.9(b)** shall vest upon the participant's Separation from Service due to death or Disability.

(c) In calculating the proportion of an award vesting under **Sections 5.9(a) and 5.9(b)**, (A) for options and SARs, if the number of shares subject to an option or SAR becoming exercisable as of a vesting date is a fractional number, the number of shares becoming exercisable shall be rounded down to the nearest whole number with any fractional portion carried forward, and (B) for Restricted Stock, Restricted Stock Units and Performance Awards, if the number of shares determined as of a vesting date is a fractional number, the number of shares vesting shall be rounded down to the nearest whole number with any fractional portion carried forward.

(d) **Separation from Service for Cause.** The Company may annul an award under this Plan if the participant incurs a Separation from Service for Cause. All awards under this Plan shall also be subject to the Company's Executive Recoupment Policy and any Company clawback or similar policy and any applicable law related to such actions. A participant's acceptance of a Plan award shall be deemed to constitute the participant's acknowledgement of and consent to the Company's application, implementation, and enforcement of the Executive Recoupment Policy and any other applicable Company clawback or similar policy that may apply to the participant, whether adopted before or after the Amendment Date, and any applicable law relating to clawback, cancellation, recoupment, rescission, payback, or reduction of compensation, and the participant's agreement that the Company may take any actions that may be necessary to effectuate any such policy or applicable law, without further consideration or action.

(e) **Other Separations from Service.** Except as provided in **Sections 5.9(a), 5.9(b), and 5.9(d)**, and otherwise in this Plan, any other terms relating to the treatment of an award under this Plan upon a Separation from Service shall be determined by the Committee and set forth in the applicable award Agreement.

**5.10 Deferrals.** The Committee may determine that the delivery of shares of Common Stock or the payment of cash, or a combination thereof, upon the exercise or settlement of all or a portion of any award (other than awards of Incentive Stock Options, Nonqualified Stock Options, and SARs) made hereunder shall be deferred, or the Committee may approve deferral elections made by holders of awards. Deferrals shall be for such periods and upon such terms as the Committee may determine.

**5.11 No Right of Participation, Employment, or Service.** Unless otherwise set forth in an employment agreement, no person shall have any right to participate in this Plan. Neither this Plan nor any award made hereunder shall confer upon any person any right to continued employment by or service with the Company, any Subsidiary, or any affiliate of the Company or affect in any manner the right of the Company, any Subsidiary, or any affiliate of the Company to terminate the employment or service of any person at any time without liability hereunder.

**5.12 Rights as Stockholder.** No person shall have any right as a stockholder of the Company with respect to any shares of Common Stock or other equity security of the Company which is subject to an award hereunder unless and until such person becomes a stockholder of record with respect to such shares of Common Stock or equity security.

**5.13 Designation of Beneficiary.** A holder of an award may file with the Committee a written designation of one or more persons as such holder's beneficiary or beneficiaries (both primary and contingent) in the event of the holder's death or incapacity. To the extent an outstanding option or SAR granted hereunder is exercisable, such beneficiary or beneficiaries shall be entitled to exercise such option or SAR pursuant to procedures prescribed by the Committee.

Each beneficiary designation shall become effective only when filed in writing with the Committee during the holder's lifetime on a form prescribed by the Committee. The spouse of a married holder domiciled in a community property jurisdiction shall join in any designation of a beneficiary other than such spouse. The filing with the Committee of a new beneficiary designation shall cancel all previously filed beneficiary designations.

If a holder fails to designate a beneficiary, or if all designated beneficiaries of a holder predecease the holder, then each outstanding option and SAR hereunder held by such holder, to the extent exercisable, may be exercised by such holder's executor, administrator, legal representative, or similar person.

**5.14 Governing Law.** This Plan, each award hereunder and the related Agreement, and all determinations made and actions taken pursuant thereto, to the extent not otherwise governed by the Code or the laws of the United States, shall be

governed by the laws of the State of Delaware and construed in accordance therewith without giving effect to principles of conflicts of laws.

**5.15 Foreign Employees.** Without amending this Plan, the Committee may grant awards to eligible persons who are foreign nationals on such terms and conditions different from those specified in this Plan as may in the judgment of the Committee be necessary or desirable to foster and promote achievement of the purposes of this Plan and, in furtherance of such purposes the Committee may make such modifications, amendments, procedures, subplans, and the like as may be necessary or advisable to comply with provisions of laws in other countries or jurisdictions in which the Company or its Subsidiaries operates or has employees.

**5.16 Severability.** If any term or condition of this Plan or any Agreement is determined to be illegal or unenforceable by any court of law in any jurisdiction, the remaining terms and conditions hereof and thereof shall be severable and enforceable, and all terms and conditions shall remain enforceable in any other jurisdiction.

**5.17 Section 409A.** This Plan is intended to comply with Section 409A to the extent subject thereto, and, accordingly, to the maximum extent permitted, this Plan shall be interpreted and administered to be in compliance therewith. Any payments described in this Plan that are due within the “short-term deferral period” as defined in Section 409A shall not be treated as deferred compensation unless applicable laws require otherwise. For purposes of Section 409A, each installment payment under this Plan shall be treated as a separate payment. Notwithstanding any other term or condition of this Plan, to the extent required to avoid accelerated taxation or tax penalties under Section 409A, amounts that would otherwise be payable and benefits that would otherwise be provided under this Plan during the six-month period immediately after a participant’s Separation from Service shall instead be paid on the first payroll date after the six-month anniversary of the participant’s Separation from Service (or the participant’s death, if earlier). Notwithstanding the foregoing, neither the Company nor the Board shall have any obligation to take any action to prevent the assessment of any additional tax or penalty on any participant under Section 409A and neither the Company nor the Board shall have any liability to any participant for such tax or penalty.

**5.18 No Limitations on Company.** The grant of awards under this Plan shall not affect or limit in any way the right or power of the Company to make adjustments, reclassifications, reorganizations, or changes of its capital or business structure or to merge, consolidate, dissolve, or liquidate, or to sell or transfer all or any part of its business or assets.

**List of Subsidiaries of TRI Pointe Group, Inc.**

Cabin Branch Commons, LLC (Maryland)  
Maracay 91, L.L.C. (Arizona)  
Maracay Construction, L.L.C. (Arizona)  
Maracay Homes, L.L.C. (Arizona)  
Maracay Realty, L.L.C. (Arizona)  
Maracay Rio Rancho, L.L.C. (Arizona)  
Maracay VR, LLC (Arizona)  
Maracay WH, L.L.C. (Arizona)  
Pardee Homes (California)  
Pardee Homes of Nevada (Nevada)  
Quadrant Real Estate, LLC (Washington)  
The Quadrant Corporation (Washington)  
Trendmaker Clear Lake, LLC (Texas)  
Trendmaker Homes Active, L.L.C. (Texas)  
Trendmaker Homes DFW, L.L.C. (Texas)  
Trendmaker Homes Holdings, L.L.C. (Texas)  
Trendmaker Homes, Inc. (Texas)  
Trendmaker LAC GP, LLC (Texas)  
Trendmaker LAC LP, LLC (Texas)  
TRI Pointe Advantage Insurance Services, Inc. (Delaware)  
TRI Pointe Assurance, Inc. (Texas)  
TRI Pointe Communities, Inc. (Delaware)  
TRI Pointe Connect, L.L.C. (Delaware)  
TRI Pointe Contractors, LP (Delaware)  
TRI Pointe Holdings, Inc. (Washington)  
TRI Pointe Homes, Inc. (Delaware)  
TRI Pointe Solutions, Inc. (Delaware)  
Winchester Homes Inc. (Delaware)

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the following Registration Statements:

1. Registration Statement (Form S-8 No. 333-186403, as amended, and Form S-8 No. 333-200185, as amended) pertaining to the 2013 Long-Term Incentive Plan of TRI Pointe Group, Inc., and
2. Registration Statement (Form S-8 No. 333-197461, as amended) pertaining to the Weyerhaeuser Real Estate Company 2004 Long-Term Incentive Plan and the Weyerhaeuser Real Estate Company 2013 Long-Term Incentive Plan;

of our reports dated February 19, 2020, with respect to the consolidated financial statements of TRI Pointe Group, Inc. and the effectiveness of internal control over financial reporting of TRI Pointe Group, Inc. included in this Annual Report (Form 10-K) for the year ended December 31, 2019.

/s/ Ernst & Young LLP

Irvine, California  
February 19, 2020

## Section 302 CERTIFICATION

I, Douglas F. Bauer, certify that:

- (1) I have reviewed this annual report on Form 10-K of TRI Pointe Group, Inc.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 19, 2020

/s/ Douglas F. Bauer

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Douglas F. Bauer  
Chief Executive Officer (Principal Executive  
Officer)

## Section 302 CERTIFICATION

I, Glenn J. Keeler, certify that:

- (1) I have reviewed this annual report on Form 10-K of TRI Pointe Group, Inc.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 19, 2020

/s/ Glenn J. Keeler

Glenn J. Keeler

Chief Financial Officer (Principal Financial Officer)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of TRI Pointe Group, Inc. (the “Company”) on Form 10-K for the period ended December 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Douglas F. Bauer, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 19, 2020

/s/ Douglas F. Bauer

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Douglas F. Bauer  
Chief Executive Officer (Principal Executive  
Officer)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of TRI Pointe Group, Inc. (the “Company”) on Form 10-K for the period ended December 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Glenn J. Keeler, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 19, 2020

/s/ Glenn J. Keeler

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Glenn J. Keeler  
Chief Financial Officer (Principal Financial Officer)