

TRI Pointe Group, Inc.  
Form 10-Q  
April 25, 2019

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

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FORM 10-Q

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(Mark One)

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

For the quarterly period ended March 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

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TRI Pointe Group, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

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Delaware 61-1763235  
(State or other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)

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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

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

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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  Accelerated filer

Non-accelerated filer  Smaller reporting company   
Emerging growth company

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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

142,210,147 shares of the registrant's common stock were issued and outstanding as of April 12, 2019.

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**EXPLANATORY NOTE**

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

TRI POINTE GROUP, INC.  
QUARTERLY REPORT ON FORM 10-Q  
INDEX  
March 31, 2019

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

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

|  | March 31,<br>2019 | December<br>31, 2018 |
|--|-------------------|----------------------|
|  | (unaudited)       |                      |
| Assets   |                   |                      |
| Cash and cash equivalents  | \$ 148,782        | \$ 277,696           |
| Receivables  | 58,234            | 51,592               |
| Real estate inventories  | 3,242,678         | 3,216,059            |
| Investments in unconsolidated entities   | 4,191             | 5,410                |
| Goodwill and other intangible assets, net  | 160,293           | 160,427              |
| Deferred tax assets, net   | 67,761            | 67,768               |
| Other assets   | 173,956           | 105,251              |
| Total assets   | \$3,855,895       | \$3,884,203          |
| Liabilities  |                   |                      |
| Accounts payable   | \$66,605          | \$81,313             |
| Accrued expenses and other liabilities   | 319,791           | 335,149              |
| Senior notes, net  | 1,412,463         | 1,410,804            |
| Total liabilities  | 1,798,859         | 1,827,266            |
| Commitments and contingencies (Note 13)  |                   |                      |
| Equity   |                   |                      |
| Stockholders' equity:  |                   |                      |
| Preferred stock, \$0.01 par value, 50,000,000 shares authorized; no shares issued and outstanding as of March 31, 2019 and December 31, 2018, respectively                     | —                 | —                    |
| Common stock, \$0.01 par value, 500,000,000 shares authorized; 142,210,147 and 141,661,713 shares issued and outstanding at March 31, 2019 and December 31, 2018, respectively | 1,422             | 1,417                |
| Additional paid-in capital   | 658,743           | 658,720              |
| Retained earnings  | 1,396,858         | 1,396,787            |
| Total stockholders' equity   | 2,057,023         | 2,056,924            |
| Noncontrolling interests   | 13                | 13                   |
| Total equity   | 2,057,036         | 2,056,937            |
| Total liabilities and equity   | \$3,855,895       | \$3,884,203          |

See accompanying condensed notes to the unaudited consolidated financial statements.

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

|  | Three Months Ended<br>March 31, |             |
|--|---------------------------------|-------------|
|  | 2019                            | 2018        |
| Homebuilding:                                  |                                 |             |
| Home sales revenue                             | \$492,703                       | \$ 582,572  |
| Land and lot sales revenue                     | 1,029                           | 223         |
| Other operations revenue                       | 598                             | 598         |
| Total revenues                                 | 494,330                         | 583,393     |
| Cost of home sales                             | 421,536                         | 450,502     |
| Cost of land and lot sales                     | 1,495                           | 503         |
| Other operations expense                       | 590                             | 602         |
| Sales and marketing                            | 38,989                          | 38,283      |
| General and administrative                     | 38,597                          | 36,814      |
| Homebuilding (loss) income from operations     | (6,877 )                        | 56,689      |
| Equity in loss of unconsolidated entities      | (25 )                           | (468 )      |
| Other income, net                              | 6,241                           | 171         |
| Homebuilding (loss) income before income taxes | (661 )                          | 56,392      |
| Financial Services:                            |                                 |             |
| Revenues                                       | 302                             | 283         |
| Expenses                                       | 321                             | 137         |
| Equity in income of unconsolidated entities    | 775                             | 1,002       |
| Financial services income before income taxes  | 756                             | 1,148       |
| Income before income taxes                     | 95                              | 57,540      |
| Provision for income taxes                     | (24 )                           | (14,660 )   |
| Net income                                     | \$71                            | \$ 42,880   |
| Earnings per share                             |                                 |             |
| Basic  | \$0.00                          | \$ 0.28     |
| Diluted  | \$0.00                          | \$ 0.28     |
| Weighted average shares outstanding            |                                 |             |
| Basic  | 141,865,270                     | 151,464,547 |
| Diluted  | 142,390,163                     | 152,775,851 |

See accompanying condensed notes to the unaudited consolidated financial statements.

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

|  | Number of<br>Shares of Common<br>Stock | Common<br>Stock | Additional<br>Paid-in<br>Capital | Retained<br>Earnings | Total<br>Stockholders'<br>Equity | Noncontrolling<br>Interests | Total<br>Equity |
|--|--|-----------------|----------------------------------|----------------------|----------------------------------|-----------------------------|-----------------|
| Balance at December 31, 2018   | 141,661,713                            | \$ 1,417        | \$ 658,720                       | \$ 1,396,787         | \$ 2,056,924                     | \$ 13                       | \$ 2,056,937    |
| Net income   | —                                      | —               | —                                | 71                   | 71                               | —                           | 71              |
| Shares issued under share-based awards   | 548,434                                | 5               | 193                              | —                    | 198                              | —                           | 198             |
| Minimum tax withholding paid on behalf of employees for restricted stock units | —                                      | —               | (3,605 )                         | —                    | (3,605 )                         | —                           | (3,605 )        |
| Stock-based compensation expense   | —                                      | —               | 3,435                            | —                    | 3,435                            | —                           | 3,435           |
| Balance at March 31, 2019  | 142,210,147                            | \$ 1,422        | \$ 658,743                       | \$ 1,396,858         | \$ 2,057,023                     | \$ 13                       | \$ 2,057,036    |
| 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   | —                                      | —               | —                                | (7,354 )             | (7,354 )                         | —                           | (7,354 )        |
| Net income   | —                                      | —               | —                                | 42,880               | 42,880                           | —                           | 42,880          |
| Shares issued under share-based awards   | 759,460                                | 7               | 968                              | —                    | 975                              | —                           | 975             |
| Minimum tax withholding paid on behalf of employees for restricted stock units | —                                      | —               | (6,049 )                         | —                    | (6,049 )                         | —                           | (6,049 )        |
| Stock-based compensation expense   | —                                      | —               | 3,470                            | —                    | 3,470                            | —                           | 3,470           |
| Distributions to noncontrolling interests, net                                 | —                                      | —               | —                                | —                    | —                                | (1 )                        | (1 )            |
| Balance at March 31, 2018  | 151,922,459                            | \$ 1,519        | \$ 792,369                       | \$ 1,169,756         | \$ 1,963,644                     | \$ 604                      | \$ 1,964,248    |

See accompanying condensed notes to the unaudited consolidated financial statements.

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

|   | Three Months Ended<br>March 31, |           |
|---|---------------------------------|-----------|
|   | 2019                            | 2018      |
| Cash flows from operating activities:   |                                 |           |
| Net income  | \$71                            | \$42,880  |
| Adjustments to reconcile net income to net cash (used in) provided by operating activities: |                                 |           |
| Depreciation and amortization   | 5,085                           | 5,488     |
| Equity in income of unconsolidated entities, net  | (750 )                          | (534 )    |
| Deferred income taxes, net  | 7                               | 5,024     |
| Amortization of stock-based compensation  | 3,435                           | 3,470     |
| Charges for impairments and lot option abandonments   | 5,202                           | 248       |
| Changes in assets and liabilities:  |                                 |           |
| Real estate inventories   | (29,695 )                       | (87,107 ) |
| Receivables   | (6,642 )                        | 70,351    |
| Other assets  | (5,476 )                        | 2,308     |
| Accounts payable  | (14,708 )                       | 3,379     |
| Accrued expenses and other liabilities  | (73,446 )                       | 2,165     |
| Returns on investments in unconsolidated entities, net                                      | 1,992                           | 2,214     |
| Net cash (used in) provided by operating activities   | (114,925 )                      | 49,886    |
| Cash flows from investing activities:   |                                 |           |
| Purchases of property and equipment   | (7,224 )                        | (2,170 )  |
| Proceeds from sale of property and equipment  | 7                               | —         |
| Investments in unconsolidated entities  | (231 )                          | (947 )    |
| Net cash used in investing activities   | (7,448 )                        | (3,117 )  |
| Cash flows from financing activities:   |                                 |           |
| Repayment of debt   | (10 )                           | —         |
| Debt issuance costs   | (3,124 )                        | —         |
| Distributions to noncontrolling interests   | —                               | (1 )      |
| Proceeds from issuance of common stock under share-based awards                             | 198                             | 975       |
| Minimum tax withholding paid on behalf of employees for share-based awards                  | (3,605 )                        | (6,049 )  |
| Net cash used in financing activities   | (6,541 )                        | (5,075 )  |
| Net (decrease) increase in cash and cash equivalents  | (128,914 )                      | 41,694    |
| Cash and cash equivalents—beginning of period   | 277,696                         | 282,914   |
| Cash and cash equivalents—end of period   | \$148,782                       | \$324,608 |

See accompanying condensed notes to the unaudited consolidated financial statements.



TRI POINTE GROUP, INC.  
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)

1. Organization, Basis of Presentation and Summary of Significant Accounting Policies

Organization

TRI Pointe 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"), for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. They should be read in conjunction with our consolidated financial statements and footnotes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2018. In the opinion of management, all adjustments consisting of normal recurring adjustments, necessary for a fair presentation with respect to interim financial statements, have been included. The results for the three months ended March 31, 2019 are not necessarily indicative of the results to be expected for the full year ending December 31, 2019 due to seasonal variations and other factors.

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

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.

Revenue Recognition

We recognize revenue in accordance with Accounting Standards Update 2014-09, Revenue from Contracts with Customers (Codified as "ASC 606"). 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.

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

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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 other homebuilding 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 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 services operations

TRI Pointe Assurance provides title examinations for our homebuyers in Texas, Maryland 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. At the time of the consummation of the home sales transactions, we recognize a percentage of revenue captured by First American Title Insurance Company. 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.

#### 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 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 the effective adoption date. 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 brands that 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, and underlying demand and supply. Based upon these factors, our homebuilding operations are comprised of 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 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 services operations, and our TRI Pointe Advantage property and casualty insurance agency operations. For further details, see Note 1, Organization, Basis of Presentation 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, Basis of Presentation 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.

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

|  | Three Months Ended |             |
|--|--------------------|-------------|
|  | March 31,          |             |
|  | 2019               | 2018        |
| Revenues   |                    |             |
| Maracay  | \$39,561           | \$58,455    |
| Pardee Homes   | 134,863            | 180,470     |
| Quadrant Homes                                       | 43,871             | 61,903      |
| Trendmaker Homes                                     | 70,821             | 41,408      |
| TRI Pointe Homes                                     | 171,791            | 190,420     |
| Winchester Homes                                     | 33,423             | 50,737      |
| Total homebuilding revenues                          | 494,330            | 583,393     |
| Financial services                                   | 302                | 283         |
| Total  | \$494,632          | \$583,676   |
| Income (loss) before income taxes                    |                    |             |
| Maracay  | \$1,190            | \$4,391     |
| Pardee Homes   | (791               | ) 39,191    |
| Quadrant Homes                                       | (2,639             | ) 8,140     |
| Trendmaker Homes                                     | (1,598             | ) 370       |
| TRI Pointe Homes                                     | 10,209             | 14,531      |
| Winchester Homes                                     | (766               | ) 1,607     |
| Corporate  | (6,266             | ) (11,838 ) |
| Total homebuilding (loss) income before income taxes | (661               | ) 56,392    |
| Financial services                                   | 756                | 1,148       |
| Total  | \$95               | \$57,540    |

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

|                         | March 31,<br>2019 | December<br>31, 2018 |
|-------------------------|-------------------|----------------------|
| Real estate inventories |                   |                      |
| Maracay                 | \$320,459         | \$293,217            |
| Pardee Homes            | 1,300,853         | 1,286,877            |
| Quadrant Homes          | 273,621           | 279,486              |
| Trendmaker Homes        | 284,734           | 271,061              |
| TRI Pointe Homes        | 780,568           | 812,799              |
| Winchester Homes        | 282,443           | 272,619              |
| Total                   | \$3,242,678       | \$3,216,059          |

|                           |             |             |
|---------------------------|-------------|-------------|
| Total assets              |             |             |
| Maracay                   | \$352,968   | \$318,703   |
| Pardee Homes              | 1,404,466   | 1,391,503   |
| Quadrant Homes            | 346,697     | 313,947     |
| Trendmaker Homes          | 315,713     | 325,943     |
| TRI Pointe Homes          | 966,252     | 987,610     |
| Winchester Homes          | 312,636     | 298,602     |
| Corporate                 | 136,689     | 228,010     |
| Total homebuilding assets | 3,835,421   | 3,864,318   |
| Financial services        | 20,474      | 19,885      |
| Total                     | \$3,855,895 | \$3,884,203 |

### 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):

|   | Three Months<br>Ended March 31,<br>2019 2018 |             |
|---|--|-------------|
| Numerator:  |  |             |
| Net income  | \$71   | \$ 42,880   |
| Denominator:  |  |             |
| Basic weighted-average shares outstanding   | 141,863,270                                  | 141,064,547 |
| Effect of dilutive shares:  |  |             |
| Stock options and unvested restricted stock units   | 524,893                                      | 311,304     |
| Diluted weighted-average shares outstanding   | 142,390,163                                  | 141,375,851 |
| Earnings per share  |  |             |
| Basic   | \$0.00                                       | \$ 0.28     |
| Diluted   | \$0.00                                       | \$ 0.28     |
| Antidilutive stock options and unvested restricted stock units not included in diluted earnings per share | 2,864,500                                    | 248,483     |

## 4. Receivables

Receivables consisted of the following (in thousands):

|  | March<br>31,<br>2019 | December<br>31, 2018 |
|--|----------------------|----------------------|
| Escrow proceeds and other accounts receivable, net | \$20,715             | \$ 13,995            |
| Warranty insurance receivable (Note 13)            | 37,519               | 37,597               |
| Total receivables                                  | \$58,234             | \$ 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 \$456,000 and \$667,000 as of March 31, 2019 and December 31, 2018, respectively.

## 5. Real Estate Inventories

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

|   | March 31,<br>2019 | December<br>31, 2018 |
|---|-------------------|----------------------|
| Real estate inventories owned:          |                   |                      |
| Homes completed or under construction   | \$ 1,037,271      | \$959,911            |
| Land under development                  | 1,668,075         | 1,743,537            |
| Land held for future development        | 203,476           | 201,874              |
| Model homes                             | 258,545           | 238,828              |
| Total real estate inventories owned     | 3,167,367         | 3,144,150            |
| Real estate inventories not owned:      |                   |                      |
| Land purchase and land option deposits  | 75,311            | 71,909               |
| Total real estate inventories not owned | 75,311            | 71,909               |
| Total real estate inventories           | \$3,242,678       | \$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.

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):

|  | Three Months Ended<br>March 31, |           |
|--|---------------------------------|-----------|
|  | 2019                            | 2018      |
| Interest incurred                            | \$23,373                        | \$21,520  |
| Interest capitalized                         | (23,373 )                       | (21,520 ) |
| Interest expensed                            | \$—                             | \$—       |
| Capitalized interest in beginning inventory  | \$184,400                       | \$176,348 |
| Interest capitalized as a cost of inventory  | 23,373                          | 21,520    |
| Interest previously capitalized as a cost of | (14,333 )                       | (14,242 ) |

inventory, included in cost of sales

Capitalized interest in ending inventory     \$193,440   \$183,626

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Interest is capitalized to real estate inventory during development and other qualifying activities. During all periods presented, we capitalized all interest incurred to real estate inventory in accordance with ASC Topic 835, Interest, as our qualified assets exceeded our debt. Interest that is capitalized to real estate inventory is included in cost of home sales or cost of land and lot sales as related units or lots are delivered. Interest that is expensed as incurred is included in other (expense) income, net.

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

Real estate inventory impairments and land and lot option abandonments and pre-acquisition charges consisted of the following (in thousands):

|  | Three<br>Months<br>Ended March<br>31, |       |
|--|---------------------------------------|-------|
|  | 2019                                  | 2018  |
| Real estate inventory impairments                            | \$—                                   | \$—   |
| Land and lot option abandonments and pre-acquisition charges | 5,202                                 | 248   |
| Total  | \$5,202                               | \$248 |

Impairments of real estate inventory relate primarily to projects or communities that include homes completed or under construction. Within a project or community, there may be individual homes or parcels of land that are currently held for sale. Impairment charges recognized as a result of adjusting individual held-for-sale assets within a community to estimated fair value less cost to sell are also included in the total impairment charges. No real estate inventory impairments were recorded for the three-month periods ended March 31, 2019 or 2018, respectively.

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 and cost of land and lot sales on the consolidated statements of operations.

#### 6. Investments in Unconsolidated Entities

As of March 31, 2019, we held equity investments in four 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.

##### 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 investments in unconsolidated entities or on our consolidated statements of operations as equity in income of unconsolidated entities.

## Assets and liabilities of unconsolidated entities (in thousands):

|  | March<br>31, 2019 | December<br>31, 2018 |
|--|-------------------|----------------------|
| Assets                                 |                   |                      |
| Cash                                   | \$10,261          | \$13,337             |
| Receivables                            | 3,358             | 4,674                |
| Real estate inventories                | 100,986           | 99,864               |
| Other assets                           | 746               | 811                  |
| Total assets                           | \$115,351         | \$118,686            |
| Liabilities and equity                 |                   |                      |
| Accounts payable and other liabilities | \$6,930           | \$11,631             |
| Company's equity                       | 4,191             | 5,410                |
| Outside interests' equity              | 104,230           | 101,645              |
| Total liabilities and equity           | \$115,351         | \$118,686            |

## Results of operations from unconsolidated entities (in thousands):

|   | Three Months<br>Ended March 31, |          |
|---|---------------------------------|----------|
|   | 2019                            | 2018     |
| Net sales   | \$4,111                         | \$4,390  |
| Other operating expense                               | (2,752 )                        | (3,287 ) |
| Other income  | 8                               | 63       |
| Net income  | \$1,367                         | \$1,166  |
| Company's equity in income of unconsolidated entities | \$750                           | \$534    |

## 7. Variable Interest Entities

In the ordinary course of business, we enter into land and lot option agreements in order to procure land and residential lots for future development and the construction of homes. The use of such land and lot 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 and lot 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. These deposits are recorded as land purchase and land option deposits under real estate inventories not owned on the accompanying consolidated balance sheets.

We analyze each of our land and lot option agreements and other similar contracts under the provisions of ASC 810, Consolidation 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 and lot option agreements have no recourse against us. The maximum exposure to loss under our land and lot option agreements is generally 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.

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

|                              | March 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          | 49,589         | 390,757                  | N/A                                 | 41,198            | 433,720                  | N/A                                 |
| Other land option agreements | 25,722         | 271,299                  | N/A                                 | 30,711            | 307,498                  | N/A                                 |
| Total                        | \$75,311       | \$ 662,056               | \$—                                 | \$71,909          | \$ 741,218               | \$—                                 |

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 and lot option contracts consisted of capitalized pre-acquisition costs of \$7.0 million and \$7.5 million as of March 31, 2019 and December 31, 2018, respectively. These pre-acquisition costs are included in real estate inventories as land under development on our consolidated balance sheets.

#### 8. Goodwill and Other Intangible Assets

As of March 31, 2019 and December 31, 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 March 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 Weyerhaeuser Real Estate Company in 2014, which has an indefinite useful life.

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

|             | March 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                | (6,990)                  | 20,989              | 27,979                | (6,856)                  | 21,123              |
| Total       | \$167,283             | \$ (6,990)               | \$160,293           | \$167,283             | \$ (6,856)               | \$160,427           |

The remaining useful life of our amortizing intangible asset related to the Maracay trade name was 6.9 and 7.2 years as of March 31, 2019 and December 31, 2018, respectively. The net carrying amount related to this intangible asset was \$3.7 million and \$3.8 million as of March 31, 2019 and December 31, 2018, respectively. Amortization expense related to this intangible asset was \$134,000 for each of the three-month periods ended March 31, 2019 and 2018, respectively. Amortization of this intangible was charged to sales and marketing expense. Our \$17.3 million indefinite life intangible asset related to the 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 remainder of 2019, the next four years and thereafter is (in thousands):

|                   |       |
|-------------------|-------|
| Remainder of 2019 | \$400 |
| 2020              | 534   |
| 2021              | 534   |
| 2022              | 534   |
| 2023              | 534   |
| Thereafter        | 1,153 |

Total                   \$3,689

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### 9. Other Assets

Other assets consisted of the following (in thousands):

|   | March<br>31, 2019 | December<br>31, 2018 |
|---|-------------------|----------------------|
| Prepaid expenses                                | \$30,414          | \$31,983             |
| Refundable fees and other deposits              | 18,071            | 12,376               |
| Development rights, held for future use or sale | 2,288             | 845                  |
| Deferred loan costs—loans payable               | 5,298             | 2,424                |
| Operating properties and equipment, net         | 56,462            | 54,198               |
| Lease right-of-use assets                       | 58,088            | —                    |
| Other   | 3,335             | 3,425                |
| Total   | \$173,956         | \$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.

### 10. Accrued Expenses and Other Liabilities

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

|  | March<br>31, 2019 | December<br>31, 2018 |
|--|-------------------|----------------------|
| Accrued payroll and related costs                        | \$17,458          | \$44,010             |
| Warranty reserves (Note 13)                              | 70,947            | 71,836               |
| Estimated cost for completion of real estate inventories | 77,533            | 114,928              |
| Customer deposits  | 21,051            | 17,464               |
| Income tax liability to Weyerhaeuser                     | 577               | 6,577                |
| Accrued income taxes payable                             | 10,853            | 8,335                |
| Liability for uncertain tax positions (Note 15)          | 972               | 972                  |
| Accrued interest   | 24,345            | 12,572               |
| Other tax liability                                      | 21,171            | 21,892               |
| Lease liabilities  | 61,284            | 3,196                |
| Other  | 13,600            | 33,367               |
| Total  | \$319,791         | \$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.

## 11. Senior Notes and Loans Payable

## Senior Notes

The Company's outstanding senior notes (together, the "Senior Notes") consisted of the following (in thousands):

|                                       | March 31,<br>2019 | December<br>31, 2018 |
|---------------------------------------|-------------------|----------------------|
| 4.375% Senior Notes due June 15, 2019 | \$381,885         | \$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      | (19,422 )         | (21,091 )            |
| Total                                 | \$1,412,463       | \$1,410,804          |

In June 2017, TRI Pointe Group issued \$300 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.

In May 2016, TRI Pointe Group issued \$300 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 4.375% Senior Notes due 2019 (the "2019 Notes") and the 5.875% Senior Notes due 2024 (the "2024 Notes"). The 2019 Notes were issued at 98.89% of their aggregate principal amount and 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 2019 Notes and 2024 Notes mature on June 15, 2019 and June 15, 2024, respectively. Interest is payable semiannually in arrears on June 15 and December 15. During the three months ended March 31, 2019, we repurchased and cancelled an aggregate principal amount of \$10,000 of the 2019 Notes. During the year ended December 31, 2018, we repurchased and cancelled an aggregate principal amount of \$68.1 million of the 2019 Notes.

As of March 31, 2019, there was \$13.4 million of capitalized debt financing costs, included in senior notes, net on our consolidated balance sheet, related to the Senior Notes that will amortize over the lives of the Senior Notes. Accrued interest related to the Senior Notes was \$23.3 million and \$11.5 million as of March 31, 2019 and December 31, 2018, respectively.

## Loans Payable

On March 29, 2019, the Company entered into a Second Amended and Restated Credit Agreement (the "Credit Agreement"), which amended and restated the Company's 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. The Company plans to draw \$250 million from the Term Facility in June of 2019 in connection with the maturity of the 2019 Notes. The Company may increase the Credit Facility to not more than \$1 billion in the aggregate, at its request, upon satisfaction of specified conditions. The Revolving Facility contains a sublimit of \$75 million for letters of credit. The Company may borrow under the Revolving Facility in the ordinary course of business to fund its operations, including its 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 the Company's 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.

As of March 31, 2019, we had no outstanding debt under the Credit Facility and \$818.8 million of availability after considering the borrowing base provisions and outstanding letters of credit. As of March 31, 2019, there was \$5.3 million of capitalized debt financing costs, included in other assets on our consolidated balance sheet, related to the Credit Facility that

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will amortize over the remaining term of the Credit Facility. Accrued interest, including loan commitment fees, related to the Credit Facility was \$432,000 and \$402,000 as of March 31, 2019 and December 31, 2018, respectively. At March 31, 2019 and December 31, 2018, we had outstanding letters of credit of \$31.2 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 three months ended March 31, 2019 and 2018, the Company incurred interest of \$23.4 million and \$21.5 million, respectively, related to all debt during the period. Included in interest incurred was amortization of deferred financing and Senior Note discount costs of \$1.9 million and \$2.0 million for the three months ended March 31, 2019 and 2018, respectively. Accrued interest related to all outstanding debt at March 31, 2019 and December 31, 2018 was \$24.3 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 those relating to consolidated tangible net worth, leverage, liquidity or interest coverage, and a spec unit inventory test. The Credit Facility also requires that at least 97.0% of consolidated tangible net worth must be attributable to the Company and its guarantor subsidiaries, subject to certain grace periods.

The Company was in compliance with all applicable financial covenants as of March 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 March 31, 2019 and December 31, 2018, related to our financial instruments, measured at fair value on a recurring basis, is set forth below (in thousands):

| Hierarchy                           | March 31, 2019 |             | December 31, 2018 |             |
|-------------------------------------|----------------|-------------|-------------------|-------------|
|                                     | Book Value     | Fair Value  | Book Value        | Fair Value  |
| Senior Notes <sup>(1)</sup> Level 2 | \$1,425,892    | \$1,395,794 | \$1,425,397       | \$1,308,826 |

The book value of the Senior Notes is net of discounts, excluding deferred loan costs of \$13.4 million and \$14.6 million as of March 31, 2019 and December 31, 2018, respectively. The estimated fair value of the Senior Notes at March 31, 2019 and December 31, 2018 is based on quoted market prices.

At March 31, 2019 and December 31, 2018, the carrying value of cash and cash equivalents and receivables 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 when events and circumstances indicating the carrying value is not recoverable. No carrying values were adjusted to fair value for the three months ended March 31, 2019 or the year ended December 31, 2018.

## 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 no legal reserve as of March 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 1987. 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 \$37.5 million and \$37.6 million as of March 31, 2019 and December 31, 2018, respectively. Warranty insurance receivables are recorded in receivables on the accompanying consolidated balance sheets.

Warranty reserve activity consisted of the following (in thousands):

|  | Three Months<br>Ended March 31, |          |
|--|---------------------------------|----------|
|  | 2019                            | 2018     |
| Warranty reserves, beginning of period | \$71,836                        | \$69,373 |
| Warranty reserves accrued              | 4,270                           | 4,746    |
| Warranty expenditures                  | (5,159 )                        | (3,637 ) |
| Warranty reserves, end of period       | \$70,947                        | \$70,482 |

#### Performance Bonds

We obtain surety bonds in the normal course of business to ensure completion of certain infrastructure improvements of our projects. The beneficiaries of the bonds are various municipalities. As of March 31, 2019 and December 31, 2018, the Company had outstanding surety bonds totaling \$653.9 million and \$685.7 million, respectively. As of March 31, 2019 and December 31, 2018, our estimated cost to complete obligations related to these surety bonds was \$415.2 million and \$423.4 million, respectively.

#### 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 existing at each balance sheet date. 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.

#### 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 extending 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):



|   | Three<br>Months<br>Ended<br>March<br>31,<br>2019 |
|---|--|
| Lease cost  |  |
| Operating lease cost (included in SG&A expense)                       | \$2,044  |
| Ground lease cost (included in other operations expense)              | 590  |
| Sublease income, ground leases (included in other operations revenue) | (598 )   |
| Net lease cost  | \$2,036  |

## Other information

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

|  |         |
|--|---------|
| Operating lease cash flows (included in operating cash flows)                | \$1,609 |
| Ground lease cash flows (included in operating cash flows)                   | \$608   |
| Right-of-use assets obtained in exchange for new operating lease liabilities | \$1,707 |

March  
31,  
2019

Weighted-average discount rate:

|                  |        |
|------------------|--------|
| Operating leases | 6.0 %  |
| Ground leases    | 10.2 % |

Weighted-average remaining lease term (in years):

|                  |      |
|------------------|------|
| Operating leases | 6.3  |
| Ground leases    | 49.2 |

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

|                   | Property,<br>Equipment<br>and Other<br>Leases | Ground<br>Leases<br>(1) |
|-------------------|---|-------------------------|
| Remaining in 2019 | \$ 6,347                                      | \$2,238                 |
| 2020              | 8,322   | 2,984                   |
| 2021              | 7,048   | 2,984                   |
| 2022              | 5,453   | 2,984                   |
| 2023              | 4,349   | 2,984                   |
| Thereafter        | 8,799   | 84,266                  |
|                   | \$ 40,318                                     | \$98,440                |

(1) Ground leases are fully subleased through 2041, representing \$67.4 million of the \$98.4 million future ground lease obligations.

## 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 and amended, with the approval of our stockholders, in 2014 and 2015. 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. 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 ("RSUs") 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.

As amended, 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 March 31, 2019, there were 5,886,605 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):

|                                | Three Months<br>Ended March<br>31, |         |
|--------------------------------|------------------------------------|---------|
|                                | 2019                               | 2018    |
| Total stock-based compensation | \$3,435                            | \$3,470 |

Stock-based compensation is charged to general and administrative expense on the accompanying consolidated statements of operations. As of March 31, 2019, total unrecognized stock-based compensation related to all stock-based awards was \$29.6 million and the weighted average term over which the expense was expected to be recognized was 2.3 years.

## Summary of Stock Option Activity

The following table presents a summary of stock option awards for the three months ended March 31, 2019:

|  | Options   | Weighted<br>Average<br>Exercise<br>Price<br>Per Share | Weighted<br>Average<br>Remaining<br>Contractual<br>Life | Aggregate<br>Intrinsic<br>Value<br>(in<br>thousands) |
|--|-----------|---|---|--|
| Options outstanding at December 31, 2018 | 953,905   | \$ 14.58  | 4.2   | \$ 296   |
| Granted                                  | —         | —   | —   | —  |
| Exercised                                | (32,486 ) | \$ 6.50   | —   | —  |
| Forfeited                                | —         | \$ —  | —   | —  |
| Options outstanding at March 31, 2019    | 921,419   | \$ 14.87  | 4.1   | \$ 350   |
| Options exercisable at March 31, 2019    | 921,419   | \$ 14.87  | 4.1   | \$ 350   |

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.

Summary of Restricted Stock Unit Activity

The following table presents a summary of RSUs for the three months ended March 31, 2019:

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|                                     | Restricted<br>Stock<br>Units | Weighted<br>Average<br>Grant<br>Date<br>Fair<br>Value<br>Per Share | Aggregate<br>Intrinsic<br>Value<br>(in<br>thousands) |
|-------------------------------------|------------------------------|--|--|
| Nonvested RSUs at December 31, 2018 | 3,341,848                    | \$ 11.05   | \$ 36,526  |
| Granted                             | 1,593,747                    | \$ 12.10   | —  |
| Vested                              | (795,528 )                   | \$ 12.70   | —  |
| Forfeited                           | (745,756 )                   | \$ 5.20  | —  |
| Nonvested RSUs at March 31, 2019    | 3,394,311                    | \$ 12.45   | \$ 42,904  |

On March 11, 2019 and February 28, 2019, the Company granted an aggregate of 3,025 and 990,723, 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 March 11, 2019 and February 28, 2019 was measured using a price of \$13.22 and \$12.60 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 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.

RSUs that vested, as reflected in the table above, during the three months ended March 31, 2019 included time-based RSUs that were previously granted. RSUs that were forfeited, as reflected in the table above, during the three months ended March 31, 2019 included performance-based RSUs and time-based RSUs that were forfeited for no consideration.

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 vest 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 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 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. 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 TRI Pointe common stock issued will differ.

## 15. Income Taxes

We account for income taxes in accordance with ASC Topic 740, Income Taxes (“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.

We had net deferred tax assets of \$67.8 million as of both March 31, 2019 and December 31, 2018. We had a valuation allowance related to those net deferred tax assets of \$3.4 million as of both March 31, 2019 and December 31, 2018. 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.

TRI Pointe has certain liabilities to Weyerhaeuser Company (“Weyerhaeuser”) related to a tax sharing agreement. As of March 31, 2019 and December 31, 2018, we had an income tax liability to Weyerhaeuser of \$577,000 and \$6.6 million, respectively. The income tax liability to Weyerhaeuser is recorded in accrued expenses and other liabilities on the accompanying consolidated balance sheets. During the three months ended March 31, 2019, we amended our existing tax sharing agreement with 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 three months ended March 31, 2019, we decreased our income tax liability to Weyerhaeuser and recorded other income of \$6.0 million, which is included in other income, net in the accompanying consolidated statements of operations.

Our provision for income taxes totaled \$24,000 and \$14.7 million for the three months ended March 31, 2019 and 2018, respectively. The Company classifies any interest and penalties related to income taxes assessed by jurisdiction as part of income tax expense. The Company had \$1.0 million of uncertain tax positions recorded as of both March 31, 2019 and December 31, 2018. The Company has not been assessed interest or penalties by any major tax jurisdictions related to prior years.

## 16. Related Party Transactions

We had no related party transactions for the three months ended March 31, 2019 and 2018.

17. Supplemental Disclosure to Consolidated Statements of Cash Flows

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

|   | Three Months Ended |            |
|---|--------------------|------------|
|   | March 31,          |            |
|   | 2019               | 2018       |
| Supplemental disclosure of cash flow information:                         |                    |            |
| Interest paid (capitalized), net  | \$(13,697)         | \$(13,858) |
| Income taxes paid (refunded), net   | \$(2,538 )         | \$30       |
| Supplemental disclosures of noncash activities:                           |                    |            |
| Amortization of senior note discount capitalized to real estate inventory | \$505              | \$531      |
| Amortization of deferred loan costs capitalized to real estate inventory  | \$1,415            | \$1,492    |
| Increase in other assets related to adoption of ASC 606                   | \$—                | \$39,534   |

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 March 31, 2019 and December 31, 2018, condensed consolidating statements of operations for the three months ended March 31, 2019 and 2018 and condensed consolidating statement of cash flows for the three months ended March 31, 2019 and 2018. 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):

|   | March 31, 2019     |                           |                              |   |
|---|--------------------|---------------------------|------------------------------|---|
|   | Issuer             | Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated<br>TRI Pointe<br>Group, Inc. |
| <b>Assets</b>                             |                    |                           |                              |   |
| Cash and cash equivalents                 | \$55,854           | \$92,928                  | \$—                          | \$ 148,782                                |
| Receivables                               | 20,616             | 37,618                    | —                            | 58,234                                    |
| Intercompany receivables                  | 858,286            | —                         | (858,286 )                   | —   |
| Real estate inventories                   | 780,568            | 2,462,110                 | —                            | 3,242,678                                 |
| Investments in unconsolidated entities    | —                  | 4,191                     | —                            | 4,191                                     |
| Goodwill and other intangible assets, net | 156,603            | 3,690                     | —                            | 160,293                                   |
| Investments in subsidiaries               | 1,668,464          | —                         | (1,668,464 )                 | —   |
| Deferred tax assets, net                  | 14,822             | 52,939                    | —                            | 67,761                                    |
| Other assets                              | 20,894             | 153,062                   | —                            | 173,956                                   |
| <b>Total assets</b>                       | <b>\$3,576,107</b> | <b>\$2,806,538</b>        | <b>\$(2,526,750 )</b>        | <b>\$ 3,855,895</b>                       |
| <b>Liabilities</b>                        |                    |                           |                              |   |
| Accounts payable                          | \$11,973           | \$54,632                  | \$—                          | \$ 66,605                                 |
| Intercompany payables                     | —                  | 858,286                   | (858,286 )                   | —   |
| Accrued expenses and other liabilities    | 94,648             | 225,143                   | —                            | 319,791                                   |
| Senior notes                              | 1,412,463          | —                         | —                            | 1,412,463                                 |
| <b>Total liabilities</b>                  | <b>1,519,084</b>   | <b>1,138,061</b>          | <b>(858,286 )</b>            | <b>1,798,859</b>                          |
| <b>Equity</b>                             |                    |                           |                              |   |
| Total stockholders' equity                | 2,057,023          | 1,668,464                 | (1,668,464 )                 | 2,057,023                                 |
| Noncontrolling interests                  | —                  | 13                        | —                            | 13  |
| <b>Total equity</b>                       | <b>2,057,023</b>   | <b>1,668,477</b>          | <b>(1,668,464 )</b>          | <b>2,057,036</b>                          |
| <b>Total liabilities and equity</b>       | <b>\$3,576,107</b> | <b>\$2,806,538</b>        | <b>\$(2,526,750 )</b>        | <b>\$ 3,855,895</b>                       |

## Condensed Consolidating Balance Sheet (in thousands):

|   | December 31, 2018   |                           |                              |   |
|---|---------------------|---------------------------|------------------------------|---|
|   | Issuer              | Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated<br>TRI Pointe<br>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                                   |
| <b>Total assets</b>                       | <b>\$ 3,593,063</b> | <b>\$ 2,722,276</b>       | <b>\$ (2,431,136 )</b>       | <b>\$ 3,884,203</b>                       |
| <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                              | 1,410,804           | —                         | —                            | 1,410,804                                 |
| <b>Total liabilities</b>                  | <b>1,536,139</b>    | <b>1,049,628</b>          | <b>(758,501 )</b>            | <b>1,827,266</b>                          |
| <b>Equity</b>                             |                     |                           |                              |   |
| Total stockholders' equity                | 2,056,924           | 1,672,635                 | (1,672,635 )                 | 2,056,924                                 |
| Noncontrolling interests                  | —                   | 13                        | —                            | 13  |
| <b>Total equity</b>                       | <b>2,056,924</b>    | <b>1,672,648</b>          | <b>(1,672,635 )</b>          | <b>2,056,937</b>                          |
| <b>Total liabilities and equity</b>       | <b>\$ 3,593,063</b> | <b>\$ 2,722,276</b>       | <b>\$ (2,431,136 )</b>       | <b>\$ 3,884,203</b>                       |

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

|  | Three Months Ended March 31, 2019 |                           |                              | Consolidated              |
|--|-----------------------------------|---------------------------|------------------------------|---------------------------|
|  | Issuer                            | Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | TRI Pointe<br>Group, Inc. |
| Homebuilding:                                  |                                   |                           |                              |                           |
| Home sales revenue                             | \$ 171,791                        | \$ 320,912                | \$ —                         | \$ 492,703                |
| Land and lot sales revenue                     | —                                 | 1,029                     | —                            | 1,029                     |
| Other operations revenue                       | —                                 | 598                       | —                            | 598                       |
| Total revenues                                 | 171,791                           | 322,539                   | —                            | 494,330                   |
| Cost of home sales                             | 145,075                           | 276,461                   | —                            | 421,536                   |
| Cost of land and lot sales                     | —                                 | 1,495                     | —                            | 1,495                     |
| Other operations expense                       | —                                 | 590                       | —                            | 590                       |
| Sales and marketing                            | 9,299                             | 29,690                    | —                            | 38,989                    |
| General and administrative                     | 19,479                            | 19,118                    | —                            | 38,597                    |
| Homebuilding loss from operations              | (2,062 )                          | (4,815 )                  | —                            | (6,877 )                  |
| Equity in loss of unconsolidated entities      | —                                 | (25 )                     | —                            | (25 )                     |
| Other income, net                              | 6,140                             | 101                       | —                            | 6,241                     |
| Homebuilding income (loss) before income taxes | 4,078                             | (4,739 )                  | —                            | (661 )                    |
| Financial Services:                            |                                   |                           |                              |                           |
| Revenues                                       | —                                 | 302                       | —                            | 302                       |
| Expenses                                       | —                                 | 321                       | —                            | 321                       |
| Equity in income of unconsolidated entities    | —                                 | 775                       | —                            | 775                       |
| Financial services income before income taxes  | —                                 | 756                       | —                            | 756                       |
| Income (loss) before income taxes              | 4,078                             | (3,983 )                  | —                            | 95                        |
| Equity of net (loss) of subsidiaries           | (4,007 )                          | —                         | 4,007                        | —                         |
| Provision for income taxes                     | —                                 | (24 )                     | —                            | (24 )                     |
| Net income (loss)                              | \$ 71                             | \$ (4,007 )               | \$ 4,007                     | \$ 71                     |



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

|   | Three Months Ended March 31, 2018 |                           |                              |   |
|---|-----------------------------------|---------------------------|------------------------------|---|
|   | Issuer                            | Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated<br>TRI Pointe<br>Group, Inc. |
| Homebuilding:                                 |                                   |                           |                              |   |
| Home sales revenue                            | \$ 190,420                        | \$ 392,152                | \$ —                         | \$ 582,572                                |
| Land and lot sales revenue                    | —                                 | 223                       | —                            | 223                                       |
| Other operations revenue                      | —                                 | 598                       | —                            | 598                                       |
| Total revenues                                | 190,420                           | 392,973                   | —                            | 583,393                                   |
| Cost of home sales                            | 159,055                           | 291,447                   | —                            | 450,502                                   |
| Cost of land and lot sales                    | —                                 | 503                       | —                            | 503                                       |
| Other operations expense                      | —                                 | 602                       | —                            | 602                                       |
| Sales and marketing                           | 10,517                            | 27,766                    | —                            | 38,283                                    |
| General and administrative                    | 18,159                            | 18,655                    | —                            | 36,814                                    |
| Homebuilding income from operations           | 2,689                             | 54,000                    | —                            | 56,689                                    |
| Equity in loss of unconsolidated entities     | —                                 | (468                      | ) —                          | (468 )                                    |
| Other income, net                             | 139                               | 32                        | —                            | 171                                       |
| Homebuilding income before income taxes       | 2,828                             | 53,564                    | —                            | 56,392                                    |
| Financial Services:                           |                                   |                           |                              |   |
| Revenues                                      | —                                 | 283                       | —                            | 283                                       |
| Expenses                                      | —                                 | 137                       | —                            | 137                                       |
| Equity in income of unconsolidated entities   | —                                 | 1,002                     | —                            | 1,002                                     |
| Financial services income before income taxes | —                                 | 1,148                     | —                            | 1,148                                     |
| Income before income taxes                    | 2,828                             | 54,712                    | —                            | 57,540                                    |
| Equity of net income of subsidiaries          | 40,052                            | —                         | (40,052 )                    | —   |
| Provision for income taxes                    | —                                 | (14,660 )                 | —                            | (14,660 )                                 |
| Net income                                    | \$ 42,880                         | \$ 40,052                 | \$ (40,052 )                 | \$ 42,880                                 |

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

|   | Three Months Ended March 31, 2019 |                           |                              | Consolidated<br>TRI Pointe<br>Group, Inc. |
|---|-----------------------------------|---------------------------|------------------------------|---|
|   | Issuer                            | Guarantor<br>Subsidiaries | Consolidating<br>Adjustments |   |
| Cash flows from operating activities:   |                                   |                           |                              |   |
| Net cash provided by (used in) operating activities                               | \$15,054                          | \$(129,979 )              | \$ —                         | \$(114,925 )                              |
| Cash flows from investing activities:   |                                   |                           |                              |   |
| Purchases of property and equipment   | (2,065 )                          | (5,159 )                  | —                            | (7,224 )                                  |
| Proceeds from sale of property and equipment                                      | —                                 | 7                         | —                            | 7   |
| Investments in unconsolidated entities  | —                                 | (231 )                    | —                            | (231 )                                    |
| Intercompany  | (98,723 )                         | —                         | 98,723                       | —   |
| Net cash (used in) provided by investing activities                               | (100,788)                         | (5,383 )                  | 98,723                       | (7,448 )                                  |
| Cash flows from financing activities:   |                                   |                           |                              |   |
| Repayment of debt   | (10 )                             | —                         | —                            | (10 )                                     |
| Debt issuance costs   | (3,124 )                          | —                         | —                            | (3,124 )                                  |
| Proceeds from issuance of common stock under<br>share-based awards                | 198                               | —                         | —                            | 198                                       |
| Minimum tax withholding paid on behalf of employees for<br>restricted stock units | (3,605 )                          | —                         | —                            | (3,605 )                                  |
| Intercompany  | —                                 | 98,723                    | (98,723 )                    | —   |
| Net cash (used in) provided by financing activities                               | (6,541 )                          | 98,723                    | (98,723 )                    | (6,541 )                                  |
| Net decrease in cash and cash equivalents   | (92,275 )                         | (36,639 )                 | —                            | (128,914 )                                |
| Cash and cash equivalents—beginning of period                                     | 148,129                           | 129,567                   | —                            | 277,696                                   |
| Cash and cash equivalents—end of period   | \$55,854                          | \$92,928                  | \$ —                         | \$ 148,782                                |

Condensed Consolidating Statement of Cash Flows (in thousands):

|   | Three Months Ended March 31, 2018 |                           |                              |   |
|---|-----------------------------------|---------------------------|------------------------------|---|
|   | Issuer                            | Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated<br>TRI Pointe<br>Group, Inc. |
| Cash flows from operating activities:   |                                   |                           |                              |   |
| Net cash provided by (used in) operating activities                               | \$52,793                          | \$(2,907 )                | \$ —                         | \$ 49,886                                 |
| Cash flows from investing activities:   |                                   |                           |                              |   |
| Purchases of property and equipment   | (419 )                            | (1,751 )                  | —                            | (2,170 )                                  |
| Proceeds from sale of property and equipment                                      | —                                 | —                         | —                            | —   |
| Investments in unconsolidated entities  | —                                 | (947 )                    | —                            | (947 )                                    |
| Intercompany  | (18,449 )                         | —                         | 18,449                       | —   |
| Net cash used in investing activities   | (18,868 )                         | (2,698 )                  | 18,449                       | (3,117 )                                  |
| Cash flows from financing activities:   |                                   |                           |                              |   |
| Distributions to noncontrolling interests   | —                                 | (1 )                      | —                            | (1 )                                      |
| Proceeds from issuance of common stock under<br>share-based awards                | 975                               | —                         | —                            | 975                                       |
| Minimum tax withholding paid on behalf of employees for<br>restricted stock units | (6,049 )                          | —                         | —                            | (6,049 )                                  |
| Intercompany  | —                                 | 18,449                    | (18,449)                     | —   |
| Net cash (used in) provided by financing activities                               | (5,074 )                          | 18,448                    | (18,449)                     | (5,075 )                                  |
| Net increase in cash and cash equivalents   | 28,851                            | 12,843                    | —                            | 41,694                                    |
| Cash and cash equivalents—beginning of period                                     | 176,684                           | 106,230                   | —                            | 282,914                                   |
| Cash and cash equivalents—end of period   | \$205,535                         | \$ 119,073                | \$ —                         | \$ 324,608                                |

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains certain statements that are "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, as amended, 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 not included—may cause actual results to differ significantly from the forward-looking statements included in this Quarterly Report on Form 10-Q. There is no guarantee that any of the events anticipated by the forward-looking statements in this Quarterly Report on Form 10-Q will occur, or if any of the events occurs, there is no guarantee what effect 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 Quarterly Report on Form 10-Q. No such update or revision shall be deemed to indicate that other statements not addressed by such 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 Quarterly Report on Form 10-Q are generally accompanied by words such as "anticipate," "believe," "could," "estimate," "expect," "future," "goal," "intend," "likely," "may," "might," "plan," "predict," "project," "should," "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, the outcome of legal proceedings, the anticipated impact of natural disasters on our operations, 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;
- levels of competition;
- the successful execution of our internal performance plans, including restructuring and cost reduction initiatives;
- global economic conditions;
- raw material and labor prices and availability;
- oil and other energy prices;
- 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" included in our Annual Report on Form 10-K for the year ended December 31, 2018 and in other filings we make with the Securities and Exchange Commission ("SEC").

The following discussion and analysis should be read in conjunction with our consolidated financial statements and related condensed notes thereto contained elsewhere in this Quarterly Report on Form 10-Q. The information contained in this Quarterly Report on Form 10-Q is not a complete description of our business or the risks associated with an investment in our securities. We urge investors to review and consider carefully the various disclosures made by us in this report and in our other reports filed with the SEC, including our Annual Report on Form 10-K for the year ended December 31, 2018 and subsequent reports on Form 8-K, which discuss our business in greater detail. The section entitled "Risk Factors" set forth in Item 1A of our Annual Report on Form 10-K, and similar disclosures in our other SEC filings, discuss some of the important risk factors that may affect our business, results of operations and financial condition. Investors should carefully consider those risks, in addition to the information in this report and in our other filings with the SEC, before deciding to invest in, or maintain an investment in, our common stock.

#### Overview and Outlook

We are encouraged by the economic conditions experienced in the first quarter of 2019, which resulted in a steady monthly increase in net new home orders during the quarter. We attribute this positive trend to a growing U.S. economy, aided by lower interest rates, strong unemployment metrics, and stable core inflation projected to persist through the remainder of 2019. We feel our industry has favorable long term trends due to favorable demand characteristics from both the millennial and baby boomer demographics that are buffeted by the constraints of supply, labor and the regulatory environment. We expect fiscal and monetary policy to remain favorable to our industry throughout the remainder of 2019. However, the global economy appears to be showing signs of a slowdown that could negatively impact the U.S. economy, and uncertainty in the market can act as a significant headwind to our industry. We remain optimistic as the spring selling season has moved into the second quarter.

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

|  | Three Months Ended<br>March 31, |           |
|--|---------------------------------|-----------|
|  | 2019                            | 2018      |
| Homebuilding:                                  |                                 |           |
| Home sales revenue                             | \$492,703                       | \$582,572 |
| Land and lot sales revenue                     | 1,029                           | 223       |
| Other operations revenue                       | 598                             | 598       |
| Total revenues                                 | 494,330                         | 583,393   |
| Cost of home sales                             | 421,536                         | 450,502   |
| Cost of land and lot sales                     | 1,495                           | 503       |
| Other operations expense                       | 590                             | 602       |
| Sales and marketing                            | 38,989                          | 38,283    |
| General and administrative                     | 38,597                          | 36,814    |
| Homebuilding (loss) income from operations     | (6,877 )                        | 56,689    |
| Equity in loss of unconsolidated entities      | (25 )                           | (468 )    |
| Other income, net                              | 6,241                           | 171       |
| Homebuilding (loss) income before income taxes | (661 )                          | 56,392    |
| Financial Services:                            |                                 |           |
| Revenues                                       | 302                             | 283       |
| Expenses                                       | 321                             | 137       |
| Equity in income of unconsolidated entities    | 775                             | 1,002     |
| Financial services income before income taxes  | 756                             | 1,148     |
| Income before income taxes                     | 95                              | 57,540    |
| Provision for income taxes                     | (24 )                           | (14,660 ) |
| Net income                                     | \$71                            | \$42,880  |
| Earnings per share                             |                                 |           |
| Basic  | \$0.00                          | \$0.28    |
| Diluted  | \$0.00                          | \$0.28    |

Three Months Ended March 31, 2019 Compared to Three Months Ended March 31, 2018

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

|                  | Three Months Ended March<br>31, 2019 |                        |                                | Three Months Ended March<br>31, 2018 |                        |                                | Percentage Change      |                        |                                |
|------------------|--------------------------------------|------------------------|--------------------------------|--------------------------------------|------------------------|--------------------------------|------------------------|------------------------|--------------------------------|
|                  | Net New<br>Home Orders               | Average<br>Communities | Monthly<br>Absorption<br>Rates | Net New<br>Home Orders               | Average<br>Communities | Monthly<br>Absorption<br>Rates | Net New<br>Home Orders | Average<br>Communities | Monthly<br>Absorption<br>Rates |
| Maracay          | 161                                  | 11.8                   | 4.5                            | 153                                  | 13.2                   | 3.9                            | 5 %                    | (11 )%                 | 18 %                           |
| Pardee Homes     | 433                                  | 44.5                   | 3.2                            | 473                                  | 32.5                   | 4.9                            | (8 )%                  | 37 %                   | (33 )%                         |
| Quadrant Homes   | 75                                   | 7.2                    | 3.5                            | 108                                  | 7.0                    | 5.1                            | (31)%                  | 3 %                    | (32 )%                         |
| Trendmaker Homes | 243                                  | 39.3                   | 2.1                            | 155                                  | 29.8                   | 1.7                            | 57 %                   | 32 %                   | 19 %                           |
| TRI Pointe Homes | 295                                  | 30.8                   | 3.2                            | 459                                  | 33.8                   | 4.5                            | (36)%                  | (9 )%                  | (29 )%                         |
| Winchester Homes | 114                                  | 14.2                   | 2.7                            | 148                                  | 13.5                   | 3.7                            | (23)%                  | 5 %                    | (27 )%                         |
| Total            | 1,321                                | 147.8                  | 3.0                            | 1,496                                | 129.8                  | 3.8                            | (12)%                  | 14 %                   | (22 )%                         |

Net new home orders for the three months ended March 31, 2019 decreased by 175 orders, or 12%, to 1,321, compared to 1,496 during the prior-year period. The decrease in net new home orders was due to a 22% decrease in monthly absorption rate, offset by a 14% increase in average selling communities. The overall decrease in our monthly absorption rate was primarily due to reduced sales in January 2019, as well as our exceptionally strong sales numbers in the first quarter of 2018. Our monthly net new home order rate increased sequentially during the current year period. The increase in average selling communities was due primarily to our acquisition of a Dallas–Fort Worth-based homebuilder in December 2018.

Maracay reported a 5% increase in net new home orders driven by an 18% increase in monthly absorption rate offset by an 11% decrease in average selling communities. The increase in Maracay’s monthly absorption rate to 4.5 for the three months ended March 31, 2019 was driven by strong demand for Maracay’s new community openings during the quarter as well as continued strong market fundamentals. The decrease in average selling communities from the prior-year period was due to the timing of community openings and closings. Pardee Homes reported an 8% decrease in net new home orders driven by a 33% decrease in monthly absorption rate, offset by a 37% increase in average selling communities. Pardee Homes’ monthly absorption rate remained strong at 3.2 homes per community per month, but decreased from a robust 4.9 in the prior-year period. The increase in average selling communities was a result of increased community count in the Los Angeles, Inland Empire and San Diego markets. Net new home orders decreased 31% at Quadrant Homes due to a 32% decrease in monthly absorption rate during the current-year period as compared to the prior-year period. Quadrant Homes’ monthly absorption rate of 3.5 for the three months ended March 31, 2019 was consistent with seasonal expectations but represented a decrease compared to the substantially strong absorptions in the prior-year period. Trendmaker Homes’ net new home orders increased 57% due to a 32% increase in average selling communities and a 19% increase in monthly absorption rate. The increase in average selling communities was largely the result of the acquisition of a Dallas–Fort Worth-based homebuilder in the fourth quarter of 2018. During the three months ended March 31, 2019, Trendmaker Homes’ reported 85 net new home orders from 13.8 average selling communities in Dallas–Fort Worth. The increase in Trendmaker Homes’ monthly absorption rate was due to both the addition of our Dallas–Fort Worth operations as well as a slight improvement in the monthly absorption rate in Houston. TRI Pointe Homes’ net new home orders decreased 36% due to a 29% decrease in its monthly absorption rate and a 9% decrease in average selling communities. The decrease in TRI Pointe Homes’ monthly absorption rate was due both to the unfavorable comparison to the strong demand in the prior-year period discussed above and lower overall demand due to rising interest rates and affordability concerns in certain higher priced Northern and Southern California communities. Winchester Homes reported a 23% decrease in net new home orders as a result of a 27% decrease in our monthly absorption rate, offset by a 5% increase in average selling communities. The decrease in Winchester Homes’ monthly absorption rate was due to slower overall market conditions.

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

|                  | As of March 31, 2019 |                      |                     | As of March 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          | 238                  | \$ 139,862           | \$ 588              | 245                  | \$ 123,617           | \$ 505              | (3 )%             | 13 %                 | 16 %                |
| Pardee Homes     | 593                  | 472,729              | 797                 | 608                  | 408,324              | 672                 | (2 )%             | 16 %                 | 19 %                |
| Quadrant Homes   | 77                   | 75,599               | 982                 | 169                  | 138,025              | 817                 | (54)%             | (45 )%               | 20 %                |
| Trendmaker Homes | 402                  | 196,256              | 488                 | 244                  | 134,632              | 552                 | 65 %              | 46 %                 | (12 )%              |
| TRI Pointe Homes | 371                  | 247,399              | 667                 | 667                  | 474,240              | 711                 | (44)%             | (48 )%               | (6 )%               |
| Winchester Homes | 161                  | 105,993              | 658                 | 210                  | 130,204              | 620                 | (23)%             | (19 )%               | 6 %                 |
| Total            | 1,842                | \$ 1,237,838         | \$ 672              | 2,143                | \$ 1,409,042         | \$ 658              | (14)%             | (12 )%               | 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, although we may experience cancellations of sales



contracts prior to delivery. Our cancellation rate of homebuyers who contracted to buy a home but cancelled prior to delivery of the home (as a percentage of overall orders) increased to 15% compared to 14% during the prior-year period. The dollar value of backlog was \$1.2 billion as of March 31, 2019, a decrease of \$171.2 million, or 12%, compared to \$1.4 billion as of March 31, 2018. This decrease was due to a decrease in backlog units of 301, or 14%, to 1,842 as of March 31, 2019, compared to 2,143 as of March 31, 2018, offset by a 2% increase in the average sales price of homes in backlog to \$672,000 as of March 31, 2019, compared to \$658,000 as of March 31, 2018.

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Maracay's backlog dollar value increased 13% compared to the prior-year period largely due to a 16% increase in average sales price. The increase in average sales price was due to product mix and increasing prices due to favorable overall market conditions. Pardee Homes' backlog dollar value increased 16% due to an increase in average sales price of 19%. The increase in average sales price is due to a higher priced mix of homes in backlog in both the San Diego and Las Vegas markets. Quadrant Homes' backlog dollar value decreased 45% as a result of a 54% decrease in backlog units offset by a 20% increase in average sales price. The decrease in backlog units was a result of the decrease in net new home orders resulting from generally slower year over year market conditions in the Seattle area. The increase in average sales price was related to an increase in the number of homes in backlog from the core Seattle markets of King and Snohomish counties, which tend to have higher price points. Trendmaker Homes' backlog dollar value increased 46% primarily due to a 65% increase in backlog units. The increase in backlog units resulted primarily from our expansion into Dallas–Fort Worth where we had 167 homes in backlog as of March 31, 2019. TRI Pointe Homes' backlog dollar value decreased 48% due to a 44% decrease in backlog units and a 6% decrease in average sales price. The decrease in backlog units was due to a decrease in net new home orders in Northern and Southern California as a result of lower demand compared to the prior-year period. Winchester Homes' backlog dollar value decreased 19% due to a 23% decrease in backlog units offset by a 6% increase in average sales price. The decrease in backlog units is a result of the 23% decrease in net new home orders for the three months ended March 31, 2019 as well as the reduced number of units in backlog as of the beginning of the current-year period as compared to the prior-year period.

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

|                  | Three Months Ended<br>March 31, 2019 |                          |                           | Three Months Ended<br>March 31, 2018 |                          |                           | Percentage Change         |                          |                           |
|------------------|--------------------------------------|--------------------------|---------------------------|--------------------------------------|--------------------------|---------------------------|---------------------------|--------------------------|---------------------------|
|                  | New<br>Homes<br>Delivered            | Home<br>Sales<br>Revenue | Average<br>Sales<br>Price | New<br>Homes<br>Delivered            | Home<br>Sales<br>Revenue | Average<br>Sales<br>Price | New<br>Homes<br>Delivered | Home<br>Sales<br>Revenue | Average<br>Sales<br>Price |
| Maracay          | 74                                   | \$39,561                 | \$ 535                    | 125                                  | \$58,455                 | \$ 468                    | (41)%                     | (32)%                    | 14%                       |
| Pardee Homes     | 242                                  | 134,863                  | 557                       | 274                                  | 180,470                  | 659                       | (12)%                     | (25)%                    | (15)%                     |
| Quadrant Homes   | 44                                   | 43,273                   | 983                       | 83                                   | 61,305                   | 739                       | (47)%                     | (29)%                    | 33%                       |
| Trendmaker Homes | 154                                  | 70,120                   | 455                       | 84                                   | 41,185                   | 490                       | 83%                       | 70%                      | (7)%                      |
| TRI Pointe Homes | 242                                  | 171,791                  | 710                       | 269                                  | 190,420                  | 708                       | (10)%                     | (10)%                    | —%                        |
| Winchester Homes | 58                                   | 33,095                   | 571                       | 89                                   | 50,737                   | 570                       | (35)%                     | (35)%                    | —%                        |
| Total            | 814                                  | \$492,703                | \$ 605                    | 924                                  | \$582,572                | \$ 630                    | (12)%                     | (15)%                    | (4)%                      |

Home sales revenue decreased \$89.9 million, or 15%, to \$492.7 million for the three months ended March 31, 2019. The decrease was comprised of (i) \$69.4 million related to a decrease of 110 new homes delivered in the three months ended March 31, 2019 compared to the prior-year period, and (ii) \$20.5 million related to a decrease of \$25,000 in average sales price of homes delivered in the three months ended March 31, 2019 compared to the prior-year period. Maracay had a 32% decrease in home sales revenue due primarily to a 41% decrease in new homes delivered. The decrease in new home deliveries was due to the decrease in backlog units at the start of the current-year period compared to the prior-year period. Pardee Homes' home sales revenue decreased 25% due to a 15% decrease in average sales price and a 12% decrease in new homes delivered. The decrease in average sales price was due to a product mix shift that included a lesser proportion of deliveries from our higher priced long-dated California assets in the current-year period. Quadrant Homes' home sales revenue decreased by 29% due to a 47% decrease in new homes delivered, offset by a 33% increase in average sales price. The decrease in new homes delivered was due to starting the current-year period with a lower number of backlog units compared to the prior-year period. The increase in average sales price was the result of delivering more units in the core Seattle markets of King and Snohomish counties, which tend to have higher price points. Trendmaker Homes' home sales revenue increased 70% due to an 83% increase in new homes delivered. The increase in new homes delivered was largely due to 53 deliveries from our Dallas–Fort Worth operations, along with higher volume in the Austin market. TRI Pointe Homes had a 10% decrease in home sales revenue due to a 10% decrease in new homes delivered. The decrease in new homes delivered was

driven by lower backlog units at the start of the current-year period compared to the prior-year period. Home sales revenue decreased at Winchester Homes by 35% due to a 35% decrease in new homes delivered as a result of lower backlog units at the start of the current-year period compared to the prior-year period.

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## Homebuilding Gross Margins (dollars in thousands)

|  | Three Months Ended March 31, |        |           |        |
|--|------------------------------|--------|-----------|--------|
|  | 2019                         | %      | 2018      | %      |
| Home sales revenue   | \$492,703                    | 100.0% | \$582,572 | 100.0% |
| Cost of home sales   | 421,536                      | 85.6%  | 450,502   | 77.3%  |
| Homebuilding gross margin                                    | 71,167                       | 14.4%  | 132,070   | 22.7%  |
| Add: interest in cost of home sales                          | 14,191                       | 2.9%   | 14,229    | 2.4%   |
| Add: impairments and lot option abandonments                 | 5,202                        | 1.1%   | 248       | 0.0%   |
| Adjusted homebuilding gross margin <sup>(1)</sup>            | \$90,560                     | 18.4%  | \$146,547 | 25.2%  |
| Homebuilding gross margin percentage                         | 14.4%                        |        | 22.7%     |        |
| Adjusted homebuilding gross margin percentage <sup>(1)</sup> | 18.4%                        |        | 25.2%     |        |

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

Our homebuilding gross margin percentage decreased to 14.4% for the three months ended March 31, 2019 as compared to 22.7% for the prior-year period. The decrease in gross margin percentage was due to an increase in lot option abandonments, as well as lower revenue from some of our long-dated California communities, which produce gross margins above the Company average. In addition, we increased incentives in the fourth quarter of 2018 to sell inventory homes, which impacted gross margin percentage upon delivery of those homes during the first quarter of 2019, as well as purchase accounting adjustments related to the acquisition of a Dallas-Fort Worth based building in the fourth quarter of 2018. Excluding interest and impairment and lot option abandonments in cost of home sales, adjusted homebuilding gross margin percentage was 18.4% for the three months ended March 31, 2019, compared to 25.2% 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 noncash charges have on homebuilding gross margin and permits investors to make better comparisons with our competitors, who adjust gross margins in a similar fashion. Because adjusted homebuilding gross margin is not calculated in accordance with GAAP, it may not be comparable to other similarly titled measures of other companies and should not be considered in isolation or as a substitute for, or superior to, financial measures prepared in accordance with GAAP. See the table above reconciling this non-GAAP financial measure to homebuilding gross margin, the most directly comparable GAAP measure.

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

|                                   | As a                         |          |               |       |
|-----------------------------------|------------------------------|----------|---------------|-------|
|                                   | Three Months Ended March 31, |          | Percentage of |       |
|                                   | 2019                         | 2018     | 2019          | 2018  |
| Sales and marketing               | \$38,989                     | \$38,283 | 7.9%          | 6.6%  |
| General and administrative (G&A)  | 38,597                       | 36,814   | 7.8%          | 6.3%  |
| Total sales and marketing and G&A | \$77,586                     | \$75,097 | 15.7%         | 12.9% |

Total sales and marketing and general and administrative (“SG&A”) as a percentage of home sales revenue increased to 15.7% for the three months ended March 31, 2019, compared to 12.9% in the prior-year period. Total SG&A expense increased \$2.5 million to \$77.6 million for the three months ended March 31, 2019 from \$75.1 million in the prior-year period.

Sales and marketing expense as a percentage of home sales revenue increased to 7.9% for the three months ended March 31, 2019, compared to 6.6% for the prior-year period. The increase was due primarily to advertising costs associated with the timing of current and future community openings. In addition, our ending community count increased from 131 as of March 31, 2018 to 146 as of March 31, 2019, resulting in higher fixed sales and marketing costs on a year over year basis. Sales and marketing expense increased to \$39.0 million for the three months ended March 31, 2019 compared to \$38.3 million in the prior-year period due to the higher fixed cost associated with a

higher community count.

General and administrative (“G&A”) expense as a percentage of home sales revenue increased to 7.8% of home sales revenue for the three months ended March 31, 2019 compared to 6.3% for the prior-year period as a result of lower operating leverage due to the 15% decrease in home sales revenue. G&A expense increased to \$38.6 million for the three months ended

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March 31, 2019 compared to \$36.8 million for the prior-year period primarily as a result of additional headcount to support future growth in our new and existing markets, including our organic expansion into the Carolinas in October 2018 and our acquisition of a Dallas–Fort Worth based homebuilder in December 2018.

#### Interest

Interest, which we incurred principally to finance land acquisitions, land development and home construction, totaled \$23.4 million and \$21.5 million for the three months ended March 31, 2019 and 2018, respectively. All interest incurred in both periods was capitalized.

#### Other Income, Net

Other income, net for the three months ended March 31, 2019 and 2018 was \$6.2 million and \$0.2 million, respectively. During the three months ended March 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 three months ended March 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 three months ended March 31, 2019, we recorded a tax provision of \$24,000 based on an effective tax rate of 25.3%. For the three months ended March 31, 2018, we recorded a tax provision of \$14.7 million based on an effective tax rate of 25.5%. The decrease in provision for income taxes is due to a \$57.4 million decrease in income before income taxes to \$95,000 for the three months ended March 31, 2019, compared to \$57.5 million for the prior-year period.

#### Financial Services Segment

Income from our financial services operations decreased to \$756,000 for the three months ended March 31, 2019 compared to \$1.1 million for the prior-year period. The decrease in financial services income for the three months ended March 31, 2019 compared to the prior-year period relates to the 12% decrease in new homes delivered, which resulted in fewer opportunities to capture financial services income.

## Lots Owned or Controlled by Segment

Excluded from owned and controlled lots are those related to Note 6, Investments in Unconsolidated Entities, to the accompanying condensed notes to unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q. The table below summarizes our lots owned or controlled by segment as of the dates presented:

|   | March 31, |        | Increase |       |
|---|-----------|--------|----------|-------|
|   | 2019      | 2018   | Amount   | %     |
| <b>Lots Owned</b>                             |           |        |          |       |
| Maracay                                       | 2,272     | 1,825  | 447      | 24 %  |
| Pardee Homes                                  | 13,523    | 14,814 | (1,291)  | (9)%  |
| Quadrant Homes                                | 854       | 1,148  | (294)    | (26)% |
| Trendmaker Homes                              | 1,787     | 1,503  | 284      | 19 %  |
| TRI Pointe Homes                              | 2,914     | 2,845  | 69       | 2 %   |
| Winchester Homes                              | 1,291     | 1,555  | (264)    | (17)% |
| Total   | 22,641    | 23,690 | (1,049)  | (4)%  |
| <b>Lots Controlled<sup>(1)</sup></b>          |           |        |          |       |
| Maracay                                       | 738       | 1,176  | (438)    | (37)% |
| Pardee Homes                                  | 731       | 799    | (68)     | (9)%  |
| Quadrant Homes                                | 694       | 625    | 69       | 11 %  |
| Trendmaker Homes                              | 611       | 429    | 182      | 42 %  |
| TRI Pointe Homes                              | 927       | 872    | 55       | 6 %   |
| Winchester Homes                              | 359       | 600    | (241)    | (40)% |
| Total   | 4,060     | 4,501  | (441)    | (10)% |
| Total Lots Owned or Controlled <sup>(1)</sup> | 26,701    | 28,191 | (1,490)  | (5)%  |

(1) As of March 31, 2019 and 2018, lots controlled represented lots that were under land or lot option contracts or purchase contracts.

## Liquidity and Capital Resources

## Overview

Our principal uses of capital for the three months ended March 31, 2019 were operating expenses, land purchases, land development and home construction. We used funds generated by our operations to meet our short-term working capital requirements. We monitor financing requirements to evaluate potential financing sources, including bank credit facilities and note offerings. 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 March 31, 2019, we had total liquidity of \$967.6 million, including cash and cash equivalents of \$148.8 million and \$818.8 million of availability under our Credit Facility, as described below, after considering the borrowing base provisions and outstanding letters of credit.

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 availability 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 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.

In May 2016, TRI Pointe Group issued \$300 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.

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TRI Pointe Group and its wholly owned subsidiary TRI Pointe Homes, Inc. (“TRI Pointe Homes”) are co-issuers of the 4.375% Senior Notes due 2019 (the “2019 Notes”) and the 5.875% Senior Notes due 2024 (the “2024 Notes”). The 2019 Notes were issued at 98.89% of their aggregate principal amount and the 2024 Notes were issued at 98.15% of their aggregate principal amount. The net proceeds from the offering of the 2019 Notes and 2024 Notes were \$861.3 million, after debt issuance costs and discounts. The 2019 Notes and 2024 Notes mature on June 15, 2019 and June 15, 2024, respectively. Interest is payable semiannually in arrears on June 15 and December 15. During the three months ended March 31, 2019, we repurchased and cancelled an aggregate principal amount of \$10,000 of the 2019 Notes. During the year ended December 31, 2018, we repurchased and cancelled an aggregate principal amount of \$68.1 million of the 2019 Notes. As of March 31, 2019 the principal amount outstanding under the 2019 Notes was \$381.9 million.

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 March 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. The Company plans to draw \$250 million from the Term Facility in June of 2019 in connection with the maturity of the 2019 Notes. The Company may increase the Credit Facility to not more than \$1 billion in the aggregate, at its request, upon satisfaction of specified conditions. The Revolving Facility contains a sublimit of \$75 million for letters of credit. The Company may borrow under the Revolving Facility in the ordinary course of business to fund its operations, including its 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 the Company’s 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.

As of March 31, 2019, we had no outstanding debt under the Credit Facility and \$818.8 million of availability after considering the borrowing base provisions and outstanding letters of credit. At March 31, 2019 we had outstanding letters of credit of \$31.2 million. 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.

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):

|  | Actual at<br>March 31,<br>2019 | Covenant<br>Requirement at<br>March 31,<br>2019 |
|--|--------------------------------|---|
| Financial Covenants  |                                |   |
| Consolidated Tangible Net Worth<br>(Not less than \$1.35 billion plus 50% of net income and<br>50% of the net proceeds from equity offerings after<br>December 31, 2018) | \$1,896,730                    | \$ 1,350,036                                    |
| Leverage Test<br>(Not to exceed 55%)   | 40.5                           | % ≤55%  |
| Interest Coverage Test<br>(Not less than 1.5:1.0)  | 4.9                            | ≥1.5  |

In addition, the Credit Facility limits the aggregate number of single family dwellings (where construction has commenced) owned by the Company or any guarantor that are not presold or model units to no more than the greater of (i) 50% of the number of housing unit closings (as defined) during the preceding 12 months; or (ii) 100% of the number of housing unit closings during the preceding 6 months. However, a failure to comply with this “Spec Unit Inventory Test” will not be an event of default or default, but will be excluded from the borrowing base as of the last day of the quarter in which the non-

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compliance occurs. The Credit Facility further requires that at least 97.0% of consolidated tangible net worth must be attributable to the Company and its guarantor subsidiaries, subject to certain grace periods.

As of March 31, 2019, we were in compliance with all of these financial covenants.

#### Stock Repurchase Program

On February 21, 2019, our board of directors discontinued and cancelled the 2018 Repurchase Program and approved 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. Purchases of common stock pursuant to the 2019 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 2019 Repurchase Program to repurchase any specific number or dollar amount of shares of common stock, and we may modify, suspend or discontinue the 2019 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 Quarterly Report on Form 10-Q, no shares of common stock have been repurchased under the 2019 Repurchase Program.

#### 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):

|   | March 31,<br>2019 | December<br>31, 2018 |   |  |
|---|-------------------|----------------------|---|--|
| Senior Notes                                    | \$ 1,412,463      | \$ 1,410,804         |   |  |
| Total debt                                      | 1,412,463         | 1,410,804            |   |  |
| Stockholders' equity                            | 2,057,023         | 2,056,924            |   |  |
| Total capital                                   | \$ 3,469,486      | \$ 3,467,728         |   |  |
| Ratio of debt-to-capital <sup>(1)</sup>         | 40.7              | % 40.7               | % |  |
| <br>  |                   |                      |   |  |
| Total debt                                      | \$ 1,412,463      | \$ 1,410,804         |   |  |
| Less: Cash and cash equivalents                 | (148,782 )        | (277,696 )           |   |  |
| Net debt  | 1,263,681         | 1,133,108            |   |  |
| Stockholders' equity                            | 2,057,023         | 2,056,924            |   |  |
| Net capital                                     | \$ 3,320,704      | \$ 3,190,032         |   |  |
| Ratio of net debt-to-net capital <sup>(2)</sup> | 38.1              | % 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.

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 total 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

<sup>(2)</sup> 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. Because the ratio of net debt-to-net capital is not calculated in accordance with GAAP, it may not be comparable to other similarly titled measures of other companies and should not be considered in isolation or as a substitute for, or superior to, financial measures prepared in accordance with GAAP.

#### Cash Flows—Three Months Ended March 31, 2019 Compared to Three Months Ended March 31, 2018

For the three months ended March 31, 2019 as compared to the three months ended March 31, 2018, the comparison of cash flows is as follows:

Net cash used in operating activities increased by \$164.8 million to \$114.9 million for the three months ended March 31, 2019, from net cash provided of \$49.9 million for the three months ended March 31, 2018. The change was comprised of offsetting activity, including (i) a decrease in net income to \$71,000 for the three months ended March 31, 2019 compared to \$42.9 million in the prior-year period, (ii) a decrease in cash collected to cash used of \$6.6 million in the three months ended March 31, 2019 compared to cash provided of \$70.4 million in the prior-year period, and (iii) other offsetting activity, including changes in inventory, other assets, accounts payable and accrued expenses.

Net cash used in investing activities was \$7.4 million for the three months ended March 31, 2019, compared to \$3.1 million for the prior-year period. The increase in cash used in investing activities was due mainly to increased purchases of property and equipment.

Net cash used in financing activities was \$6.5 million for the three months ending March 31, 2019, compared to net cash provided by financing activities of \$5.1 million for the same period in the prior year.

#### Off-Balance Sheet Arrangements and Contractual Obligations

In the ordinary course of business, we enter into purchase 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 March 31, 2019, we had \$75.3 million of cash deposits, the majority of which are non-refundable, pertaining to land and lot option contracts and purchase contracts with an aggregate remaining purchase price of \$662.1 million (net of deposits).

Our utilization of land and lot 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 arrangements, the availability of capital to finance the development of optioned land and 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 March 31, 2019, we had total liquidity of \$967.6 million, including cash of \$148.8 million and \$818.8 million of availability under the Credit Facility after considering the borrowing base provisions and outstanding letters of credit.

#### Inflation

Our 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 customers 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 three to nine 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. Because of 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.

#### Description of Projects and Communities Under Development

The following table presents project information relating to each of our markets as of March 31, 2019 and includes information on current projects under development where we are building and selling homes.

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## Maracay

| County, Project, City                | Year of First Delivery <sup>(1)</sup> | Total Number of Lots <sup>(2)</sup> | Cumulative Homes Delivered as of March 31, 2019 | Lots Owned as of March 31, 2019 <sup>(3)</sup> | Backlog as of March 31, 2019 <sup>(4)(5)</sup> | Homes Delivered for the Three Months Ended March 31, 2019 | Sales Price Range (in thousands) <sup>(6)</sup> |
|--------------------------------------|---------------------------------------|-------------------------------------|---|--|--|---|---|
| Phoenix, Arizona                     |                                       |                                     |   |  |  |   |   |
| City of Buckeye:                     |                                       |                                     |   |  |  |   |   |
| Verrado Victory                      | 2015                                  | 98                                  | 85  | 13   | 7  | 5   | \$373 - \$405                                   |
| Arroyo Seco                          | 2020                                  | 44                                  | —   | 44   | —  | —   | \$406 - \$458                                   |
| City of Chandler:                    |                                       |                                     |   |  |  |   |   |
| Hawthorn Manor                       | 2017                                  | 84                                  | 66  | 18   | 14   | 7   | \$490 - \$564                                   |
| Mission Estates                      | 2019                                  | 26                                  | —   | 26   | 7  | —   | \$530 - \$590                                   |
| Windermere Ranch                     | 2019                                  | 91                                  | —   | 91   | 7  | —   | \$499 - \$539                                   |
| City of Gilbert:                     |                                       |                                     |   |  |  |   |   |
| Marathon Ranch                       | 2018                                  | 63                                  | 19  | 44   | 27   | 10  | \$515 - \$558                                   |
| Lakes At Annecy                      | 2019                                  | 216                                 | —   | 216  | 5  | —   | \$250 - \$350                                   |
| Annecy P3                            | 2020                                  | 250                                 | —   | 250  | —  | —   | \$226 - \$301                                   |
| Lakeview Trails                      | 2019                                  | 92                                  | —   | 92   | 38   | —   | \$528 - \$603                                   |
| Copper Bend                          | 2020                                  | 38                                  | —   | 38   | —  | —   | \$451 - \$484                                   |
| Hamstra Assemblage                   | 2020                                  | 332                                 | —   | 332  | —  | —   | \$470 - \$750                                   |
| City of Goodyear:                    |                                       |                                     |   |  |  |   |   |
| Villages at Rio Paseo                | 2018                                  | 117                                 | 24  | 93   | 9  | 6   | \$190 - \$220                                   |
| Cottages at Rio Paseo                | 2018                                  | 93                                  | 38  | 55   | 12   | 7   | \$231 - \$251                                   |
| City of Mesa:                        |                                       |                                     |   |  |  |   |   |
| The Vista at Granite Crossing        | 2018                                  | 37                                  | 31  | 6  | 6  | 6   | \$438 - \$513                                   |
| Electron at Eastmark                 | 2019                                  | 53                                  | —   | 53   | 20   | —   | \$361 - \$438                                   |
| City of Peoria:                      |                                       |                                     |   |  |  |   |   |
| Legacy at The Meadows                | 2017                                  | 74                                  | 68  | 6  | —  | 2   | \$425 - \$451                                   |
| Estates at The Meadows               | 2017                                  | 272                                 | 114   | 158  | 46   | 14  | \$499 - \$576                                   |
| Enclave at The Meadows               | 2018                                  | 126                                 | 32  | 94   | 21   | 3   | \$375 - \$470                                   |
| Deseo                                | 2019                                  | 94                                  | —   | 94   | —  | —   | \$501 - \$583                                   |
| City of Phoenix:                     |                                       |                                     |   |  |  |   |   |
| Navarro Groves                       | 2018                                  | 54                                  | 31  | 23   | 18   | 7   | \$439 - \$484                                   |
| Loma at Avance                       | 2019                                  | 124                                 | —   | 124  | —  | —   | \$352 - \$412                                   |
| Ranger at Avance                     | 2019                                  | 143                                 | —   | 143  | —  | —   | \$398 - \$466                                   |
| Piedmont at Avance                   | 2019                                  | 101                                 | —   | 101  | —  | —   | \$475 - \$495                                   |
| Alta at Avance                       | 2019                                  | 26                                  | —   | 26   | —  | —   | \$595 - \$625                                   |
| Town of Queen Creek:                 |                                       |                                     |   |  |  |   |   |
| Spur Cross                           | 2020                                  | 118                                 | —   | 118  | —  | —   | \$454 - \$544                                   |
| Closed Communities                   | N/A                                   | —                                   | —   | —  | —  | —   |   |
| Phoenix, Arizona Total               |                                       | 2,766                               | 508   | 2,258  | 237  | 67  |   |
| Tucson, Arizona                      |                                       |                                     |   |  |  |   |   |
| Oro Valley:                          |                                       |                                     |   |  |  |   |   |
| Desert Crest - Center Pointe Vistoso | 2016                                  | 103                                 | 90  | 13   | 1  | 3   | \$262 - \$307                                   |

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|   |       |     |       |     |    |               |
|---|-------|-----|-------|-----|----|---------------|
| The Cove - Center Pointe Vistoso 2016     | 83    | 83  | —     | —   | 1  | \$345 - \$405 |
| Summit N & S - Center Pointe Vistoso 2016 | 88    | 88  | —     | —   | 3  | \$397 - \$432 |
| The Pinnacle - Center Pointe Vistoso 2016 | 69    | 68  | 1     | —   | —  | \$448 - \$480 |
| Tucson, Arizona Total                     | 343   | 329 | 14    | 1   | 7  |               |
| Maracay Total                             | 3,109 | 837 | 2,272 | 238 | 74 |               |

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## Pardee Homes

| County, Project, City          | Year of First Delivery <sup>(1)</sup> | Total Number of Lots <sup>(2)</sup> | Cumulative Homes Delivered as of March 31, 2019 | Lots Owned as of March 31, 2019 <sup>(3)</sup> | Backlog as of March 31, 2019 <sup>(4)(5)</sup> | Homes Delivered for the Three Months Ended March 31, 2019 | Sales Price Range (in thousands) <sup>(6)</sup> |
|--------------------------------|---------------------------------------|-------------------------------------|---|--|--|---|---|
| California                     |                                       |                                     |   |  |  |   |   |
| San Diego County:              |                                       |                                     |   |  |  |   |   |
| Almeria                        | 2017                                  | 80                                  | 80  | —  | —  | 5   | \$1,440 - \$1,560                               |
| Vista Santa Fe                 | 2019                                  | 44                                  | —   | 44   | 8  | —   | \$1,760 - \$1,900                               |
| Sendero                        | 2019                                  | 112                                 | —   | 112  | 56   | —   | \$1,150 - \$1,300                               |
| Terraza                        | 2019                                  | 81                                  | —   | 81   | 30   | —   | \$1,260 - \$1,370                               |
| Carmel                         | 2019                                  | 105                                 | —   | 105  | 27   | —   | \$1,380 - \$1,490                               |
| Vista Del Mar                  | 2019                                  | 79                                  | —   | 79   | 22   | —   | \$1,530 - \$1,720                               |
| Pacific Highlands Ranch Future | 2020                                  | 115                                 | —   | 115  | —  | —   | \$1,800 - \$1,900                               |
| Sandstone                      | 2018                                  | 81                                  | 63  | 18   | 10   | 14  | \$640 - \$710                                   |
| Lake Ridge                     | 2018                                  | 129                                 | 50  | 79   | 13   | 16  | \$710 - \$860                                   |
| Veraz                          | 2018                                  | 111                                 | 15  | 96   | 3  | 5   | \$380 - \$460                                   |
| Moderna                        | 2018                                  | 44                                  | 18  | 26   | 6  | 8   | \$355 - \$440                                   |
| Marea                          | 2020                                  | 135                                 | —   | 135  | —  | —   | \$370 - \$470                                   |
| Solmar                         | 2019                                  | 74                                  | —   | 74   | —  | —   | \$365 - \$440                                   |
| Solmar Sur                     | 2019                                  | 108                                 | —   | 108  | —  | —   | \$365 - \$440                                   |
| Meadowood                      | TBD                                   | 845                                 | —   | 845  | —  | —   | \$290 - \$590                                   |
| South Otay Mesa                | TBD                                   | 893                                 | —   | 893  | —  | —   | TBD   |
| Los Angeles County:            |                                       |                                     |   |  |  |   |   |
| Verano                         | 2017                                  | 95                                  | 45  | 50   | 4  | 8   | \$565 - \$670                                   |
| Arista                         | 2017                                  | 143                                 | 75  | 68   | 3  | 7   | \$700 - \$785                                   |
| Cresta                         | 2018                                  | 67                                  | 14  | 53   | 10   | 4   | \$790 - \$890                                   |
| Lyra                           | 2019                                  | 84                                  | —   | 84   | 10   | —   | \$648 - \$720                                   |
| Sola                           | 2019                                  | 73                                  | —   | 73   | 34   | —   | \$545 - \$590                                   |
| Skyline Ranch Future           | TBD                                   | 913                                 | —   | 913  | —  | —   | \$550 - \$810                                   |
| Riverside County:              |                                       |                                     |   |  |  |   |   |
| Vantage                        | 2016                                  | 101                                 | 100   | 1  | —  | 1   | \$390 - \$410                                   |
| Aura                           | 2017                                  | 100                                 | 100   | —  | —  | 3   | \$370 - \$385                                   |
| Starling                       | 2017                                  | 68                                  | 49  | 19   | 4  | 9   | \$425 - \$430                                   |
| Canyon Hills Future 70 x 115   | TBD                                   | 125                                 | —   | 125  | —  | —   | TBD   |
| Westlake                       | 2020                                  | 163                                 | —   | 163  | —  | —   | \$318 - \$325                                   |
| Elara                          | 2016                                  | 260                                 | 213   | 47   | 14   | 11  | \$300 - \$330                                   |
| Daybreak                       | 2017                                  | 159                                 | 83  | 76   | 5  | 9   | \$360 - \$385                                   |
| Cascade                        | 2017                                  | 209                                 | 118   | 91   | 8  | 18  | \$325 - \$340                                   |
| Abrio                          | 2018                                  | 98                                  | 37  | 61   | 11   | 5   | \$400 - \$420                                   |
| Beacon                         | 2018                                  | 106                                 | 27  | 79   | 21   | 9   | \$465 - \$520                                   |
| Alisio                         | 2019                                  | 84                                  | —   | 84   | 28   | —   | \$300 - \$330                                   |
| Vita                           | 2019                                  | 111                                 | —   | 111  | 17   | —   | \$310 - \$335                                   |
| Avid                           | 2019                                  | 72                                  | —   | 72   | 14   | —   | \$340 - \$365                                   |



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|                              |      |       |    |       |    |   |               |
|------------------------------|------|-------|----|-------|----|---|---------------|
| Elan                         | 2019 | 101   | —  | 101   | 6  | — | \$410 - \$440 |
| Mira                         | 2019 | 90    | —  | 90    | 5  | — | \$375 - \$400 |
| Sundance Future Active Adult | TBD  | 330   | —  | 330   | —  | — | TBD           |
| Avena                        | 2018 | 84    | 32 | 52    | 8  | 7 | \$450 - \$475 |
| Tamarack                     | 2018 | 84    | 57 | 27    | 6  | 2 | \$470 - \$520 |
| Braeburn                     | 2018 | 82    | 14 | 68    | 8  | 6 | \$420 - \$450 |
| Canvas                       | 2018 | 89    | 12 | 77    | 12 | 4 | \$400 - \$425 |
| Kadence                      | 2018 | 85    | 10 | 75    | 7  | 2 | \$420 - \$440 |
| Newpark                      | 2018 | 93    | 11 | 82    | 9  | 3 | \$450 - \$495 |
| Easton                       | 2018 | 92    | 7  | 85    | 8  | 2 | \$475 - \$530 |
| Tournament Hills Future      | TBD  | 268   | —  | 268   | —  | — | TBD           |
| Banning                      | 2020 | 4,344 | —  | 4,344 | —  | — | TBD           |
| San Joaquin County:          |      |       |    |       |    |   |               |

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|                      |      |        |       |        |     |     |                 |
|----------------------|------|--------|-------|--------|-----|-----|-----------------|
| Bear Creek           | TBD  | 1,252  | —     | 1,252  | —   | —   | TBD             |
| Closed Communities   |      | —      | —     | —      | —   | —   |                 |
| California Total     |      | 13,061 | 1,230 | 11,831 | 427 | 158 |                 |
| Nevada               |      |        |       |        |     |     |                 |
| Clark County:        |      |        |       |        |     |     |                 |
| North Peak           | 2015 | 176    | 176   | —      | —   | 1   | \$312 - \$370   |
| Castle Rock          | 2015 | 183    | 181   | 2      | 2   | 2   | \$365 - \$455   |
| Escala               | 2016 | 64     | 64    | —      | —   | 1   | \$520 - \$590   |
| Strada               | 2017 | 140    | 59    | 81     | 7   | —   | \$425 - \$480   |
| Linea                | 2018 | 123    | 58    | 65     | 33  | 10  | \$360 - \$400   |
| Strada 2.0           | 2019 | 35     | —     | 35     | —   | —   | \$425 - \$480   |
| Linea II             | 2020 | 79     | —     | 79     | —   | —   | \$360 - \$400   |
| Inspirada Townhomes  | 2020 | 114    | —     | 114    | —   | —   | TBD             |
| Meridian             | 2016 | 62     | 62    | —      | —   | 1   | \$595 - \$690   |
| Pebble Estate Future | TBD  | 8      | —     | 8      | —   | —   | TBD             |
| Encanto              | 2016 | 51     | 50    | 1      | —   | 1   | \$475 - \$530   |
| Luma                 | 2018 | 63     | 49    | 14     | 10  | 8   | \$490 - \$530   |
| Evolve               | 2019 | 74     | —     | 74     | —   | —   | \$300           |
| Corterra             | 2018 | 112    | 10    | 102    | 6   | 7   | \$465 - \$550   |
| Keystone             | 2017 | 70     | 66    | 4      | 2   | 3   | \$465 - \$550   |
| Cobalt               | 2017 | 124    | 51    | 73     | 8   | 5   | \$380 - \$455   |
| Onyx                 | 2018 | 71     | 15    | 56     | 14  | 1   | \$450 - \$485   |
| Axis                 | 2017 | 52     | 36    | 16     | 11  | 3   | \$860 - \$1,125 |
| Axis at the Canyons  | 2019 | 26     | —     | 26     | 2   | —   | \$875 - \$905   |
| Midnight Ridge       | 2019 | 104    | —     | 104    | —   | —   | \$540 - \$585   |
| Pivot                | 2017 | 88     | 54    | 34     | 11  | 10  | \$405 - \$470   |
| Strada at Pivot      | 2017 | 27     | 26    | 1      | 1   | 1   | \$450 - \$480   |
| Nova Ridge           | 2017 | 108    | 44    | 64     | 20  | 5   | \$680 - \$840   |
| Tera Luna            | 2018 | 116    | 9     | 107    | 6   | 5   | \$545 - \$660   |
| Indogo               | 2018 | 202    | 32    | 170    | 10  | 10  | \$315 - \$360   |
| Larimar              | 2018 | 170    | 8     | 162    | 5   | 4   | \$380 - \$420   |
| Blackstone           | 2018 | 140    | 11    | 129    | 18  | 6   | \$405 - \$500   |
| Cirrus               | 2019 | 54     | —     | 54     | —   | —   | \$350 - \$375   |
| Sandalwood           | 2020 | 117    | —     | 117    | —   | —   | \$685 - \$815   |
| Nevada Total         |      | 2,753  | 1,061 | 1,692  | 166 | 84  |                 |
| Pardee Total         |      | 15,814 | 2,291 | 13,523 | 593 | 242 |                 |

## Quadrant Homes

| County, Project, City                 | Year of First Delivery <sup>(1)</sup> | Total Number of Lots <sup>(2)</sup> | Cumulative Lots                      |   | Backlog as of March 31, 2019 <sup>(4)(5)</sup> | Homes Delivered                           | Sales Price Range (in thousands) <sup>(6)</sup> |
|---------------------------------------|---------------------------------------|-------------------------------------|--------------------------------------|---|--|---|---|
|                                       |                                       |                                     | Homes Delivered as of March 31, 2019 | Owned as of March 31, 2019 <sup>(3)</sup> |  | for the Three Months Ended March 31, 2019 |   |
| Washington                            |                                       |                                     |                                      |   |  |   |   |
| Snohomish County:                     |                                       |                                     |                                      |   |  |   |   |
| Grove North, Bothell                  | 2019                                  | 43                                  | —                                    | 43  | —  | —   | \$765 - \$900                                   |
| Grove South, Bothell                  | 2019                                  | 9                                   | —                                    | 9   | —  | —   | \$785 - \$820                                   |
| King County:                          |                                       |                                     |                                      |   |  |   |   |
| Vareze, Kirkland                      | 2019                                  | 82                                  | —                                    | 82  | —  | —   | \$700 - \$900                                   |
| Inglewood Landing, Sammamish          | 2019                                  | 21                                  | 1                                    | 20  | 9  | 1   | \$1,115 - \$1,295                               |
| Kirkwood Terrace, Sammamish           | 2018                                  | 12                                  | 8                                    | 4   | 2  | 3   | \$1,800 - \$1,900                               |
| English Landing P1, Redmond           | 2018                                  | 50                                  | 44                                   | 6   | 5  | 7   | \$1,245   |
| Cedar Landing, North Bend             | 2019                                  | 138                                 | —                                    | 138                                       | 14   | —   | \$740 - \$880                                   |
| Monarch Ridge, Sammamish              | 2019                                  | 59                                  | —                                    | 59  | —  | —   | \$970 - \$1,135                                 |
| Overlook at Summit Park, Maple Valley | 2019                                  | 126                                 | 1                                    | 125                                       | 13   | 1   | \$590 - \$700                                   |
| Ray Meadows, Redmond                  | 2018                                  | 27                                  | 14                                   | 13  | 12   | 4   | \$1,065   |
| Aurea, Sammamish                      | 2019                                  | 41                                  | —                                    | 41  | —  | —   | \$710 - \$860                                   |
| Aldea, Newcastle                      | 2019                                  | 129                                 | 11                                   | 118                                       | 8  | 11  | \$695 - \$925                                   |
| Lario, Bellevue                       | 2019                                  | 46                                  | —                                    | 46  | —  | —   | \$795 - \$1,125                                 |
| Soundview, Federal Way                | 2018                                  | 21                                  | 4                                    | 17  | 6  | —   | \$531 - \$660                                   |
| Eagles Glen, Sammamish                | 2020                                  | 10                                  | —                                    | 10  | —  | —   | \$1,100 - \$2,000                               |
| Finn Meadows, Kirkland                | 2020                                  | 5                                   | —                                    | 5   | —  | —   | \$900 - \$1,049                                 |
| Pierce County:                        |                                       |                                     |                                      |   |  |   |   |
| Harbor Hill S-5/6, Gig Harbor         | 2017                                  | 72                                  | 69                                   | 3   | 3  | 6   | \$493   |
| Kitsap County:                        |                                       |                                     |                                      |   |  |   |   |
| Lone Pine, Poulsbo                    | 2019                                  | 15                                  | —                                    | 15  | —  | —   | \$473 - \$530                                   |
| Winslow Grove, Bainbridge Island      | 2018                                  | 19                                  | 4                                    | 15  | 5  | 2   | \$1,042 - \$1,142                               |
| Blue Heron, Poulsbo                   | 2021                                  | 85                                  | —                                    | 85  | —  | —   | \$474 - \$649                                   |
| Closed Communities                    |                                       | —                                   | —                                    | —   | —  | 9   |   |
| Washington Total                      |                                       | 1,010                               | 156                                  | 854                                       | 77   | 44  |   |
| Quadrant Total                        |                                       | 1,010                               | 156                                  | 854                                       | 77   | 44  |   |

## Trendmaker Homes

| County, Project, City                | Year of First Delivery <sup>(1)</sup> | Total Number of Lots <sup>(2)</sup> | Cumulative Homes Delivered as of March 31, 2019 | Lots Owned as of March 31, 2019 <sup>(3)</sup> | Backlog as of March 31, 2019 <sup>(4)(5)</sup> | Homes Delivered for the Three Months Ended March 31, 2019 | Sales Price Range (in thousands) <sup>(6)</sup> |
|--------------------------------------|---------------------------------------|-------------------------------------|---|--|--|---|---|
| Texas                                |                                       |                                     |   |  |  |   |   |
| Brazoria County:                     |                                       |                                     |   |  |  |   |   |
| Pomona, Manvel                       | 2015                                  | 49                                  | 37  | 12   | 3  | 2   | \$422 - \$489                                   |
| Rise Meridiana                       | 2016                                  | 47                                  | 31  | 16   | 1  | 1   | \$292 - \$373                                   |
| Fort Bend County:                    |                                       |                                     |   |  |  |   |   |
| Cross Creek Ranch 60', Fulshear      | 2013                                  | 48                                  | 31  | 17   | 6  | —   | \$399 - \$500                                   |
| Cross Creek Ranch 65', Fulshear      | 2013                                  | 89                                  | 71  | 18   | 7  | 7   | \$442 - \$557                                   |
| Cross Creek Ranch 70', Fulshear      | 2013                                  | 72                                  | 50  | 22   | 11   | 4   | \$510 - \$609                                   |
| Cross Creek Ranch 80', Fulshear      | 2013                                  | 54                                  | 30  | 24   | 16   | 3   | \$600 - \$655                                   |
| Cross Creek Ranch 90', Fulshear      | 2013                                  | 37                                  | 33  | 4  | 1  | 1   | \$695 - \$759                                   |
| Fulshear Run 1/2 Acre, Richmond      | 2016                                  | 54                                  | 33  | 21   | 11   | 2   | \$573 - \$679                                   |
| Harvest Green 75', Richmond          | 2015                                  | 44                                  | 37  | 7  | 4  | 2   | \$446 - \$543                                   |
| Sienna Plantation 85', Missouri City | 2015                                  | 54                                  | 32  | 22   | 1  | 2   | \$546 - \$661                                   |
| Grayson Woods 60'                    | TBD                                   | 10                                  | —   | 10   | —  | —   | TBD   |
| Grayson Woods 70'                    | TBD                                   | 8                                   | —   | 8  | —  | —   | TBD   |
| Harris County:                       |                                       |                                     |   |  |  |   |   |
| The Groves, Humble                   | 2015                                  | 117                                 | 77  | 40   | 5  | 6   | \$483 - \$511                                   |
| Lakes of Creekside                   | 2015                                  | 38                                  | 17  | 21   | 7  | 1   | \$534 - \$611                                   |
| Balmoral 50'                         | 2019                                  | 24                                  | —   | 24   | —  | —   | TBD   |
| Bridgeland '80, Cypress              | 2015                                  | 147                                 | 127   | 20   | 5  | 2   | \$549 - \$708                                   |
| Bridgeland 70'                       | 2018                                  | 41                                  | 8   | 33   | 5  | 1   | \$511 - \$574                                   |
| Villas at Bridgeland 50'             | 2018                                  | 48                                  | 4   | 44   | 2  | 2   | \$370 - \$409                                   |
| Elyson 70', Cypress                  | 2016                                  | 20                                  | 18  | 2  | 2  | —   | \$463 - \$482                                   |
| Falls at Dry Creek                   | 2019                                  | 1                                   | —   | 1  | —  | —   | TBD   |
| Clear Lake, Houston                  | 2015                                  | 778                                 | 491   | 287  | 52   | 18  | \$395 - \$717                                   |
| Montgomery County:                   |                                       |                                     |   |  |  |   |   |
| Northgrove, Tomball                  | 2015                                  | 25                                  | 7   | 18   | —  | —   | TBD   |
| Bender's Landing Estates, Spring     | 2014                                  | 104                                 | 95  | 9  | 5  | 4   | \$553 - \$596                                   |
| The Woodlands, Creekside Park        | 2015                                  | 126                                 | 88  | 38   | 13   | 14  | \$423 - \$699                                   |
| Royal Brook, Porter                  | 2019                                  | 25                                  | —   | 25   | 2  | —   | \$386 - \$479                                   |
| Waller County:                       |                                       |                                     |   |  |  |   |   |
| LakeHouse                            | TBD                                   | 350                                 | —   | 350  | —  | —   | \$260 - \$575                                   |
| Williamson County:                   |                                       |                                     |   |  |  |   |   |
| Crystal Falls                        | 2016                                  | 29                                  | 25  | 4  | —  | —   | TBD   |
| Rancho Sienna 60'                    | 2016                                  | 51                                  | 22  | 29   | 4  | 4   | \$335 - \$420                                   |
| Rancho Sienna 80'                    | 2018                                  | 5                                   | 2   | 3  | 3  | —   | \$456 - \$519                                   |
| Highlands at Mayfield Ranch 50'      | 2018                                  | 36                                  | 12  | 24   | 8  | 4   | \$280 - \$330                                   |
| Highlands at Mayfield Ranch 60'      | 2018                                  | 23                                  | 5   | 18   | 4  | 4   | \$340 - \$407                                   |
| Rancho Sienna 50'                    | 2019                                  | 30                                  | —   | 30   | 2  | —   | \$330 - \$372                                   |

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|                                  |      |     |     |    |    |   |               |
|----------------------------------|------|-----|-----|----|----|---|---------------|
| Palmera Ridge                    | 2019 | 30  | —   | 30 | 12 | — | \$270 - \$326 |
| Hays County:                     |      |     |     |    |    |   |               |
| Belterra 60', Austin             | 2017 | 36  | 32  | 4  | 4  | 6 | \$445 - \$489 |
| Belterra 80', Austin             | 2016 | 37  | 35  | 2  | 1  | 1 | \$600         |
| Headwaters, Dripping Springs     | 2017 | 30  | 26  | 4  | 4  | 3 | \$453 - \$485 |
| 6 Creeks 50' Section 1 & 2       | 2019 | 35  | —   | 35 | —  | — | TBD           |
| 6 Creeks 60' Section 1 & 2       | 2019 | 15  | —   | 15 | —  | — | TBD           |
| Travis County:                   |      |     |     |    |    |   |               |
| Lakes Edge 70'                   | 2018 | 45  | 17  | 28 | 27 | 4 | \$645 - \$830 |
| Lakes Edge 80'                   | 2018 | 14  | 5   | 9  | 7  | 1 | \$742 - \$792 |
| Collin County:                   |      |     |     |    |    |   |               |
| Miramonte, Frisco                | 2016 | 62  | 40  | 22 | 8  | 4 | \$475 - \$560 |
| Retreat at Craig Ranch, McKinney | 2012 | 165 | 145 | 20 | 4  | 2 | \$375 - \$415 |

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|                                   |      |       |       |       |     |     |               |
|-----------------------------------|------|-------|-------|-------|-----|-----|---------------|
| Dallas County:                    |      |       |       |       |     |     |               |
| Vineyards, Rowlett                | 2017 | 34    | 15    | 19    | 6   | 3   | \$368 - \$480 |
| Denton County:                    |      |       |       |       |     |     |               |
| Glenview, Frisco                  | 2017 | 50    | 13    | 37    | 7   | 5   | \$345 - \$485 |
| Paloma Creek, Little Elm          | 2015 | 267   | 151   | 116   | 16  | 7   | \$275 - \$390 |
| Parks at Legacy, Prosper          | 2017 | 49    | 18    | 31    | 8   | 4   | \$384 - \$495 |
| Shadow Creek, Hickory Creek       | 2016 | 40    | 38    | 2     | 1   | 2   | \$360 - \$400 |
| Valencia, Little Elm              | 2016 | 76    | 42    | 34    | 8   | 5   | \$350 - \$444 |
| Villages of Carmel, Denton        | 2017 | 94    | 46    | 48    | 33  | 4   | \$290 - \$360 |
| Kaufman County:                   |      |       |       |       |     |     |               |
| Park Trails, Forney               | 2015 | 85    | 80    | 5     | 2   | 7   | \$240 - \$280 |
| Rockwall County:                  |      |       |       |       |     |     |               |
| Heath Golf and Yacht, Heath       | 2016 | 91    | 59    | 32    | 9   | 2   | \$294 - \$490 |
| Woodcreek, Fate                   | 2017 | 83    | 65    | 18    | 13  | 3   | \$267 - \$330 |
| Tarrant County:                   |      |       |       |       |     |     |               |
| Chisholm Trail Ranch, Fort Worth  | 2017 | 70    | 45    | 25    | 15  | 1   | \$270 - \$375 |
| Lakes of River Trails, Fort Worth | 2011 | 143   | 123   | 20    | 20  | 2   | \$317 - \$416 |
| Ventana, Benbrook                 | 2017 | 61    | 31    | 30    | 17  | 2   | \$318 - \$430 |
| Closed Communities                | N/A  | —     | —     | —     | —   | 2   |               |
| Texas Total                       |      | 4,196 | 2,409 | 1,787 | 402 | 154 |               |
| Trendmaker Homes Total            |      | 4,196 | 2,409 | 1,787 | 402 | 154 |               |

## TRI Pointe Homes

| County, Project, City                | Year of First Delivery <sup>(1)</sup> | Total Number of Lots <sup>(2)</sup> | Cumulative Homes Delivered as of March 31, 2019 | Lots Owned as of March 31, 2019 <sup>(3)</sup> | Backlog as of March 31, 2019 <sup>(4)(5)</sup> | Homes Delivered for the Three Months Ended March 31, 2019 | Sales Price Range (in thousands) <sup>(6)</sup> |
|--------------------------------------|---------------------------------------|-------------------------------------|---|--|--|---|---|
| Southern California                  |                                       |                                     |   |  |  |   |   |
| Orange County:                       |                                       |                                     |   |  |  |   |   |
| Aria, Rancho Mission Viejo           | 2016                                  | 151                                 | 148   | 3  | 2  | 2   | \$687 - \$719                                   |
| Viridian                             | 2018                                  | 72                                  | 21  | 51   | 12   | 4   | \$895 - \$982                                   |
| Sterling Row Townhomes, Irvine       | 2017                                  | 96                                  | 96  | —  | —  | 1   | \$572 - \$779                                   |
| Varenna at Orchard Hills, Irvine     | 2016                                  | 89                                  | 79  | 10   | 5  | 6   | \$1,225 - \$1,326                               |
| Alston, Anaheim                      | 2017                                  | 75                                  | 72  | 3  | 3  | 12  | \$828 - \$869                                   |
| StrataPointe, Buena Park             | 2017                                  | 149                                 | 133   | 16   | 15   | 8   | \$564 - \$720                                   |
| Lyric                                | 2019                                  | 70                                  | 15  | 55   | 10   | 15  | \$790 - \$937                                   |
| Citron at Bedford                    | 2019                                  | 35                                  | 7   | 28   | 11   | 7   | \$383 - \$411                                   |
| San Diego County:                    |                                       |                                     |   |  |  |   |   |
| Prism at Weston                      | 2018                                  | 142                                 | 42  | 100  | 13   | 8   | \$574 - \$632                                   |
| Talus at Weston                      | 2018                                  | 63                                  | 37  | 26   | 9  | 5   | \$680 - \$730                                   |
| Riverside County:                    |                                       |                                     |   |  |  |   |   |
| Terrassa Court, Corona               | 2015                                  | 94                                  | 94  | —  | —  | 1   | \$421 - \$499                                   |
| Terrassa Villas, Corona              | 2015                                  | 52                                  | 49  | 3  | 1  | 3   | \$491 - \$549                                   |
| Cassis at Rancho Soleo               | 2020                                  | 79                                  | —   | 79   | —  | —   | TBD   |
| Cava at Rancho Soleo                 | 2020                                  | 63                                  | —   | 63   | —  | —   | TBD   |
| Cerro at Rancho Soleo                | 2020                                  | 103                                 | —   | 103  | —  | —   | TBD   |
| Los Angeles County:                  |                                       |                                     |   |  |  |   |   |
| VuePointe, El Monte                  | 2017                                  | 102                                 | 98  | 4  | 1  | 11  | \$479 - \$587                                   |
| Bradford at Rosedale, Azusa          | 2017                                  | 52                                  | 52  | —  | —  | 1   | \$816 - \$906                                   |
| Lucera at Aliento                    | 2017                                  | 67                                  | 66  | 1  | —  | 4   | \$622 - \$648                                   |
| Tierno at Aliento                    | 2017                                  | 63                                  | 49  | 14   | —  | —   | \$667 - \$695                                   |
| Tierno II at Aliento                 | 2018                                  | 63                                  | 15  | 48   | 7  | 5   | \$642 - \$703                                   |
| Paloma at West Creek                 | 2018                                  | 155                                 | 67  | 88   | 13   | 17  | \$453 - \$516                                   |
| Mystral                              | 2019                                  | 78                                  | —   | 78   | 17   | —   | \$635 - \$679                                   |
| Celestia                             | 2019                                  | 72                                  | —   | 72   | 20   | —   | \$597 - \$626                                   |
| San Bernardino County:               |                                       |                                     |   |  |  |   |   |
| St. James at Park Place, Ontario     | 2015                                  | 125                                 | 119   | 6  | —  | —   | \$509 - \$560                                   |
| St. James III at Park Place, Ontario | 2018                                  | 82                                  | 43  | 39   | 11   | 6   | \$509 - \$560                                   |
| Ivy at The Preserve                  | 2020                                  | 113                                 | —   | 113  | —  | —   | TBD   |
| Hazel at The Preserve                | 2020                                  | 133                                 | —   | 133  | —  | —   | TBD   |
| Tempo at The Resort                  | 2019                                  | 80                                  | —   | 80   | —  | —   | TBD   |
| Southern California Total            |                                       | 2,518                               | 1,302   | 1,216  | 150  | 116   |   |
| Northern California                  |                                       |                                     |   |  |  |   |   |
| Contra Costa County:                 |                                       |                                     |   |  |  |   |   |
| Wynstone at Barrington, Brentwood    | 2017                                  | 92                                  | 83  | 9  | 5  | 6   | \$536 - \$675                                   |

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|                                    |      |     |     |     |    |   |                 |
|------------------------------------|------|-----|-----|-----|----|---|-----------------|
| Greyson Place                      | 2019 | 44  | —   | 44  | 1  | — | \$910 - \$980   |
| Santa Clara County:                |      |     |     |     |    |   |                 |
| Madison Gate                       | 2018 | 65  | 30  | 35  | —  | 6 | \$815 - \$1,134 |
| Luchessa                           | 2019 | 49  | —   | 49  | —  | — | \$755 - \$799   |
| The Grove                          | 2019 | 64  | —   | 64  | —  | — | \$850 - \$920   |
| The Heights                        | 2020 | 25  | —   | 25  | —  | — | TBD             |
| Solano County:                     |      |     |     |     |    |   |                 |
| Bloom at Green Valley, Fairfield   | 2018 | 91  | 38  | 53  | 8  | 7 | \$530 - \$570   |
| Harvest at Green Valley, Fairfield | 2018 | 56  | 33  | 23  | 3  | 5 | \$550 - \$630   |
| Lantana, Fairfield                 | 2019 | 133 | —   | 133 | 23 | — | \$455 - \$490   |
| San Joaquin County:                |      |     |     |     |    |   |                 |
| Sundance, Mountain House           | 2015 | 113 | 108 | 5   | —  | — | \$648 - \$721   |
| Sundance II, Mountain House        | 2017 | 138 | 65  | 73  | 8  | 6 | \$648 - \$721   |

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|  |      |       |       |       |     |     |                   |
|--|------|-------|-------|-------|-----|-----|-------------------|
| Alameda County:                        |      |       |       |       |     |     |                   |
| Commercial, Alameda Landing            | 2019 | 2     | —     | 2     | 2   | —   | \$500             |
| Blackstone at the Cannery, Hayward SFA | 2016 | 105   | 105   | —     | —   | 1   | \$666 - \$776     |
| Slate at Jordan Ranch, Dublin          | 2017 | 56    | 54    | 2     | 2   | 3   | \$1,125 - \$1,225 |
| Onyx at Jordan Ranch, Dublin           | 2017 | 105   | 61    | 44    | 3   | 7   | \$899 - \$951     |
| Quartz at Jordan Ranch, Dublin         | 2018 | 45    | 34    | 11    | 6   | 4   | \$958 - \$1,098   |
| Apex, Fremont                          | 2018 | 77    | 45    | 32    | 2   | 6   | \$784 - \$1,096   |
| Palm, Fremont                          | 2019 | 31    | 3     | 28    | 5   | 3   | \$2,119 - \$2,225 |
| Ellis at Central Station, Oakland      | 2019 | 128   | —     | 128   | —   | —   | \$711 - \$807     |
| Sacramento County:                     |      |       |       |       |     |     |                   |
| Natomas                                | 2019 | 94    | —     | 94    | —   | —   | \$344 - \$410     |
| Placer County:                         |      |       |       |       |     |     |                   |
| Twelve Bridges                         | 2019 | 102   | —     | 102   | —   | —   | \$432 - \$528     |
| San Francisco County:                  |      |       |       |       |     |     |                   |
| Lofton at NOPO, San Francisco          | 2020 | 54    | —     | 54    | —   | —   | \$995 - \$1,237   |
| Northern California Total              |      | 1,669 | 659   | 1,010 | 68  | 54  |                   |
| California Total                       |      | 4,187 | 1,961 | 2,226 | 218 | 170 |                   |
| Colorado                               |      |       |       |       |     |     |                   |
| Douglas County:                        |      |       |       |       |     |     |                   |
| Terrain Ravenwood Village (3500)       | 2018 | 157   | 50    | 107   | 26  | 16  | \$375 - \$427     |
| Terrain Ravenwood Village (4000)       | 2018 | 100   | 39    | 61    | 20  | 6   | \$403 - \$471     |
| Trails at Crowfoot                     | 2020 | 100   | —     | 100   | —   | —   | TBD               |
| Sterling Ranch                         | 2020 | 80    | —     | 80    | —   | —   | TBD               |
| The Canyons                            | 2020 | 89    | —     | 89    | —   | —   | TBD               |
| Jefferson County:                      |      |       |       |       |     |     |                   |
| Candelas 6000 Series, Arvada           | 2015 | 76    | 76    | —     | —   | 1   | \$516 - \$656     |
| Candelas 3500 Series, Arvada           | 2016 | 97    | 92    | 5     | 5   | 11  | \$408 - \$466     |
| Candelas 5000 Series, Arvada           | 2017 | 62    | 56    | 6     | 3   | 12  | \$516 - \$584     |
| Candelas 4020 Series, Arvada           | 2019 | 98    | 3     | 95    | 35  | 3   | \$465 - \$520     |
| Crown Pointe, Westminster              | 2019 | 64    | 2     | 62    | 25  | 2   | \$430 - \$482     |
| Arapahoe County:                       |      |       |       |       |     |     |                   |
| Whispering Pines, Aurora               | 2016 | 115   | 69    | 46    | 22  | 5   | \$636 - \$681     |
| Adams County:                          |      |       |       |       |     |     |                   |
| Amber Creek, Thornton                  | 2017 | 121   | 84    | 37    | 17  | 16  | \$398 - \$483     |
| Colorado Total                         |      | 1,159 | 471   | 688   | 153 | 72  |                   |
| TRI Pointe Total                       |      | 5,346 | 2,432 | 2,914 | 371 | 242 |                   |

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Winchester Homes

| County, Project, City                     | Year of First Delivery <sup>(1)</sup> | Total Number of Lots <sup>(2)</sup> | Cumulative Lots                      |   | Backlog as of March 31, 2019 <sup>(4)(5)</sup> | Homes Delivered                           | Sales Price Range (in thousands) <sup>(6)</sup> |
|---|---------------------------------------|-------------------------------------|--------------------------------------|---|--|---|---|
|   |                                       |                                     | Homes Delivered as of March 31, 2019 | Owned as of March 31, 2019 <sup>(3)</sup> |  | for the Three Months Ended March 31, 2019 |   |
| <b>Maryland</b>                           |                                       |                                     |                                      |   |  |   |   |
| <b>Anne Arundel County:</b>               |                                       |                                     |                                      |   |  |   |   |
| Two Rivers Townhomes, Crofton             | 2017                                  | 100                                 | 43                                   | 57  | 15   | 4   | \$450 - \$560                                   |
| Two Rivers Cascades SFD, Crofton          | 2018                                  | 37                                  | 16                                   | 21  | 7  | —   | \$540 - \$625                                   |
| Watson's Glen, Millersville               | 2015                                  | 103                                 | 4                                    | 99  | —  | —   | TBD   |
| <b>Frederick County:</b>                  |                                       |                                     |                                      |   |  |   |   |
| <b>Landsdale, Monrovia</b>                |                                       |                                     |                                      |   |  |   |   |
| Landsdale SFD                             | 2015                                  | 222                                 | 130                                  | 92  | 16   | 5   | \$495 - \$597                                   |
| Landsdale Townhomes                       | 2015                                  | 100                                 | 78                                   | 22  | 4  | 2   | \$330 - \$383                                   |
| Landsdale TND Neo SFD                     | 2015                                  | 77                                  | 47                                   | 30  | 6  | 3   | \$440 - \$473                                   |
| <b>Montgomery County:</b>                 |                                       |                                     |                                      |   |  |   |   |
| <b>Cabin Branch, Clarksburg</b>           |                                       |                                     |                                      |   |  |   |   |
| Cabin Branch SFD                          | 2014                                  | 359                                 | 210                                  | 149                                       | 14   | 6   | \$510 - \$760                                   |
| Cabin Branch Avenue Townhomes             | 2017                                  | 121                                 | 59                                   | 62  | 5  | 7   | \$420 - \$488                                   |
| Cabin Branch Townhomes                    | 2014                                  | 507                                 | 303                                  | 204                                       | 11   | 4   | \$360 - \$458                                   |
| Preserve at Stoney Spring - Lots for Sale | N/A                                   | 4                                   | —                                    | 4   | —  | —   | N/A   |
| Glenmont MetroCenter, Silver Spring       | 2016                                  | 171                                 | 81                                   | 90  | 23   | 6   | \$435 - \$513                                   |
| Chapman Row, Rockville                    | 2019                                  | 61                                  | —                                    | 61  | 6  | —   | \$710 - \$799                                   |
| Randolph Farms, Rockville                 | 2019                                  | 104                                 | —                                    | 104                                       | —  | —   | TBD   |
| Closed Communities                        | N/A                                   | —                                   | —                                    | —   | —  | 1   |   |
| <b>Maryland Total</b>                     |                                       | <b>1,966</b>                        | <b>971</b>                           | <b>995</b>                                | <b>107</b>                                     | <b>38</b>                                 |   |
| <b>Virginia</b>                           |                                       |                                     |                                      |   |  |   |   |
| <b>Fairfax County:</b>                    |                                       |                                     |                                      |   |  |   |   |
| Stuart Mill, Oakton - Lots for Sale       | N/A                                   | 5                                   | —                                    | 5   | —  | —   | N/A   |
| Westgrove, Fairfax                        | 2018                                  | 24                                  | 5                                    | 19  | 9  | 4   | \$1,001 - \$1,107                               |
| West Oaks Corner, Fairfax                 | 2019                                  | 188                                 | —                                    | 188                                       | —  | —   | TBD   |
| <b>Loudoun County:</b>                    |                                       |                                     |                                      |   |  |   |   |
| <b>Brambleton, Ashburn</b>                |                                       |                                     |                                      |   |  |   |   |
| West Park SFD                             | 2018                                  | 48                                  | 24                                   | 24  | 14   | 4   | \$700 - \$724                                   |
| Birchwood AA                              | 2018                                  | 37                                  | 14                                   | 23  | 15   | 5   | \$577 - \$634                                   |
| Vistas at Lansdowne, Lansdowne            | 2015                                  | 120                                 | 115                                  | 5   | 5  | 6   | \$536 - \$576                                   |
| Willowsford Grant II, Aldie               | 2016                                  | 55                                  | 23                                   | 32  | 11   | —   | \$950 - \$1,226                                 |
| Closed Communities                        | N/A                                   | —                                   | —                                    | —   | —  | 1   |   |
| <b>Virginia Total</b>                     |                                       | <b>477</b>                          | <b>181</b>                           | <b>296</b>                                | <b>54</b>                                      | <b>20</b>                                 |   |
| <b>Winchester Total</b>                   |                                       | <b>2,443</b>                        | <b>1,152</b>                         | <b>1,291</b>                              | <b>161</b>                                     | <b>58</b>                                 |   |
| <b>Combined Company Total</b>             |                                       | <b>31,918</b>                       | <b>9,277</b>                         | <b>22,641</b>                             | <b>1,842</b>                                   | <b>814</b>                                |   |

- (1) Year of first delivery for future periods is based upon management's estimates and is subject to change.
- (2) 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.
- (3) Owned lots as of March 31, 2019 include owned lots in backlog as of March 31, 2019.
- (4) Backlog consists of homes under sales contracts that have not yet been delivered, and there can be no assurance that delivery of sold homes will occur.  
Of the total homes subject to pending sales contracts that have not been delivered as of March 31, 2019, 1,160
- (5) homes are under construction, 317 homes have completed construction, and 365 homes have not started construction.  
Sales price range reflects base price only and excludes any lot premium, buyer incentives and buyer-selected
- (6) 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.

### Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations is based on our unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q, which have been prepared in accordance with GAAP. Our condensed notes to the unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q and the audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2018 describe the significant accounting policies essential to our unaudited condensed consolidated financial statements. The preparation of our financial statements requires our management to make estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions that we have used are appropriate and correct based on information available at the time they were made. These estimates, judgments and assumptions can affect our reported assets and liabilities as of the date of the financial statements, as well as the reported revenues and expenses during the period presented. If there is a material difference between these estimates, judgments and assumptions and actual facts, our financial statements may be affected.

In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require our judgment in its application. There are areas in which our judgment in selecting among available alternatives would not produce a materially different result, but there are some areas in which our judgment in selecting among available alternatives would produce a materially different result. See the condensed notes to the unaudited consolidated financial statements that contain additional information regarding our accounting policies and other disclosures.

Except for accounting policies related to our adoption of ASC 842, there have been no material changes to our critical accounting policies and estimates as compared to the critical accounting policies and estimates described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018. See Note 1, Organization, Basis of Presentation and Summary of Significant Accounting Policies, to the accompanying condensed notes to unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q for the critical accounting policies resulting from our adoption of ASC 842.

### Recently Issued Accounting Standards

See Note 1, Organization, Basis of Presentation and Summary of Significant Accounting Policies, to the accompanying condensed notes to unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q.

### Item 3. 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 three months ended March 31, 2019. We did not enter into during the three months ended March 31, 2019, and currently do not hold, derivatives for trading or speculative purposes.

### Item 4. 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 March 31, 2019.

Our management, including our Principal Executive Officer and Principal Financial Officer, has evaluated our internal control over financial reporting to determine whether any change occurred during the three months ended March 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 three months ended March 31, 2019.

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## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

The information required with respect to this item can be found under Note 13, Commitments and Contingencies—Legal Matters, to the accompanying condensed notes to unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q and is incorporated by reference into this Item 1.

### Item 1A. Risk Factors

There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2018. If any of the risks discussed in our Annual Report on Form 10-K occur, our business, prospects, liquidity, financial condition and results of operations could be materially and adversely affected, in which case the trading price of our common stock could decline significantly and you could lose all or a part of your investment. Some statements in this Quarterly Report on Form 10-Q constitute forward-looking statements. Please refer to Part I, Item 2 of this Quarterly Report on Form 10-Q entitled “Cautionary Note Concerning Forward-Looking Statements.”

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On February 21, 2019, our board of directors discontinued and cancelled the 2018 Repurchase Program and approved 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. Purchases of common stock pursuant to the 2019 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 2019 Repurchase Program to repurchase any specific number or dollar amount of shares of common stock, and we may modify, suspend or discontinue the 2019 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 Quarterly Report on Form 10-Q, no shares of common stock have been repurchased under the 2019 Repurchase Program.

Item 6. Exhibits

| Exhibit Number | Exhibit Description  |
|----------------|--|
| <u>3.1</u>     | 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))  |
| <u>3.2</u>     | 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))  |
| <u>10.1</u> †  | Amended and Restated 2013 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (filed February 26, 2019))   |
| <u>10.2</u> †  | 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))  |
| <u>10.3</u> †  | 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))  |
| <u>10.4</u> †  | Form of Time-Vested Restricted Stock Unit Award Agreement  |
| <u>10.5</u> †  | Form of Performance-Based Cash Award Agreement   |
| <u>10.6</u> †  | Form of Performance-Based Restricted Stock Unit Award Agreement (earnings per share)   |
| <u>10.7</u> †  | Form of Performance-Based Restricted Stock Unit Award Agreement (total stockholder return)   |
| <u>10.8</u>    | 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))  |
| <u>10.9</u>    | 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. and Weyerhaeuser Company (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (filed April 4, 2019))  |
| <u>31.1</u>    | Chief Executive Officer Section 302 Certification of the Sarbanes-Oxley Act of 2002  |
| <u>31.2</u>    | Chief Financial Officer Section 302 Certification of the Sarbanes-Oxley Act of 2002  |
| <u>32.1</u>    | Chief Executive Officer Section 906 Certification of the Sarbanes-Oxley Act of 2002  |
| <u>32.2</u>    | Chief Financial Officer Section 906 Certification of the Sarbanes-Oxley Act of 2002  |
| 101            | The following materials from TRI Pointe Group, Inc.'s Quarterly Report on Form 10-Q for the three months ended March 31, 2019, formatted in 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) Condensed Notes to Consolidated Financial Statement. |

† Management Contract or Compensatory Plan or Arrangement

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SIGNATURES

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

TRI Pointe Group, Inc.

Date: April 25, 2019 By: /s/ Douglas F. Bauer  
Douglas F. Bauer  
Chief Executive Officer  
(Principal Executive Officer)

Date: April 25, 2019 By: /s/ Michael D. Grubbs  
Michael D. Grubbs  
Chief Financial Officer  
(Principal Financial Officer)

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