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DELTA REPORT

10-Q

FPH - FIVE POINT HOLDINGS, LLC

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS	1192
CHANGES	391
DELETIONS	581
ADDITIONS	220

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

Form 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2023 March 31, 2024

OR

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

For the transition period from to

Commission File Number 001-38088

Five Point Holdings, LLC

(Exact name of registrant as specified in its charter)

Delaware	**27-0599397**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
2000 FivePoint 4th Floor Irvine California	**92618**
(Address of Principal Executive Offices)	(Zip code)

(949) 349-1000

(Registrant's telephone number, including area code)

Not Applicable

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common shares	FPH	New York Stock Exchange

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	☐

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 ☒

As of October 13, 2023 April 12, 2024, 69,199,938 69,358,504 Class A common shares and 79,233,544 Class B common shares were outstanding.

FIVE POINT HOLDINGS, LLC

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FORM 10-Q

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements that are subject to risks and uncertainties. These statements concern expectations, beliefs, projections, plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. When used, the words "anticipate," "believe," "expect," "intend," "may," "might," "plan," "estimate," "project," "should," "will," "would," "result" and similar expressions that do not relate solely to historical matters are intended to identify forward-looking statements. This report may contain forward-looking statements regarding: our expectations of our future revenues, costs and financial performance; the impact of inflation and interest rates; future demographics and market conditions, including housing supply levels, in the areas where our communities are located; the outcome of pending litigation and its effect on our operations; the timing of our development activities; and the timing of future real estate purchases or sales, including anticipated deliveries of homesites and anticipated amenities in our communities.

We caution you that any forward-looking statements presented in this report are based on our current views and information currently available to us. Forward-looking statements are subject to risks, trends, uncertainties and factors that are beyond our control. We believe these risks and uncertainties include, but are not limited to, the following:

- uncertainties and risks related to public health issues such as a major epidemic or pandemic, including COVID-19; pandemic;
- risks associated with the real estate industry;
- downturns in economic conditions or demographic changes at the national, regional or local levels, particularly in the areas where our properties are located;
- uncertainty and risks related to zoning and land use laws and regulations, including environmental planning and protection laws;
- risks associated with development and construction projects;
- adverse developments in the economic, political, competitive or regulatory climate of California;
- loss of key personnel;
- uncertainties and risks related to adverse weather conditions, natural disasters and climate change;

- fluctuations in interest rates;
- the availability of cash for distribution and debt service and exposure to risk of default under debt obligations;
- exposure to liability relating to environmental and health and safety matters;
- exposure to litigation or other claims;
- insufficient amounts of insurance or exposure to events that are either uninsured or underinsured;
- intense competition in the real estate market and our ability to sell properties at desirable prices;
- fluctuations in real estate values;
- changes in property taxes;
- risks associated with our trademarks, trade names and service marks;
- conflicts of interest with our directors;
- general volatility of the capital and credit markets and the price of our Class A common shares; and
- risks associated with public or private financing or the unavailability thereof.

Please see Part I, Item 1A, “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023, as well as other risks and uncertainties detailed from time to time in our subsequent Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission, for a more detailed discussion of these and other risks.

Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. We caution you therefore against relying on any of these forward-looking statements.

While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. They are based on estimates and assumptions only as of the date of this report. We undertake no obligation to update or revise any forward-looking statement to reflect changes in underlying assumptions or factors, new information, data or methods, future events or other changes, except as required by applicable law.

PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

FIVE POINT HOLDINGS, LLC
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except shares)
(Unaudited)

		September 30, 2023	December 31, 2022		
	March 31, 2024			March 31, 2024	December 31, 2023
ASSETS	**ASSETS**				
INVENTORIES					
INVENTORIES					
INVENTORIES	INVENTORIES	$2,252,783	$2,239,125		
INVESTMENT IN UNCONSOLIDATED ENTITIES	INVESTMENT IN UNCONSOLIDATED ENTITIES	301,436	331,594		
PROPERTIES AND EQUIPMENT, NET	PROPERTIES AND EQUIPMENT, NET	29,381	30,243		
INTANGIBLE ASSET, NET—RELATED PARTY					
INTANGIBLE ASSET, NET—RELATED PARTY					
INTANGIBLE ASSET, NET—RELATED PARTY	INTANGIBLE ASSET, NET—RELATED PARTY	31,029	40,257		
CASH AND CASH EQUIVALENTS	CASH AND CASH EQUIVALENTS	218,264	131,771		
RESTRICTED CASH AND CERTIFICATES OF DEPOSIT	RESTRICTED CASH AND CERTIFICATES OF DEPOSIT	992	992		
RELATED PARTY ASSETS	RELATED PARTY ASSETS	91,103	97,126		

OTHER ASSETS	OTHER ASSETS	9,559	14,676
TOTAL	TOTAL	$2,934,547	$2,885,784
LIABILITIES AND CAPITAL	**LIABILITIES AND CAPITAL**		
LIABILITIES AND CAPITAL			
LIABILITIES AND CAPITAL			
LIABILITIES:	LIABILITIES:		
LIABILITIES:			
LIABILITIES:			
Notes payable, net			
Notes payable, net			
Notes payable, net	Notes payable, net	$ 621,802	$ 620,651
Accounts payable and other liabilities	Accounts payable and other liabilities	100,101	94,426
Related party liabilities			
Related party liabilities			
Related party liabilities	Related party liabilities	81,547	93,086
Deferred income tax liability, net	Deferred income tax liability, net	11,506	11,506
Payable pursuant to tax receivable agreement	Payable pursuant to tax receivable agreement	173,208	173,068
Total liabilities	Total liabilities	988,164	992,737
COMMITMENTS AND CONTINGENT LIABILITIES (Note 11)	COMMITMENTS AND CONTINGENT LIABILITIES (Note 11)		
COMMITMENTS AND CONTINGENT LIABILITIES (Note 11)			
COMMITMENTS AND CONTINGENT LIABILITIES (Note 11)			
REDEEMABLE NONCONTROLLING INTEREST	REDEEMABLE NONCONTROLLING INTEREST	25,000	25,000
CAPITAL:	CAPITAL:		
Class A common shares; No par value; Issued and outstanding: September 30, 2023—69,199,938 shares; December 31, 2022—69,068,354 shares			
Class B common shares; No par value; Issued and outstanding: September 30, 2023—79,233,544 shares; December 31, 2022—79,233,544 shares			
Class A common shares; No par value; Issued and outstanding: March 31, 2024—69,358,504 shares; December 31, 2023—69,199,938 shares			
Class A common shares; No par value; Issued and outstanding: March 31, 2024—69,358,504 shares; December 31, 2023—69,199,938 shares			
Class A common shares; No par value; Issued and outstanding: March 31, 2024—69,358,504 shares; December 31, 2023—69,199,938 shares			

Class B common shares; No par value; Issued and outstanding: March 31, 2024—79,233,544 shares; December 31, 2023—79,233,544 shares			
Class B common shares; No par value; Issued and outstanding: March 31, 2024—79,233,544 shares; December 31, 2023—79,233,544 shares			
Class B common shares; No par value; Issued and outstanding: March 31, 2024—79,233,544 shares; December 31, 2023—79,233,544 shares			
Contributed capital			
Contributed capital			
Contributed capital	Contributed capital	590,551	587,733
Retained earnings	Retained earnings	59,024	33,386
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(2,914)	(2,988)
Total members' capital	Total members' capital	646,661	618,131
Noncontrolling interests	Noncontrolling interests	1,274,722	1,249,916
Total capital	Total capital	1,921,383	1,868,047
TOTAL	TOTAL	$2,934,547	$2,885,784

See accompanying notes to unaudited condensed consolidated financial statements.

FIVE POINT HOLDINGS, LLC
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except share and per share amounts)
(Unaudited)

	Three Months Ended March 31,	
	Three Months Ended March 31,	
	Three Months Ended March 31,	
	2024	
	2024	
	2024	
REVENUES:		
REVENUES:		
REVENUES:		
Land sales		
Land sales		
Land sales		
Land sales—related party		
Land sales—related party		
Land sales—related party		
Management services—related party		
Management services—related party		
Management services—related party		
Operating properties		
Operating properties		

Operating properties
Total revenues
Total revenues
Total revenues
COSTS AND EXPENSES:
COSTS AND EXPENSES:
COSTS AND EXPENSES:
Land sales
Land sales
Land sales
Management services
Management services
Management services
Operating properties
Operating properties
Operating properties
Selling, general, and administrative
Selling, general, and administrative
Selling, general, and administrative

		Three Months Ended September 30,		Nine Months Ended September 30,	
Total costs and expenses					
		2023	2022	2023	2022
REVENUES:					
Land sales		$ 60,694	$ 72	$ 60,685	$ 643
Land sales—related party		—	2,817	595	4,529
Management services—related party		4,502	12,108	29,512	18,358
Operating properties		727	419	2,181	2,165
Total revenues		65,923	15,416	92,973	25,695
COSTS AND EXPENSES:					
Land sales		38,967	—	38,967	—
Management services		2,371	7,488	14,419	12,372
Operating properties		1,351	1,580	4,321	5,797
Selling, general, and administrative		11,938	12,030	38,400	41,472
Restructuring		—	—	—	19,437
Total costs and expenses	Total costs and expenses	54,627	21,098	96,107	79,078
OTHER INCOME:					
Total costs and expenses					
OTHER INCOME (EXPENSE):					
OTHER INCOME (EXPENSE):					
OTHER INCOME (EXPENSE):					
Interest income					
Interest income					
Interest income	Interest income	2,413	307	4,542	445
Miscellaneous	Miscellaneous	1,074	112	1,033	336
Total other income		3,487	419	5,575	781
EQUITY IN (LOSS) EARNINGS FROM UNCONSOLIDATED ENTITIES		(622)	(4,265)	52,554	(4,654)

Miscellaneous
Miscellaneous
Total other (expense) income
Total other (expense) income
Total other (expense) income
EQUITY IN EARNINGS FROM UNCONSOLIDATED ENTITIES

EQUITY IN EARNINGS FROM UNCONSOLIDATED ENTITIES					
EQUITY IN EARNINGS FROM UNCONSOLIDATED ENTITIES					
INCOME (LOSS) BEFORE INCOME TAX PROVISION					
INCOME (LOSS) BEFORE INCOME TAX PROVISION					
INCOME (LOSS) BEFORE INCOME TAX PROVISION	INCOME (LOSS) BEFORE INCOME TAX PROVISION	14,161	(9,528)	54,995	(57,256)
INCOME TAX PROVISION	INCOME TAX PROVISION	(3)	(3)	(16)	(16)
INCOME TAX PROVISION					
INCOME TAX PROVISION					
NET INCOME (LOSS)					
NET INCOME (LOSS)					
NET INCOME (LOSS)	NET INCOME (LOSS)	14,158	(9,531)	54,979	(57,272)
LESS NET INCOME (LOSS) ATTRIBUTABLE TO NONCONTROLLING INTERESTS	LESS NET INCOME (LOSS) ATTRIBUTABLE TO NONCONTROLLING INTERESTS	7,555	(5,092)	29,341	(30,592)
LESS NET INCOME (LOSS) ATTRIBUTABLE TO NONCONTROLLING INTERESTS					
LESS NET INCOME (LOSS) ATTRIBUTABLE TO NONCONTROLLING INTERESTS					
NET INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY					
NET INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY					
NET INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY	NET INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY	$ 6,603	$ (4,439)	$ 25,638	$ (26,680)
NET INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY PER CLASS A SHARE	NET INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY PER CLASS A SHARE				
NET INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY PER CLASS A SHARE					
NET INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY PER CLASS A SHARE					
Basic					
Basic					
Basic	Basic	$ 0.10	$ (0.06)	$ 0.37	$ (0.39)
Diluted	Diluted	$ 0.09	$ (0.07)	$ 0.37	$ (0.39)
Diluted					
Diluted					
WEIGHTED AVERAGE CLASS A SHARES OUTSTANDING					
WEIGHTED AVERAGE CLASS A SHARES OUTSTANDING					
WEIGHTED AVERAGE CLASS A SHARES OUTSTANDING	WEIGHTED AVERAGE CLASS A SHARES OUTSTANDING				
Basic	Basic	68,865,783	68,514,843	68,794,915	68,393,923
Basic					
Basic					
Diluted					
Diluted					

Diluted	Diluted	145,312,266	68,879,642	145,064,113	68,758,722
NET INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY PER CLASS B SHARE	NET INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY PER CLASS B SHARE				
NET INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY PER CLASS B SHARE					
NET INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY PER CLASS B SHARE					
Basic and diluted					
Basic and diluted					
Basic and diluted	Basic and diluted	$ 0.00	$ (0.00)	$ 0.00	$ (0.00)
WEIGHTED AVERAGE CLASS B SHARES OUTSTANDING	WEIGHTED AVERAGE CLASS B SHARES OUTSTANDING				
WEIGHTED AVERAGE CLASS B SHARES OUTSTANDING					
WEIGHTED AVERAGE CLASS B SHARES OUTSTANDING					
Basic and diluted					
Basic and diluted					
Basic and diluted	Basic and diluted	79,233,544	79,233,544	79,233,544	79,233,544

See accompanying notes to unaudited condensed consolidated financial statements.

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FIVE POINT HOLDINGS, LLC
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands)
(Unaudited)

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		2024			
		2024			
		2024			
NET INCOME (LOSS)					
NET INCOME (LOSS)					
NET INCOME (LOSS)	NET INCOME (LOSS)	$ 14,158	$ (9,531)	$ 54,979	$ (57,272)
OTHER COMPREHENSIVE INCOME:	OTHER COMPREHENSIVE INCOME:				
OTHER COMPREHENSIVE INCOME:					
OTHER COMPREHENSIVE INCOME:					
Reclassification of actuarial loss on defined benefit pension plan included in net income (loss)					
Reclassification of actuarial loss on defined benefit pension plan included in net income (loss)					
Reclassification of actuarial loss on defined benefit pension plan included in net income (loss)	Reclassification of actuarial loss on defined benefit pension plan included in net income (loss)	41	13	122	39

Other comprehensive income before taxes	41	13	122	39
INCOME TAX PROVISION RELATED TO OTHER COMPREHENSIVE INCOME	—	—	—	—
OTHER COMPREHENSIVE INCOME—Net of tax	41	13	122	39
COMPREHENSIVE INCOME (LOSS)	14,199	(9,518)	55,101	(57,233)
LESS COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO NONCONTROLLING INTERESTS	7,571	(5,087)	29,387	(30,577)
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY	$ 6,628	$ (4,431)	$ 25,714	$ (26,656)

Other comprehensive income before taxes
Other comprehensive income before taxes
INCOME TAX PROVISION RELATED TO OTHER COMPREHENSIVE INCOME
INCOME TAX PROVISION RELATED TO OTHER COMPREHENSIVE INCOME
OTHER COMPREHENSIVE INCOME—Net of tax
OTHER COMPREHENSIVE INCOME—Net of tax
COMPREHENSIVE INCOME (LOSS)
COMPREHENSIVE INCOME (LOSS)
LESS COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO NONCONTROLLING INTERESTS
LESS COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO NONCONTROLLING INTERESTS
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY

See accompanying notes to unaudited condensed consolidated financial statements.

FIVE POINT HOLDINGS, LLC
CONDENSED CONSOLIDATED STATEMENTS OF CAPITAL
(In thousands, except share amounts)
(Unaudited)

	Class A Common Shares	Class B Common Shares	Contributed Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Members' Capital	Noncontrolling Interests	Total Capital
BALANCE - June 30, 2023	69,199,938	79,233,544	$ 589,634	$ 52,421	$ (2,939)	$ 639,116	$ 1,269,210	$ 1,908,326

Class A Common Shares	Class A Common Shares	Class B Common Shares	Contributed Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Members' Capital	Noncontrolling Interests
BALANCE - December 31, 2023							

Net income	Net income	—	—	—	6,603	—	6,603	7,555	14,158
Share-based compensation expense	Share-based compensation expense	—	—	917	—	—	917	—	917
Reacquisition of share-based compensation awards for tax-withholding purposes									
Issuance of share-based compensation awards									
Settlement of restricted share units for Class A common shares									
Other comprehensive income—net of tax of $2									
Adjustment to liability recognized under tax receivable agreement —net of tax of $40									
Adjustment to liability recognized under tax receivable agreement —net of tax of $40									
Adjustment to liability recognized under tax receivable agreement —net of tax of $40									
Adjustment of noncontrolling interest in the Operating Company									
BALANCE - March 31, 2024									
BALANCE - December 31, 2022									
BALANCE - December 31, 2022									
BALANCE - December 31, 2022									
Net loss									
Share-based compensation expense									
Reacquisition of share-based compensation awards for tax-withholding purposes									
Issuance of share-based compensation awards, net of forfeitures									
Other comprehensive income—net of tax of $0	Other comprehensive income—net of tax of $0	—	—	—	—	25	25	16	41

	Class A Common Shares	Class B Common Shares	Contributed Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Members' Capital	Noncontrolling Interests	Total Capital
Tax distributions to noncontrolling interests	—	—	—	—	—	—	(2,059)	(2,059)
BALANCE - September 30, 2023	69,199,938	79,233,544	$ 590,551	$ 59,024	$ (2,914)	$ 646,661	$ 1,274,722	$ 1,921,383
BALANCE - June 30, 2022	69,068,354	79,233,544	$ 586,267	$ 26,548	$ (1,925)	$ 610,890	$ 1,244,424	$ 1,855,314
Net loss	—	—	—	(4,439)	—	(4,439)	(5,092)	(9,531)
Share-based compensation expense	—	—	687	—	—	687	—	687
Other comprehensive income—net of tax of $0	—	—	—	—	8	8	5	13
BALANCE - September 30, 2022	69,068,354	79,233,544	$ 586,954	$ 22,109	$ (1,917)	$ 607,146	$ 1,239,337	$ 1,846,483
Adjustment to liability recognized under tax receivable agreement—net of tax of $0								
Adjustment of noncontrolling interest in the Operating Company								
BALANCE - March 31, 2023								

See accompanying notes to unaudited condensed consolidated financial statements.

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FIVE POINT HOLDINGS, LLC
CONDENSED CONSOLIDATED STATEMENTS OF CAPITAL
(In thousands, except share amounts)
(Unaudited)

	Class A Common Shares	Class B Common Shares	Contributed Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Members' Capital	Noncontrolling Interests	Total Capital
BALANCE - December 31, 2022	69,068,354	79,233,544	$ 587,733	$ 33,386	$ (2,988)	$ 618,131	$ 1,249,916	$ 1,868,047
Net income	—	—	—	25,638	—	25,638	29,341	54,979
Share-based compensation expense	—	—	2,610	—	—	2,610	—	2,610
Reacquisition of share-based compensation awards for tax-withholding purposes	(83,660)	—	(202)	—	—	(202)	—	(202)
Issuance of share-based compensation awards, net of forfeitures	215,244	—	—	—	—	—	—	—
Other comprehensive income—net of tax of $0	—	—	—	—	76	76	46	122
Tax distributions to noncontrolling interests	—	—	—	—	—	—	(4,033)	(4,033)
Adjustment to liability recognized under tax receivable agreement—net of tax of $0	—	—	(140)	—	—	(140)	—	(140)
Adjustment of noncontrolling interest in the Operating Company	—	—	550	—	(2)	548	(548)	—
BALANCE - September 30, 2023	69,199,938	79,233,544	$ 590,551	$ 59,024	$ (2,914)	$ 646,661	$ 1,274,722	$ 1,921,383
BALANCE - December 31, 2021	70,107,552	79,233,544	$ 587,587	$ 48,789	$ (1,952)	$ 634,424	$ 1,265,954	$ 1,900,378
Net loss	—	—	—	(26,680)	—	(26,680)	(30,592)	(57,272)
Share-based compensation expense	—	—	5,451	—	—	5,451	—	5,451
Reacquisition of share-based compensation awards for tax-withholding purposes	(417,716)	—	(2,736)	—	—	(2,736)	—	(2,736)

Forfeitures of share-based compensation awards, net of issuances	(621,482)	—	—	—	—	—	—	—
Other comprehensive income—net of tax of $0	—	—	—	—	24	24	15	39
Tax distributions to noncontrolling interests	—	—	—	—	—	—	(435)	(435)
Adjustment to liability recognized under tax receivable agreement—net of tax of $0	—	—	1,058	—	—	1,058	—	1,058
Adjustment of noncontrolling interest in the Operating Company	—	—	(4,406)	—	11	(4,395)	4,395	—
BALANCE - September 30, 2022	69,068,354	79,233,544	$ 586,954	$ 22,109	$ (1,917)	$ 607,146	$ 1,239,337	$ 1,846,483

See accompanying notes to unaudited condensed consolidated financial statements.

FIVE POINT HOLDINGS, LLC

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

		Nine Months Ended September 30,	
		2023	2022
	Three Months Ended March 31,		
	2024	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES:	CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	Net income (loss)	$ 54,979	$ (57,272)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Equity in (earnings) loss from unconsolidated entities		(52,554)	4,654
Net income (loss)			
Net income (loss)			
Adjustments to reconcile net income (loss) to net cash used in operating activities:			
Equity in earnings from unconsolidated entities			
Equity in earnings from unconsolidated entities			
Equity in earnings from unconsolidated entities			
Return on investment from Great Park Venture	Return on investment from Great Park Venture	52,736	—
Deferred income taxes			
Depreciation and amortization	Depreciation and amortization	13,077	9,763
Share-based compensation	Share-based compensation	2,610	5,451
Share-based compensation			
Share-based compensation			
Changes in operating assets and liabilities:	Changes in operating assets and liabilities:		
Inventories			
Inventories			

Inventories	Inventories	(12,245)	(131,288)
Related party assets	Related party assets	4,244	(4,778)
Other assets	Other assets	3,581	(878)
Accounts payable and other liabilities	Accounts payable and other liabilities	5,893	(7,866)
Related party liabilities	Related party liabilities	(7,257)	7,191
Net cash provided by (used in) operating activities		65,064	(175,023)
Net cash used in operating activities			
CASH FLOWS FROM INVESTING ACTIVITIES:	CASH FLOWS FROM INVESTING ACTIVITIES:		
Return of investment from Great Park Venture			
Return of investment from Great Park Venture			
Return of investment from Great Park Venture	Return of investment from Great Park Venture	29,028	—
Return of investment from Valencia Landbank Venture	Return of investment from Valencia Landbank Venture	918	2,464
Contribution to Valencia Landbank Venture		—	(95)
Purchase of properties and equipment			
Purchase of properties and equipment			
Purchase of properties and equipment	Purchase of properties and equipment	—	(62)
Net cash provided by investing activities	Net cash provided by investing activities	29,946	2,307
CASH FLOWS FROM FINANCING ACTIVITIES:	CASH FLOWS FROM FINANCING ACTIVITIES:		
Payment of financing costs			
Payment of financing costs			
Payment of financing costs			
Related party reimbursement obligation			
Related party reimbursement obligation			
Related party reimbursement obligation	Related party reimbursement obligation	(4,282)	(3,196)
Reacquisition of share-based compensation awards for tax-withholding purposes	Reacquisition of share-based compensation awards for tax-withholding purposes	(202)	(2,736)
Reacquisition of share-based compensation awards for tax-withholding purposes			
Reacquisition of share-based compensation awards for tax-withholding purposes			
Repayments of notes payable			
Tax distributions to noncontrolling interests	Tax distributions to noncontrolling interests	(4,033)	(435)

Net cash used in financing activities	Net cash used in financing activities	(8,517)	(6,367)
NET INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH		86,493	(179,083)
Net cash used in financing activities Net cash used in financing activities			
NET DECREASE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH			
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH—Beginning of period	CASH, CASH EQUIVALENTS, AND RESTRICTED CASH—Beginning of period	132,763	266,792
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH—End of period	CASH, CASH EQUIVALENTS, AND RESTRICTED CASH—End of period	$219,256	$ 87,709

SUPPLEMENTAL CASH FLOW INFORMATION (Note 12)

See accompanying notes to unaudited condensed consolidated financial statements.

FIVE POINT HOLDINGS, LLC
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. BUSINESS AND ORGANIZATION

Five Point Holdings, LLC, a Delaware limited liability company (the “Holding Company” and, together with its consolidated subsidiaries, the “Company”), is an owner and developer of mixed-use planned communities in California. The Holding Company owns all of its assets and conducts all of its operations through Five Point Operating Company, LP, a Delaware limited partnership (the “Operating Company”), and its subsidiaries.

The Company has two classes of shares outstanding: Class A common shares and Class B common shares. Holders of Class A common shares and holders of Class B common shares are entitled to one vote for each share held of record on all matters submitted to a vote of shareholders, and are both entitled to receive distributions at the same time. However, the distributions paid to holders of Class B common shares are in an amount per share equal to 0.0003 multiplied by the amount paid per Class A common share.

The Company presents noncontrolling interests on the Company’s condensed consolidated balance sheet and classifies such interests within capital but separate from the Company’s Class A and Class B members’ capital. Noncontrolling interests represent equity interests in the Company’s consolidated subsidiaries held by partners in the Operating Company, excluding the Holding Company, and members in The Shipyard Communities, LLC (the “San Francisco Venture”), excluding the Operating Company (see Note 5).

The Company has an entity structure in which the Company’s two largest equity owners, Lennar Corporation (“Lennar”) and Castlelake, LP (“Castlelake”), and the Company’s founder and Chairman Emeritus, Emile Haddad, separately hold, in addition to interests in the Company’s common shares, equity interests in either or both the Operating Company or the San Francisco Venture that can be exchanged for, at the Company’s option, either the Company’s Class A common shares or cash. The diagram below presents a simplified depiction of the Company’s organizational structure as of September 30, 2023 March 31, 2024:

2022 Org Chart.jpg

(1) A wholly owned subsidiary of the Holding Company serves as the sole managing general partner of the Operating Company. As of September 30, 2023 March 31, 2024, the Company owned approximately 62.6% of the outstanding Class A Common Units of the Operating Company. After a one year holding period, a holder of Class A Common Units of the Operating Company can exchange the units for, at the Company’s option, either Class A common shares of the Holding Company, on a one-for-one basis, or cash equal to the fair market value of such shares. Until Class A Common Units of the Operating Company are exchanged or redeemed, the capital associated with Class A Common Units of the Operating Company not held by the Holding Company is presented within "noncontrolling interests" “noncontrolling interests” on the Company’s condensed consolidated balance sheet. Assuming the exchange of all outstanding Class A Common Units of the Operating Company and all outstanding Class A units of the San Francisco Venture (see (2)

below), that are not held by the Company, based on the closing price of the Company’s Class A common shares on October 13, 2023 April 12, 2024 ($2.63) 3.17), the equity market capitalization of the Company was approximately $390.4 million $471.1 million.

(2) The Operating Company owns all of the outstanding Class B units of the San Francisco Venture, the entity developing the Candlestick and The San Francisco Shipyard communities. The Class A units of the San Francisco Venture, which the Operating Company does not own, are intended to be economically equivalent to Class A Common Units of the Operating Company. As the holder of all outstanding Class B units of the San Francisco Venture, the Operating Company is entitled to receive 99% of available cash from the San Francisco Venture after the holders of Class A units in the San Francisco Venture have received distributions equivalent to the distributions, if any, paid on Class A Common Units of the Operating Company. Class A units of the San Francisco Venture can be exchanged, on a one-for-one basis, for Class A Common Units of the Operating Company (See Note 5). Until exchanged or redeemed through the Operating Company, the capital associated with Class A units of the San Francisco Venture is presented within "noncontrolling interests" “noncontrolling interests” on the Company’s condensed consolidated balance sheet.

(3) Together, the Operating Company, Five Point Communities, LP, a Delaware limited partnership (“FP LP”), and Five Point Communities Management, Inc., a Delaware corporation (“FP Inc.” and together with FP LP, the “Management Company”) own 100% of Five Point Land, LLC, a Delaware limited liability company (“FPL”), the entity developing Valencia, a mixed-use planned community located in northern Los Angeles County, California. The Operating Company has a controlling interest in the Management Company.

(4) Interests in Heritage Fields LLC, a Delaware limited liability company (the “Great Park Venture”), are either “Percentage Interests” or “Legacy Interests.” Holders of the Legacy Interests were entitled to receive priority distributions up to an aggregate amount of $565.0 million, of which $524.3 million $554.4 million had been distributed as of October 13, 2023 April 12, 2024 (See Note 4). The Company owns a 37.5% Percentage Interest in the Great Park Venture and serves as its administrative member. However, management of the Great Park Venture is vested in the four voting members, who have a total of five votes. Major decisions generally require the approval of at least 75% of the votes of the voting members. The Company has two votes, and the other three voting members each have one vote, so the Company is unable to approve any major decision without the consent or approval of at least two of the other voting members. The Company does not include the Great Park Venture as a consolidated subsidiary, but rather as an equity method investee, in its condensed consolidated financial statements.

(5) The Company owns a 75% interest in Five Point Office Venture Holdings I, LLC, a Delaware limited liability company (the “Gateway Commercial Venture”). The Company manages the Gateway Commercial Venture, however, the manager’s authority is limited. Major decisions by the Gateway Commercial Venture generally require unanimous approval by an executive committee composed of two people designated by the Company and two people designated by another investor. Some decisions require approval by all of the members of the Gateway Commercial Venture. The Company does not include the Gateway Commercial Venture as a consolidated subsidiary, but rather as an equity method investee, in its condensed consolidated financial statements.

2. BASIS OF PRESENTATION

Principles of consolidation—The accompanying condensed consolidated financial statements include the accounts of the Holding Company and the accounts of all subsidiaries in which the Holding Company has a controlling interest and the consolidated accounts of variable interest entities (“VIEs”) in which the Holding Company is deemed to be the primary beneficiary. All intercompany transactions and balances have been eliminated in consolidation.

Unaudited interim financial information—The accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) for interim financial information, the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by U.S. GAAP for complete financial statements. These condensed consolidated financial statements should be read in conjunction with the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023. In the opinion of management, all adjustments (including normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results and cash flows for the three and nine months ended September 30, 2023 March 31, 2024 are not necessarily indicative of the operating results and cash flows that may be expected for the full year.

Use of estimates—The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Management evaluates its estimates on an ongoing basis and makes revisions to these estimates and related disclosures as experience develops or new information becomes known. Actual results could differ from those estimates.

Miscellaneous other income expense—Miscellaneous other income expense consisted of the following (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net periodic pension (cost) benefit	$ (21)	$ 112	$ (62)	$ 336
Other	1,095	—	1,095	—
Total miscellaneous other income	$ 1,074	$ 112	$ 1,033	$ 336

	Three Months Ended March 31,	
	2024	2023
Net periodic pension benefit (cost)	$ 24	$ (21)
Other(1)	(5,931)	—
Total miscellaneous other expense	$ (5,907)	$ (21)

(1) In January 2024, the Company settled an exchange offer on its $625.0 million 7.875% Senior Notes (see Note 9). For the three months ended March 31, 2024, the Company incurred $5.9 million in third party costs related to the debt modification, which is included in other in the table above.

Recently adopted issued accounting pronouncements—There are no recent accounting pronouncements that have had or are expected In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, *Segment Reporting (Topic 280): Improvements to have a material impact Reportable Segment Disclosures*, which primarily requires expanded disclosure of significant segment expenses and other segment items on an annual and interim basis. The standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The standard will be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the effect of this update on the Company's condensed consolidated financial statements statement disclosures.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which primarily requires expanded disclosures for income taxes paid and the effective tax rate reconciliation. The standard is effective for fiscal years beginning after December 15, 2024, with early adoption permitted and can be applied on either a prospective or retrospective basis. The Company is currently evaluating the effect of this update on the Company's financial statement disclosures.

3. REVENUES

The following tables present the Company's consolidated revenues disaggregated by revenue source and reporting segment (in thousands):

		Three Months Ended September 30, 2023					
		Valencia	San Francisco	Great Park(1)	Commercial(1)	Total	V
		Three Months Ended March 31, 2024					
		Three Months Ended March 31, 2024					
		Three Months Ended March 31, 2024					
		Valencia					
		Valencia					
		Valencia					
Land sales and land sales—related party							
Land sales and land sales—related party							
Land sales and land sales—related party	Land sales and land sales—related party	$ 60,694	$ —	$ —	$ —	$ 60,694	$ [illegible]
Management services—related party	Management services—related party	—	—	4,392	110	4,502	
Management services—related party							
Management services—related party							
Operating properties	Operating properties	250	—	—	—	250	
		60,944	—	4,392	110	65,446	
Operating properties							
Operating properties							
		607					
		607					
		607					
Operating properties leasing revenues	Operating properties leasing revenues	312	165	—	—	477	
		$ 61,256	$ 165	$ 4,392	$ 110	$ 65,923	$ [illegible]
Operating properties leasing revenues							

Operating properties leasing revenues

$

$

$

Three Months Ended March 31, 2023

Three Months Ended March 31, 2023

Three Months Ended March 31, 2023

Valencia

Valencia

Valencia

Land sales and land sales—related party

Land sales and land sales—related party

Management services—related party

Management services—related party

Operating properties

Operating properties

957

957

957

Operating properties leasing revenues

Operating properties leasing revenues

Operating properties leasing revenues

$

$

$

	Three Months Ended September 30, 2022					Nine Months Ended September 30, 2022				
	Valencia	San Francisco	Great Park(1)	Commercial(1)	Total	Valencia	San Francisco	Great Park(1)	Commercial(1)	Total
Land sales and land sales—related party	$ 2,889	$ —	$ —	$ —	$ 2,889	$ 5,172	$ —	$ —	$ —	$ 5,172
Management services—related party	—	—	12,000	108	12,108	—	—	18,046	312	18,358
Operating properties	(46)	—	—	—	(46)	870	—	—	—	870
	2,843	—	12,000	108	14,951	6,042	—	18,046	312	24,400
Operating properties leasing revenues	239	226	—	—	465	767	528	—	—	1,295
	$ 3,082	$ 226	$ 12,000	$ 108	$ 15,416	$ 6,809	$ 528	$ 18,046	$ 312	$ 25,695

(1) The tables above do not include revenues of the Great Park Venture and the Gateway Commercial Venture, which are included in the Company's reporting segment totals (see Notes 4 and 13).

The opening and closing balances of the Company's contract assets for the nine three months ended September 30, 2023 March 31, 2024 were $86.5 million $72.1 million ($79.9 69.1 million related party, see Note 8) and $79.7 million $69.7 million ($75.6 million related party, see Note 8), respectively. The opening and closing balances of the Company's contract assets for the nine months ended September 30, 2022 were $87.6 million ($79.1 million related party, see Note 8) and $93.9 million ($87.0 67.5 million related party, see Note 8), respectively. The decrease of $6.8 million $2.4 million for the nine three months ended September 30, 2023 March 31, 2024 between the opening and closing balances of the Company's contract assets primarily resulted from the receipt of marketing fees from homebuilders from prior period land sales and the receipt of $24.6 $7.2 million in incentive compensation payments from the Great Park Venture partially offset by additional incentive compensation revenue earned during the period from the Company's amended and restated development management agreement (" ("A&R DMA" DMA") with the Great Park Venture (see Note 8).

The increase opening and closing balances of $6.3 million the Company's contract assets for the nine three months ended September 30, 2022 March 31, 2023 were $86.5 million ($79.9 million related party, see Note 8) and $86.0 million ($80.4 million related party, see Note 8), respectively. The decrease of $0.5 million for the three months ended March 31, 2023 between the opening and closing balances of the Company's contract assets primarily resulted from additional incentive compensation revenue during the period that resulted from changes in the estimated constrained transaction price partially offset by the receipt of marketing fees from homebuilders from prior period land sales. sales offset by additional incentive compensation revenue earned during the period from the Company's A&R DMA with the Great Park Venture (see Note 8).

The opening and closing balances of the Company's other receivables from contracts with customers and contract liabilities for the nine three months ended September 30, 2023 March 31, 2024 and 2022 2023 were insignificant.

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4. INVESTMENT IN UNCONSOLIDATED ENTITIES

Great Park Venture

The Great Park Venture has two classes of membership interests—"Percentage Interests" and "Legacy Interests." The Operating Company owned 37.5% of the Great Park Venture's Percentage Interests as of September 30, 2023 March 31, 2024. During the nine three months ended September 30, 2023 March 31, 2024, the Great Park Venture made aggregate distributions of $25.5 $7.5 million to holders of Legacy Interests and $218.0 $63.7 million to holders of Percentage Interests. The Company received $81.8 $23.9 million for its 37.5% Percentage Interest. As of September 30, 2023 March 31, 2024, Legacy Interest holders were entitled to receive a maximum of $40.7 $10.6 million in distributions to be paid pro-rata with Percentage Interest holders. Approximately 10% of future distributions will be paid to the Legacy Interest holders until such time as the remaining balance has been fully paid. The holders of the Percentage Interests will receive all other distributions.

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The Great Park Venture is the owner of Great Park Neighborhoods, a mixed-use planned community located in Orange County, California. The Company, through the A&R DMA, as amended, manages the planning, development and sale of land at the Great Park Neighborhoods and supervises the day-to-day affairs of the Great Park Venture. The Great Park Venture is governed by an executive committee of representatives appointed by only the holders of Percentage Interests. The Company serves as the administrative member but does not control the actions of the executive committee. The Company accounts for its investment in the Great Park Venture using the equity method of accounting.

The carrying value of the Company's investment in the Great Park Venture is higher than the Company's underlying share of equity in the carrying value of net assets of the Great Park Venture, resulting in a basis difference. The Company's earnings or losses from the equity method investment are adjusted by amortization and accretion of the basis differences as the assets (mainly inventory) and liabilities that gave rise to the basis difference are sold, settled or amortized.

During the nine three months ended September 30, 2023 March 31, 2024, the Great Park Venture recognized $9.4 $11.9 million in land sale revenues to related parties of the Company and $363.1 $80.8 million in land sale revenues to third parties, of which $357.8 million relates to homesites sold to an unaffiliated land banking entity whereby a related party of the Company retained the option to acquire these homesites in the future from the land bank entity. parties.

During the nine three months ended September 30, 2022 March 31, 2023, the Great Park Venture recognized $9.7 $5.5 million in land sale revenues to related parties of the Company and $29.3 $3.1 million in land sale revenues to third parties.

The following table summarizes the statements of operations of the Great Park Venture for the nine three months ended September 30, 2023 March 31, 2024 and 2022 2023 (in thousands):

	Nine Months Ended September 30,	
	2023	2022
Land sale and related party land sale revenues	$ 372,472	$ 39,020
Home sale revenues	—	40,475
Cost of land sales	(165,749)	(15,118)
Cost of home sales	—	(30,784)
Other costs and expenses	(37,204)	(53,251)
Net income (loss) of Great Park Venture	$ 169,519	$ (19,658)
The Company's share of net income (loss)	$ 63,570	$ (7,372)
Basis difference (amortization) accretion, net	(10,498)	1,738
Equity in earnings (loss) from Great Park Venture	$ 53,072	$ (5,634)

	Three Months Ended March 31,	
	2024	2023
Land sale and related party land sale revenues	$ 92,709	$ 8,600
Cost of land sales	(29,958)	—
Other costs and expenses	(9,622)	(5,857)
Net income of Great Park Venture	$ 53,129	$ 2,743
The Company's share of net income	$ 19,923	$ 1,029
Basis difference (amortization) accretion, net	(2,266)	133
Equity in earnings from Great Park Venture	$ 17,657	$ 1,162

The following table summarizes the balance sheet data of the Great Park Venture and the Company's investment balance as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 (in thousands):

		September 30, 2023	December 31, 2022		
March 31, 2024				March 31, 2024	December 31, 2023
Inventories	Inventories	$435,499	$605,893		
Cash and cash equivalents	Cash and cash equivalents	150,555	149,326		
Contract assets, receivable and other assets		165,076	43,955		
Contract assets, receivables and other assets, net					
Total assets	Total assets	$751,130	$799,174		
Accounts payable and other liabilities	Accounts payable and other liabilities	$182,112	$156,085		
Redeemable Legacy Interests					
Redeemable Legacy Interests					
Redeemable Legacy Interests	Redeemable Legacy Interests	40,705	66,254		
Capital (Percentage Interest)	Capital (Percentage Interest)	528,313	576,835		
Total liabilities and capital	Total liabilities and capital	$751,130	$799,174		
The Company's share of capital in Great Park Venture	The Company's share of capital in Great Park Venture	$198,118	$216,313		
Unamortized basis difference	Unamortized basis difference	62,215	72,713		
The Company's investment in the Great Park Venture	The Company's investment in the Great Park Venture	$260,333	$289,026		

Gateway Commercial Venture

The Company owned a 75% interest in the Gateway Commercial Venture as of September 30, 2023 March 31, 2024. The Gateway Commercial Venture is governed by an executive committee in which the Company is entitled to appoint two individuals. One of the other members of the Gateway Commercial Venture is also entitled to appoint two individuals to the executive committee. The unanimous approval of the executive committee is required for certain matters, which limits the Company's ability to control the Gateway Commercial Venture, however, the Company is able to exercise significant influence and therefore accounts for its investment in the Gateway Commercial Venture using the equity method. The Company is the manager of the Gateway Commercial Venture, with responsibility to manage and administer its day-to-day affairs and implement a business plan approved by the executive committee.

The Gateway Commercial Venture owns one commercial office building and approximately 50 acres of commercial land with additional development rights at a 73 acre office, medical, research and development campus located within the Great Park Neighborhoods (the "Five Point Gateway Campus"). The Five Point Gateway Campus consists of four buildings totaling approximately one million square feet. The Company and a subsidiary of Lennar lease portions of the building owned by the Gateway Commercial Venture, and during the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, the Gateway Commercial Venture recognized $6.3 $2.5 million and $6.2 $2.2 million, respectively, in rental revenues from those leasing arrangements.

The following table summarizes the statements of operations of the Gateway Commercial Venture for the nine three months ended September 30, 2023 March 31, 2024 and 2022 2023 (in thousands):

	Nine Months Ended September 30,	
	2023	2022
Rental revenues	$ 6,329	$ 6,248
Rental operating and other expenses	(2,875)	(2,147)
Depreciation and amortization	(2,982)	(2,966)
Interest expense	(1,829)	(1,006)
Net (loss) income of Gateway Commercial Venture	$ (1,357)	$ 129
Equity in (loss) earnings from Gateway Commercial Venture	$ (1,018)	$ 97

	Three Months Ended March 31,	
	2024	2023
Rental revenues	$ 2,549	$ 2,154
Rental operating and other expenses	(968)	(910)
Depreciation and amortization	(1,003)	(994)
Interest expense	(694)	(533)
Net loss of Gateway Commercial Venture	$ (116)	$ (283)
Equity in loss from Gateway Commercial Venture	$ (87)	$ (212)

The following table summarizes the balance sheet data of the Gateway Commercial Venture and the Company's investment balance as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 (in thousands):

		September 30, 2023	December 31, 2022		
	March 31, 2024			March 31, 2024	December 31, 2023
Real estate and related intangible assets, net	Real estate and related intangible assets, net	$ 79,811	$ 82,797		
Cash and restricted cash	Cash and restricted cash	5,843	4,244		
Other assets	Other assets	3,468	4,588		
Total assets	Total assets	$ 89,122	$ 91,629		
Notes payable, net	Notes payable, net	$ 28,902	$ 29,418		

Other liabilities	Other liabilities	7,317	7,951
Members' capital	Members' capital	52,903	54,260
Total liabilities and capital	Total liabilities and capital	$ 89,122	$ 91,629
The Company's investment in the Gateway Commercial Venture	The Company's investment in the Gateway Commercial Venture	$ 39,677	$ 40,695

The In August 2023, the Gateway Commercial Venture refinanced its mortgage note, extending the maturity date to August 2025. As a condition of the refinancing, the Company is subject to certain guaranties of the Gateway Commercial Venture's mortgage note, including an interest and carry guaranty along with a springing guaranty of 50% of the outstanding balance in the event the Gateway Commercial Venture's leases with either the Company or the affiliate of Lennar are no longer in effect and the Gateway Commercial Venture is unable to meet certain financial covenants.

Valencia Landbank Venture

As of September 30, 2023 March 31, 2024, the Company owned a 10% interest in the Valencia Landbank Venture, an entity organized in December 2020 for the purpose of taking assignment from homebuilders of purchase and sale agreements for the purchase of residential lots within the Valencia community. The Valencia Landbank Venture concurrently enters into option and development agreements with homebuilders pursuant to which the homebuilders retain the option to purchase the land to construct and sell homes. The Company does not have a controlling financial interest in the Valencia Landbank Venture, however, the Company has the ability to significantly influence the Valencia Landbank Venture's operating and financial policies, and most major decisions require the Company's approval in addition to the approval of the Valencia Landbank Venture's other unaffiliated member, and therefore the Company accounts for its investment in the Valencia Landbank Venture using the equity method. At September 30, 2023 each of March 31, 2024 and December 31, 2022 December 31, 2023, the Company's investment in the Valencia Landbank Venture was $1.4 $1.2 million, and $1.9 million, respectively, and the Company recognized $0.5 million $16.0 thousand and $0.9 $0.1 million in equity in earnings for the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, respectively.

5. NONCONTROLLING INTERESTS

The Operating Company

The Holding Company's wholly owned subsidiary is the managing general partner of the Operating Company, and at September 30, 2023 March 31, 2024, the Holding Company and its wholly owned subsidiary owned approximately 62.6% of the outstanding Class A Common Units and 100% of the outstanding Class B Common Units of the Operating Company. The Holding Company consolidates

the financial results of the Operating Company and its subsidiaries and records a noncontrolling interest for the remaining 37.4% of the outstanding Class A Common Units of the Operating Company that are owned separately by affiliates of Lennar, affiliates of Castlelake and an entity controlled by Emile Haddad, the Company's Chairman Emeritus of the Board of Directors (the "Management Partner").

After a 12 month holding period, holders of Class A Common Units of the Operating Company may exchange their units for, at the Company's option, either (i) Class A common shares on a one-for-one basis (subject to adjustment in the event of share splits, distributions of shares, warrants or share rights, specified extraordinary distributions and similar events), or (ii) cash in an amount equal to the market value of such shares at the time of exchange. In either situation, an equal number of that holder's Class B common shares will automatically convert into Class A common shares, at a ratio of 0.0003 Class A common shares for each Class B common share. This exchange right is currently exercisable by all holders of outstanding Class A Common Units of the Operating Company.

With each exchange of Class A Common Units of the Operating Company for Class A common shares, the Holding Company's percentage ownership interest in the Operating Company and its share of the Operating Company's cash distributions and profits and losses will increase. Additionally, other issuances of common shares of the Holding Company or common units of the Operating Company result in changes to the noncontrolling interest percentage. Such equity transactions result in an adjustment between members' capital and the noncontrolling interest in the Company's condensed consolidated balance sheet and statement of capital to account for the changes in the noncontrolling interest ownership percentage as well as any change in total net assets of the Company.

During the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, the Holding Company's ownership interest in the Operating Company changed as a result of net equity transactions related to the Company's share-based compensation plan.

The terms of the Operating Company's Limited Partnership Agreement ("LPA") provide for the payment of tax distributions to the Operating Company's partners in an amount equal to the estimated income tax liabilities resulting from taxable income or gain allocated to those parties. The tax distribution provisions in the LPA were included in the Operating Company's governing documents adopted prior to the Company's initial public offering and were designed to provide funds necessary to pay tax liabilities for income that might be allocated, but not paid, to the partners.

Tax distributions to the partners of the Operating Company for the three and nine months ended September 30, 2023 March 31, 2024 and 2022, 2023, were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
	Three Months Ended March 31,			
	Three Months Ended March 31,			
	Three Months Ended March 31,			
	2024			
	2024			
	2024			
Management Partner				
Management Partner				
Management Partner Management Partner	$ 2,059	$ —	$ 4,033	$ 435
Other partners (excluding the Holding Company) Other partners (excluding the Holding Company)	—	—	—	—
Other partners (excluding the Holding Company)				
Other partners (excluding the Holding Company)				
Total tax distributions Total tax distributions	$ 2,059	$ —	$ 4,033	$ 435
Total tax distributions				
Total tax distributions				

Generally, tax distributions are treated as advance distributions under the LPA and are taken into account when determining the amounts otherwise distributable under the LPA.

The San Francisco Venture

The San Francisco Venture has three classes of units—Class A, Class B and Class C units. The Operating Company owns all of the outstanding Class B units of the San Francisco Venture. All of the outstanding Class A units are owned by Lennar and Castlelake. The Class A units of the San Francisco Venture are intended to be substantially economically equivalent to the Class A Common Units of the Operating Company. The Class A units of the San Francisco Venture represent noncontrolling interests to the Operating Company.

Holders of Class A units of the San Francisco Venture can redeem their units at any time and receive Class A Common Units of the Operating Company on a one-for-one basis (subject to adjustment in the event of share splits, distributions of shares, warrants or share rights, specified extraordinary distributions and similar events). If a holder requests a redemption of Class A units of the San Francisco Venture that would result in the Holding Company's ownership of the Operating Company falling below 50.1%, the Holding Company has the option of satisfying the redemption with Class A common shares instead. The Company also has the option, at any time, to acquire outstanding Class A units of the San Francisco Venture in exchange for Class A Common Units of the Operating Company. The 12 month holding period for any Class A Common Units of the Operating Company issued in exchange for Class A units of the San Francisco Venture is calculated by including the period that such Class A units of the San Francisco Venture were owned. This exchange right is currently exercisable by all holders of outstanding Class A units of the San Francisco Venture.

Redeemable Noncontrolling Interest

In 2019, the San Francisco Venture issued 25.0 million Class C units to an affiliate of Lennar in exchange for a contribution of $25.0 million to the San Francisco Venture. Provided that Lennar completes the construction of a certain number of new homes in Candlestick as contemplated under purchase and sale agreements with the Company, the San Francisco Venture is required to redeem the Class C units if and when the Company receives reimbursements from the Mello-Roos community facilities district formed for the

development, in an aggregate amount equal to 50% of any reimbursements received up to a maximum amount of $25.0 million. The San Francisco Venture also maintains the ability to redeem the then outstanding balance of Class C units for cash at any time. Upon a liquidation of the San Francisco Venture, the holders of Class C Units are entitled to a liquidation preference. The maximum amount payable by the San Francisco Venture pursuant to redemptions or liquidation of the Class C units is $25.0 million. The holders of Class

C units are not entitled to receive any other forms of distributions and are not entitled to any voting rights. In connection with the issuance of the Class C units, the San Francisco Venture agreed to spend $25.0 million on the development of infrastructure and/or parking facilities at the Company's Candlestick development. At September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, $25.0 million of Class C units were outstanding and included in redeemable noncontrolling interest on the condensed consolidated balance sheets.

6. CONSOLIDATED VARIABLE INTEREST ENTITY

The Holding Company conducts all of its operations through the Operating Company, a consolidated VIE, and as a result, substantially all of the Company's assets and liabilities represent the assets and liabilities of the Operating Company, other than items attributed to income taxes and the payable pursuant to a tax receivable agreement ("TRA"). The Operating Company has investments in and consolidates the assets and liabilities of the San Francisco Venture, FP LP and FPL, all of which have also been determined to be VIEs.

The San Francisco Venture is a VIE as the other members of the venture, individually or as a group, are not able to exercise kick-out rights or substantive participating rights. The Company applied the variable interest model and determined that it is the primary beneficiary of the San Francisco Venture and, accordingly, the San Francisco Venture is consolidated in the Company's results. In making that determination, the Company evaluated that the Operating Company has unilateral and unconditional power to make decisions in regards to the activities that significantly impact the economics of the VIE, which are the development of properties, marketing and sale of properties, acquisition of land and other real estate properties and obtaining land ownership or ground lease for the underlying properties to be developed. The Company is determined to have more-than-insignificant economic benefit from the San Francisco Venture because, excluding Class C units, the Operating Company can prevent or cause the San Francisco Venture from making distributions on its units, and the Operating Company would receive 99% of any such distributions made (assuming no distributions had been paid on the Class A Common Units of the Operating Company). In addition, the San Francisco Venture is only allowed to make a capital call on the Operating Company and not any other interest holders, which could be a significant financial risk to the Operating Company.

As of September 30, 2023 March 31, 2024, the San Francisco Venture had total combined assets of $1.35 billion $1.38 billion, primarily comprised of $1.35 billion $1.37 billion of inventories and $0.9 million in related party assets, and total combined liabilities of $65.7 million $66.7 million, including $58.7 million $60.0 million in related party liabilities.

As of December 31, 2022 December 31, 2023, the San Francisco Venture had total combined assets of $1.31 billion $1.36 billion, primarily comprised of $1.31 billion $1.36 billion of inventories and $0.8 million $0.9 million in related party assets, and total combined liabilities of $67.3 million $61.9 million, including $63.0 million $59.4 million in related party liabilities.

Those assets are owned by, and those liabilities are obligations of, the San Francisco Venture, not the Company. The San Francisco Venture's operating subsidiaries are not guarantors of the Company's obligations, and the assets held by the San Francisco Venture may only be used as collateral for the San Francisco Venture's obligations. The creditors of the San Francisco Venture do not have recourse to the assets of the Operating Company, as the VIE's primary beneficiary, or of the Holding Company.

The Company and the other members do not generally have an obligation to make capital contributions to the San Francisco Venture. In addition, there are no liquidity arrangements or agreements to fund capital or purchase assets that could require the Company to provide financial support to the San Francisco Venture. The Company does not guarantee any debt of the San Francisco Venture. However, the Operating Company has guaranteed the performance of payment by the San Francisco Venture in accordance with the redemption terms of the Class C units of the San Francisco Venture (see Note 5).

FP LP and FPL are VIEs because the other partners or members have disproportionately fewer voting rights, and substantially all of the activities of the entities are conducted on behalf of the other partners or members and their related parties. The Operating Company, or a wholly owned subsidiary of the Operating Company, is the primary beneficiary of FP LP and FPL.

As of September 30, 2023 March 31, 2024, FP LP and FPL had combined assets of $1.0 billion, primarily comprised of $904.6 million $877.3 million of inventories, $31.0 million $23.2 million of intangibles and $75.6 million $67.5 million in related party assets, and total combined liabilities of $68.7 million $56.0 million, including $63.7 million $54.1 million in accounts payable and other liabilities and $4.9 million $1.9 million in related party liabilities.

As of December 31, 2022 December 31, 2023, FP LP and FPL had combined assets of $1.1 billion $1.0 billion, primarily comprised of $927.9 million $855.6 million of inventories, $40.3 million $25.3 million of intangibles and $79.9 million $69.1 million in related party assets, and total combined liabilities of $77.2 million $60.0 million, including $70.5 million $57.3 million in accounts payable and other liabilities and $6.7 million $2.7 million in related party liabilities.

The Company evaluates its primary beneficiary designation on an ongoing basis and assesses the appropriateness of the VIE's status when events have occurred that would trigger such an analysis. During the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, there were no VIEs that were deconsolidated.

7. INTANGIBLE ASSET, NET—RELATED PARTY

The intangible asset relates to the contract value of the incentive compensation provisions of the A&R DMA with the Great Park Venture. The intangible asset will be amortized over the expected contract period based on the pattern in which the economic benefits are expected to be received.

The carrying amount and accumulated amortization of the intangible asset as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 were as follows (in thousands):

	September 30, 2023	December 31, 2022

Gross carrying amount	$ 129,705	$ 129,705
Accumulated amortization	(98,676)	(89,448)
Net book value	$ 31,029	$ 40,257

	March 31, 2024	December 31, 2023
Gross carrying amount	$ 129,705	$ 129,705
Accumulated amortization	(106,515)	(104,435)
Net book value	$ 23,190	$ 25,270

Intangible asset amortization expense, as a result of revenue recognition attributable to incentive compensation, was $0.6 million $2.1 million and $9.2 million $0.6 million for the three and nine months ended September 30, 2023, respectively, March 31, 2024 and $5.4 million for both the three and nine months ended September 30, 2022. 2023, respectively. Amortization expense is included in the cost of management services in the accompanying condensed consolidated statements of operations and is included in the Great Park segment.

8. RELATED PARTY TRANSACTIONS

Related party assets and liabilities included in the Company's condensed consolidated balance sheets as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 consisted of the following (in thousands):

		September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
Related Party Assets:	Related Party Assets:				
Contract assets (see Note 3)					
Contract assets (see Note 3)					
Contract assets (see Note 3)	Contract assets (see Note 3)	$ 75,595	$ 79,863		
Operating lease right-of-use asset (corporate office lease at Five Point Gateway Campus)	Operating lease right-of-use asset (corporate office lease at Five Point Gateway Campus)	14,646	16,425		
Other	Other	862	838		
		$ 91,103	$ 97,126		
	$				
Related Party Liabilities:	Related Party Liabilities:				
Reimbursement obligation	Reimbursement obligation	$ 58,708	$ 62,990		
Reimbursement obligation					
Reimbursement obligation					
Payable to holders of Management Company's Class B interests					
Payable to holders of Management Company's Class B interests					
Payable to holders of Management Company's Class B interests	Payable to holders of Management Company's Class B interests	4,116	6,700		

Operating lease liability (corporate office lease at Five Point Gateway Campus)	Operating lease liability (corporate office lease at Five Point Gateway Campus)	11,378	12,535
Accrued advisory fees	Accrued advisory fees	6,175	10,525
Other	Other	1,170	336
		$ 81,547	$ 93,086
	$		

Development Management Agreement with the Great Park Venture (Incentive Compensation Contract Asset)

In 2010, the Great Park Venture, the Company's equity method investee, engaged the Management Company under a development management agreement to provide management services to the Great Park Venture. The compensation structure in place consists of a base fee and incentive compensation. Incentive compensation is 9% of distributions available to be made by the Great Park Venture to its Legacy and Percentage Interest Holders. In December 2022, the Company and the Great Park Venture entered into an amendment to the A&R DMA to extend the term to December 31, 2024 (the "First "First Renewal Term" Term"). If the A&R DMA is not extended by mutual agreement of the parties beyond December 31, 2024 and the Company is no longer providing management services subsequent to December 31, 2024, the Company will be entitled to 6.75% of distributions paid thereafter.

During the nine three months ended September 30, 2023 March 31, 2024, the Great Park Venture made a Legacy Incentive Compensation payment to the Company of $2.6 $0.8 million and a Non-Legacy Incentive Compensation payment of $22.0 $6.4 million. Upon receiving the Legacy Incentive Compensation payment, the Company distributed the $2.6 $0.8 million in proceeds to the holders of the Management Company's Class B interests.

At September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, included in contract assets in the table above is $72.9 million $64.5 million and $77.4 million $66.1 million, respectively, attributed to incentive compensation revenue recognized but not yet due (see Note 3). Management fee revenues under the A&R DMA are included in management services—related party in the accompanying condensed consolidated statements of operations and are included in the Great Park segment. Management fee revenues under the A&R DMA were $4.4 million $8.6 million and $29.2 million $4.1 million for the three and nine months ended September 30, 2023, respectively, March 31, 2024 and $12.0 million and $18.0 million for the three and nine months ended September 30, 2022, 2023, respectively.

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9. NOTES PAYABLE, NET

At September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, notes payable, net consisted of the following (in thousands):

		September 30, 2023	December 31, 2022		
	March 31, 2024			March 31, 2024	December 31, 2023
10.500% initial rate New Senior Notes due 2028					
7.875% Senior Notes due 2025	7.875% Senior Notes due 2025	$ 625,000	$ 625,000		
Unamortized debt issuance costs and discount		(3,198)	(4,349)		
		$ 621,802	$ 620,651		
Unamortized premium					
Unamortized debt issuance costs					

	$

Senior Notes

The Operating Company and Five Point Capital Corp., a directly wholly owned subsidiary of the Operating Company (the “Co-Issuer” and, together with the Operating Company, the “Issuers”), previously offered, sold and issued $625.0 million aggregate principal amount of 7.875% unsecured senior notes due November 15, 2025 (the “Senior Notes”).

The Senior Notes are guaranteed, jointly and severally, by certain direct and indirect subsidiaries of the Operating Company and are redeemable at the option of the Issuers, in whole or in part, at par, plus accrued and unpaid interest.

On January 16, 2024, the Issuers settled an exchange offer to exchange any and all of the Senior Notes for new 10.500% initial rate senior notes due January 15, 2028 (the “New Senior Notes”). Pursuant to the exchange offer, the Issuers exchanged $623.5 million aggregate principal amount of Senior Notes, which represented 99.76% of the existing Senior Notes outstanding immediately prior to the exchange offer, for $523.5 million aggregate principal amount of New Senior Notes and $100.0 million of aggregate cash consideration, plus accrued interest. The New Senior Notes accrue interest at a rate of 10.500% per annum from and including January 16, 2024 to, but not including, November 15, 2025, 11.000% per annum from and including November 15, 2025 to, but not including, November 15, 2026, and 12.000% per annum from and including November 15, 2026 to, but not including, January 15, 2028. Interest on the New Senior Notes is payable semi-annually on each May 15 and November 15, commencing May 15, 2024. The exchange was accounted for as a debt modification under ASC 470-50 as the terms of the New Senior Notes were not substantially different from the terms of the Senior Notes. Under debt modification accounting, third party costs are expensed as incurred. During the three months ended March 31, 2024, the Company expensed $5.9 million in third party transaction and advisory costs incurred in connection with the exchange. Debt issuance costs and premium are amortized over the term of the New Senior Notes using the effective interest method. The New Senior Notes are guaranteed, jointly and severally, by certain direct and indirect subsidiaries of the Operating Company and are redeemable at the option of the Issuers, in whole or in part, at a declining call premium as set forth in the indenture governing the New Senior Notes, plus accrued and unpaid interest.

Revolving Credit Facility

In June 2023, the The Operating Company entered into the fourth amendment to its $125.0 million unsecured revolving credit facility which, among other things, replaced the London Interbank Offer Rate with the Secured Overnight Financing Rate (“SOFR”) as has a benchmark interest rate. Any borrowings under the revolving credit facility bore interest at CME Term SOFR 1 Month increased by 0.10% plus a margin ranging from 1.75% to 2.00% based on the Company’s leverage ratio. The maturity date of the unsecured revolving credit facility remained in April 2024, with one option to extend the maturity date by an additional year, subject to the satisfaction of certain conditions, including the approval of the administrative agent and lenders. As of September 30, 2023, no borrowings or letters of credit were outstanding on the Operating Company’s revolving credit facility.

On October 19, 2023, the Operating Company entered into the fifth amendment to its $125.0 million unsecured revolving credit facility which, among other things, extended the maturity date as well as amended and restated the existing credit agreement inclusive of prior amendments. The maturity date has been extended to that matures in April 2026, which can be accelerated to July 2025 if the substantial majority of the Operating Company’s senior notes are not refinanced, repaid or extended prior to such date. 2026. Any borrowings under the amended and restated revolving credit agreement will bear interest at CME Term SOFR Secured Overnight Financing Rate 1 Month increased by 0.10% plus a margin of either 2.25% or 2.50% based on the Company's leverage ratio. The amended and restated revolving credit facility may be further extended to April 2027, subject to the satisfaction of certain conditions, including the approval of the administrative agent and lenders. As of March 31, 2024, no borrowings or letters of credit were outstanding on the Operating Company’s revolving credit facility.

10. TAX RECEIVABLE AGREEMENT

The Company is a party to a TRA with all of the holders of Class A Common Units of the Operating Company, all the holders of Class A units of the San Francisco Venture, and prior holders of Class A Common Units of the Operating Company and prior holders of Class A units of the San Francisco Venture that have exchanged their holdings for Class A common shares (as parties to the TRA, the “TRA Parties”). At September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company’s condensed consolidated balance sheets included a liability liabilities of $173.2 million $173.4 million and $173.1 million $173.2 million, respectively, for payments expected to be made under certain components of the TRA which the Company deems to be probable and estimable. No TRA payments were made during the nine three months ended September 30, 2023 March 31, 2024 or 2022. 2023.

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11. COMMITMENTS AND CONTINGENCIES

The Company is subject to the usual obligations associated with entering into contracts for the purchase, development and sale of real estate, which the Company does in the routine conduct of its business. The operations of the Company are conducted through the Operating Company and its subsidiaries, and in some cases, the Holding Company will guarantee the payment by or performance of the Operating Company or its subsidiaries. The Company has operating leases for its corporate office and other facilities and the Holding Company is a guarantor to some of these lease agreements. Operating lease right-of-use assets are included in other assets or related party assets, and operating lease liabilities are included in accounts payable and other liabilities or related party liabilities on the condensed consolidated balance sheets and were as follows as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 (in thousands):

	September 30, 2023	December 31, 2022
Operating lease right-of-use assets ($14,646 and $16,425 related party, respectively)	$ 15,141	$ 19,067
Operating lease liabilities ($11,378 and $12,535 related party, respectively)	$ 11,791	$ 15,705

	March 31, 2024	December 31, 2023
Operating lease right-of-use assets ($13,427 and $14,040 related party, respectively)	$ 15,313	$ 16,002

Operating lease liabilities ($10,564 and $10,974 related party, respectively)	$	12,380	$	12,755

In addition to operating lease payment guarantees, the Holding Company had other contractual payment guarantees as of September 30, 2023 March 31, 2024 totaling $8.5 million $8.3 million.

Performance and Completion Bonding Agreements

In the ordinary course of business and as a part of the entitlement and development process, the Company is required to provide performance bonds to ensure completion of certain of the Company's development obligations. The Company had outstanding performance bonds of $307.2 million $298.9 million and $315.0 million $306.9 million as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

Candlestick and The San Francisco Shipyard Disposition and Development Agreement

The San Francisco Venture is a party to a disposition and development agreement with the Successor to the Redevelopment Agency of the City and County of San Francisco (the "San Francisco Agency") in which the San Francisco Agency has agreed to convey portions of Candlestick and The San Francisco Shipyard to the San Francisco Venture for development. The San Francisco Venture has agreed to reimburse the San Francisco Agency for reasonable costs and expenses actually incurred and paid by the San Francisco Agency in performing its obligations under the disposition and development agreement. The San Francisco Agency can also earn a return of certain profits generated from the development and sale of Candlestick and The San Francisco Shipyard if certain thresholds are met.

At each of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the San Francisco Venture had outstanding guarantees benefiting the San Francisco Agency for infrastructure and construction of certain park and open space obligations with aggregate maximum obligations of $198.3 million.

Letters of Credit

At each of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company had outstanding letters of credit totaling $1.0 million. These letters of credit were issued to secure various development and financial obligations. At each of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company had restricted cash and certificates of deposit of $1.0 million pledged as collateral under certain of the letters of credit agreements.

Legal Proceedings

Hunters Point Litigation

In May 2018, residents of the Bayview Hunters Point neighborhood in San Francisco filed a putative class action in San Francisco Superior Court naming Tetra Tech, Inc. and Tetra Tech EC, Inc., an independent contractor hired by the U.S. Navy to conduct testing and remediation of toxic radiological waste at The San Francisco Shipyard ("Tetra Tech"), Lennar and the Company as defendants (the "Bayview Action"). The plaintiffs allege that, among other things, Tetra Tech fraudulently misrepresented its test results and remediation efforts. The plaintiffs are seeking damages against Tetra Tech and the Company and have requested an injunction to prevent the Company and Lennar from undertaking any development activities at The San Francisco Shipyard. Given the preliminary nature of the claims, the Company cannot predict the outcome of the Bayview Action. The Company believes that it has meritorious defenses to the allegations in the Bayview Action and may have insurance and indemnification rights against third parties with respect to the claims.

Other

Other than the actions outlined above, the Company is also a party to various other claims, legal actions, and complaints arising in the ordinary course of business, the disposition of which, in the Company's opinion, will not have a material adverse effect on the Company's condensed consolidated financial statements.

As a significant land owner and developer of unimproved land it is possible that environmental contamination conditions could exist that would require the Company to take corrective action. In the opinion of the Company, such corrective actions, if any, would not have a material adverse effect on the Company's condensed consolidated financial statements.

12. SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental cash flow information for the nine three months ended September 30, 2023 March 31, 2024 and 2022 were 2023 was as follows (in thousands):

		Nine Months Ended September 30,			
		2023	2022		
	Three Months Ended March 31,				Three Months Ended March 31,
	2024			2024	2023
SUPPLEMENTAL CASH FLOW INFORMATION:	SUPPLEMENTAL CASH FLOW INFORMATION:				
Cash paid for interest, all of which was capitalized to inventories					
Cash paid for interest, all of which was capitalized to inventories					
Cash paid for interest, all of which was capitalized to inventories	Cash paid for interest, all of which was capitalized to inventories	$ 26,668	$ 26,902		
Noncash lease expense	Noncash lease expense	$ 3,086	$ 3,453		
NONCASH INVESTING AND FINANCING ACTIVITIES:	NONCASH INVESTING AND FINANCING ACTIVITIES:				
NONCASH INVESTING AND FINANCING ACTIVITIES:					
NONCASH INVESTING AND FINANCING ACTIVITIES:					
Adjustment to operating lease right-of-use assets from lease modification					
Adjustment to operating lease right-of-use assets from lease modification					
Adjustment to operating lease right-of-use assets from lease modification	Adjustment to operating lease right-of-use assets from lease modification	$ (773)	$ —		
Adjustment to liability recognized under TRA	Adjustment to liability recognized under TRA	$ 140	$ (1,058)		
Senior Notes due 2025 exchanged for New Senior Notes due 2028 (see Note 9)					

Noncash lease expense is included within the depreciation and amortization adjustment to net loss income (loss) on the Company's condensed consolidated statements of cash flows.

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same such amounts shown in the condensed consolidated statements of cash flows for the nine three months ended September 30, 2023 March 31, 2024 and 2022 2023 (in thousands):

		September 30, 2023	September 30, 2022		
	March 31, 2024			March 31, 2024	March 31, 2023
Cash and cash equivalents	Cash and cash equivalents	$ 218,264	$ 86,379		
Restricted cash and certificates of deposit	Restricted cash and certificates of deposit	992	1,330		

Total cash, cash equivalents, and restricted cash shown in the condensed consolidated statements of cash flows	Total cash, cash equivalents, and restricted cash shown in the condensed consolidated statements of cash flows	$ 219,256	$ 87,709

Amounts included in restricted cash and certificates of deposit represent amounts held as collateral on open letters of credit related to development obligations or because of other contractual obligations of the Company that require the restriction.

13. SEGMENT REPORTING

The Company's reportable segments consist of:

• Valencia—includes the community of Valencia being developed in northern Los Angeles County, California. The Valencia segment derives revenues from the sale of residential and commercial land sites to homebuilders, commercial developers and commercial buyers. The Company's investment in the Valencia Landbank Venture is also reported in the Valencia segment.

• San Francisco—includes the Candlestick and The San Francisco Shipyard communities located on bayfront property in the City of San Francisco, California. The San Francisco segment derives revenues from the sale of residential and commercial land sites to homebuilders, commercial developers and commercial buyers.

• Great Park—includes the Great Park Neighborhoods being developed adjacent to and around the Orange County Great Park, a metropolitan park under construction in Orange County, California. This segment also includes management services provided by the Management Company to the Great Park Venture, the owner of the Great Park Neighborhoods. As of September 30, 2023 March 31, 2024, the Company had a 37.5% Percentage Interest in the Great Park Venture and accounted for the investment under the equity method. The reported segment information for the Great Park segment includes the results of 100% of the Great Park Venture at the historical basis of the venture, which did not apply push down accounting at acquisition date. The Great Park segment derives revenues at the Great Park Neighborhoods from sales of residential and commercial land sites to homebuilders, commercial developers and commercial buyers, sales of homes constructed and marketed under a fee build arrangement, and management services provided by the Company to the Great Park Venture.

• Commercial—includes the operations of the Gateway Commercial Venture, which owns an approximately 189,000 square foot office building at the Five Point Gateway Campus. The Five Point Gateway Campus is an office, medical and research and development campus located within the Great Park Neighborhoods and consists of four buildings and surrounding land. The Company and a subsidiary of Lennar lease portions of the building owned by the Gateway Commercial Venture. The Gateway Commercial Venture also owns approximately 50 acres of the surrounding commercial land with additional development rights at the campus. This segment also includes property management services provided by the Management Company to the Gateway Commercial Venture. As of September 30, 2023 March 31, 2024, the Company had a 75% interest in the Gateway Commercial Venture and accounted for the investment under the equity method. The reported segment information for the Commercial segment includes the results of 100% of the Gateway Commercial Venture at the historical basis of the venture.

Segment operating results and reconciliations to the Company's consolidated balances are as follows (in thousands):

	Revenues		Profit (Loss)		Revenues		Profit (Loss)	
	Three Months Ended September 30,				Nine Months Ended September 30,			
	2023	2022	2023	2022	2023	2022	2023	2022
Valencia	$ 61,256	$ 3,082	$ 19,614	$ (543)	$ 62,972	$ 6,809	$ 12,637	$ (8,314)
San Francisco	165	226	(862)	(672)	489	528	(2,777)	(2,155)
Great Park	7,668	47,195	640	(13,791)	401,663	97,541	184,291	(13,984)
Commercial	2,264	2,297	(358)	(8)	6,650	6,560	(1,036)	441
Total reportable segments	71,353	52,800	19,034	(15,014)	471,774	111,438	193,115	(24,012)
Reconciling items:								
Removal of results of unconsolidated entities—								
Great Park Venture (1)	(3,276)	(35,195)	1,381	18,303	(372,472)	(79,495)	(169,519)	19,658
Gateway Commercial Venture (1)	(2,154)	(2,189)	468	116	(6,329)	(6,248)	1,357	(129)

Add equity in earnings (losses) from unconsolidated entities—								
Great Park Venture	—	—	(412)	(4,540)	—	—	53,072	(5,634)
Gateway Commercial Venture	—	—	(351)	(87)	—	—	(1,018)	97
Corporate and unallocated (2)	—	—	(5,962)	(8,309)	—	—	(22,028)	(47,252)
Total consolidated balances	$ 65,923	$ 15,416	$ 14,158	$ (9,531)	$ 92,973	$ 25,695	$ 54,979	$ (57,272)

	Revenues		Profit (Loss)	
	Three Months Ended March 31,			
	2024	2023	2024	2023
Valencia	$ 1,041	$ 1,303	$ (3,103)	$ (2,439)
San Francisco	168	162	(952)	(1,030)
Great Park	101,322	12,729	57,846	4,506
Commercial	2,662	2,261	(3)	(176)
Total reportable segments	105,193	16,455	53,788	861
Reconciling items:				
Removal of results of unconsolidated entities—				
Great Park Venture (1)	(92,709)	(8,600)	(53,129)	(2,743)
Gateway Commercial Venture (1)	(2,549)	(2,154)	116	283
Add equity in earnings (losses) from unconsolidated entities—				
Great Park Venture	—	—	17,657	1,162
Gateway Commercial Venture	—	—	(87)	(212)
Corporate and unallocated (2)	—	—	(12,262)	(9,085)
Total consolidated balances	$ 9,935	$ 5,701	$ 6,083	$ (9,734)

(1) Represents the removal of the Great Park Venture and Gateway Commercial Venture operating results, which are included in the Great Park segment and Commercial segment operating results at 100% of each venture's historical basis, respectively, but are not included in the Company's consolidated results and balances as the Company accounts for its investment in each venture using the equity method of accounting.

(2) Corporate and unallocated activity is primarily comprised of corporate general and administrative expenses, deferred tax provision and restructuring expenses. Senior Notes exchange costs.

Segment assets and reconciliations to the Company's consolidated balances are as follows (in thousands):

		September 30, 2023	December 31, 2022		
	March 31, 2024			March 31, 2024	December 31, 2023
Valencia	Valencia	$ 944,331	$ 972,028		
San Francisco	San Francisco	1,350,291	1,314,308		
Great Park	Great Park	855,185	916,909		
Commercial	Commercial	89,122	91,629		
Total reportable segments	Total reportable segments	3,238,929	3,294,874		
Reconciling items:	*Reconciling items:*				
Removal of unconsolidated balances of Great Park Venture (1)	Removal of unconsolidated balances of Great Park Venture (1)	(751,130)	(799,174)		
Removal of unconsolidated balances of Great Park Venture (1)					
Removal of unconsolidated balances of Great Park Venture (1)					

Removal of unconsolidated balances of Gateway Commercial Venture (1)	Removal of unconsolidated balances of Gateway Commercial Venture (1)	(89,122)	(91,629)
Other eliminations (2)	Other eliminations (2)	(240)	(174)
Add investment balance in Great Park Venture	Add investment balance in Great Park Venture	260,333	289,026
Add investment balance in Gateway Commercial Venture	Add investment balance in Gateway Commercial Venture	39,677	40,695
Corporate and unallocated (3)	Corporate and unallocated (3)	236,100	152,166
Total consolidated balances	Total consolidated balances	$ 2,934,547	$ 2,885,784

(1) Represents the removal of the Great Park Venture and Gateway Commercial Venture balances, which are included in the Great Park segment and Commercial segment balances at 100% of each venture's historical basis, respectively, but are not included in the Company's consolidated balances as the Company accounts for its investment in each venture using the equity method of accounting.

(2) Represents intersegment balances that eliminate in consolidation.

(3) Corporate and unallocated assets consist of cash and cash equivalents, receivables, right-of-use assets and prepaid expenses.

14. SHARE-BASED COMPENSATION

In April 2023, the Company's Board of Directors approved the Five Point Holdings, LLC 2023 Incentive Award Plan (the "Incentive Award Plan") as the successor to the Five Point Holdings, LLC Amended and Restated 2016 Incentive Award Plan (the "Prior Plan"). The Incentive Award Plan became effective on June 7, 2023, the date on which it was approved by shareholders at the 2023 Annual Meeting of Shareholders. The Incentive Award Plan increased the aggregate number of common shares available for issuance under the Prior Plan by 7,500,000 Class A common shares of the Holding Company.

The following table summarizes share-based equity compensation activity for the nine three months ended September 30, 2023 March 31, 2024:

	Share-Based Awards (in thousands)	Share-Based Awards (in thousands)	Weighted-Average Grant Date Fair Value
Nonvested at January 1, 2024			
Granted			

	Share-Based Awards (in thousands)	Weighted-Average Grant Date Fair Value
Nonvested at January 1, 2023	2,166	$ 3.77
Granted	3,947	$ 1.92
Cancelled	(906)	$ 2.16
Forfeited		
Forfeited		
Forfeited / Forfeited	—	$ —
Vested / Vested	(744)	$ 5.74
Nonvested at September 30, 2023	4,463	$ 2.13

Nonvested at March 31, 2024

Share-based compensation expense was $0.9 million and $2.6 $0.8 million for the three and nine months ended September 30, 2023, respectively, and $0.7 million and $5.5 million for the three and nine months ended September 30, 2022, respectively. All share-based compensation for the three and nine months ended September 30, 2023 and each of the three months ended September 30, 2022 March 31, 2024 and 2023. Share-based compensation expense is included in selling, general, and administrative expenses on the accompanying condensed consolidated statements of operations. In February 2022, the Company accelerated the expense attributed to the outstanding restricted share awards of two former officers of the Company resulting from a modification of the required service condition of the awards. As a result, for the nine months ended September 30, 2022, share-based compensation expense of $3.0 million is included in restructuring expense and $2.5 million is included in selling, general, and administrative expenses on the accompanying condensed consolidated statement of operations.

The estimated fair value at vesting of share-based awards that vested during the nine three months ended September 30, 2023 March 31, 2024 was $1.8 million $2.2 million. In January During the three months ended March 31, 2024 and 2023, and 2022, the Company reacquired vested restricted Class A common shares for $0.2 million $0.8 million and $2.7 million $0.2 million, respectively, for the purpose of settling tax withholding obligations of employees. The reacquisition cost is based on the fair value of the Company's Class A common shares on the date the tax obligation is incurred.

15. EMPLOYEE BENEFIT PLANS

Retirement Plan—The Newhall Land and Farming Company Retirement Plan (the "Retirement Plan") is a defined benefit plan that is funded by the Company and qualified under the Employee Retirement Income Security Act. The Retirement Plan was frozen in 2004.

The components of net periodic (benefit) cost (benefit) for the three and nine months ended September 30, 2023 March 31, 2024 and 2022, 2023, are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net periodic cost (benefit):				
	Three Months Ended March 31,			
	Three Months Ended March 31,			
	Three Months Ended March 31,			
	2024			
	2024			
	2024			
Net periodic (benefit) cost:				
Net periodic (benefit) cost:				
Net periodic (benefit) cost:				
Interest cost				
Interest cost				
Interest cost / Interest cost	$ 202	$ 136	$ 606	$ 408
Expected return on plan assets / Expected return on plan assets	(222)	(261)	(666)	(783)
Expected return on plan assets				
Expected return on plan assets				
Amortization of net actuarial loss / Amortization of net actuarial loss	41	13	122	39
Net periodic cost (benefit)	$ 21	$ (112)	$ 62	$ (336)
Amortization of net actuarial loss				
Amortization of net actuarial loss				
Net periodic (benefit) cost				
Net periodic (benefit) cost				
Net periodic (benefit) cost				

Net periodic (benefit) cost (benefit) does not include a service cost component as a result of the Retirement Plan being frozen. All other components of net periodic benefit are included in other income on the condensed consolidated statements of operations.

16. INCOME TAXES

Upon formation, the Holding Company elected to be treated as a corporation for U.S. federal, state, and local tax purposes. All operations are carried on through the Holding Company's subsidiaries, the majority of which are pass-through entities that are generally not subject to federal or state income taxation, as all of the taxable income, gains, losses, deductions, and credits are passed through to the partners. The Holding Company is responsible for income taxes on its allocable share of the Operating Company's income or gain.

Other than a small income tax provision attributed to one of the Company's consolidated subsidiary corporations, during During the three months ended September 30, 2023 March 31, 2024, the Company recorded no a $1.0 million provision or benefit for income taxes (after application of a decrease in the Company's valuation allowance) on pre-tax income of $14.2 million $7.0 million. In the three months ended September 30, 2022 March 31, 2023, the Company recorded no provision or benefit for income taxes (after application of an increase in the Company's valuation allowance) on pre-tax loss of $9.5 million $9.7 million. Other than a small income The effective tax provision attributed to one of rate for the Company's consolidated subsidiary corporations, during the nine three months ended September 30, 2023, March 31, 2024 was higher than in the Company recorded no provision or benefit for income taxes (after application of a decrease in three months ended March 31, 2023 primarily due to the Company's valuation allowance) on pre-tax income of $55.0 million. In allowance, which was released during the nine months year ended September 30, 2022, the Company recorded no provision or benefit for income taxes (after application of an increase in the Company's valuation allowance) on pre-tax loss of $57.3 million December 31, 2023. The effective tax rates for both the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023 differ from the 21% federal statutory rate and applicable state statutory rates primarily due to the Company's valuation allowance on its book losses, disallowance of executive compensation expenses not deductible for tax and to the pre-tax portion of income and losses that are passed through to the other partners of the Operating Company and the San Francisco Venture.

Largely due to a history of book losses, the Company continues to record a valuation allowance against its federal and state net deferred tax assets.

17. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS AND DISCLOSURES

ASC Topic 820, *Fair Value Measurement,* emphasizes that a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, the guidance establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity and the reporting entity's own assumptions about market participant assumptions. The following hierarchy classifies the inputs used to determine fair value into three levels:

Level 1—Quoted prices for identical instruments in active markets

Level 2—Quoted prices for similar instruments in active markets or inputs, other than quoted prices, that are observable for the instrument either directly or indirectly

Level 3—Significant inputs to the valuation model are unobservable

At each reporting period, the Company evaluates the fair value of its financial instruments compared to carrying values. Other than the Company's notes payable, net, the carrying amount of the Company's financial instruments, which includes cash and cash equivalents, restricted cash and certificates of deposit, certain related party assets and liabilities, and accounts payable and other liabilities, approximated the Company's estimates of fair value at both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023.

The fair value of the Company's notes payable, net, are estimated based on quoted market prices or discounting the expected cash flows based on rates available to the Company (level 2). At September 30, 2023 March 31, 2024, the estimated fair value of notes payable, net was $590.4 million $540.0 million, compared to a carrying value of $621.8 million $523.3 million. At December 31, 2022 December 31, 2023, the estimated fair value of notes payable, net was $525.5 million $622.7 million, compared to a carrying value of $620.7 million $622.2 million. During the three and nine months ended September 30, 2023 March 31, 2024 and 2022, 2023, the Company had no assets that were measured at fair value on a nonrecurring basis.

18. EARNINGS PER SHARE

The Company uses the two-class method in its computation of earnings per share. The Company's Class A common shares and Class B common shares are entitled to receive distributions at different rates, with each Class B common share receiving 0.03% of the distributions paid on each Class A common share. Under the two-class method, the Company's net income available to common shareholders is allocated between the two classes of common shares on a fully-distributed basis and reflects residual net income after amounts attributed to noncontrolling interests. In the event of a net loss, the Company determined that both classes share in the Company's losses, and they share in the losses using the same mechanism as the distributions. The Company also has restricted share awards and performance restricted share awards (see Note 14) that have a right to non-forfeitable dividends while unvested and are contemplated as participating when the Company is in a net income position. These awards participate in distributions on a basis equivalent to other Class A common shares but do not participate in losses.

No distributions on common shares were declared for the three and nine months ended September 30, 2023 March 31, 2024 or 2022. 2023.

Diluted income (loss) per share calculations for both Class A common shares and Class B common shares contemplate adjustments to the numerator and the denominator under the if-converted method for the convertible Class B common shares, the exchangeable Class A units of the San Francisco Venture and the exchangeable Class A Common Units of the Operating Company. The Company uses the treasury stock method or the two-class method when evaluating dilution for RSUs, restricted stock units ("RSUs"), restricted shares, and performance restricted units and shares. The more dilutive of the two methods is included in the calculation for diluted income (loss) per share.

The following table summarizes the basic and diluted earnings (loss) per share calculations for the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023 (in thousands, except shares and per share amounts):

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		2024			
		2024			
		2024			
Numerator:					
Numerator:					
Numerator:	**Numerator:**				
Net income (loss) attributable to the Company	Net income (loss) attributable to the Company	$ 6,603	$ (4,439)	$ 25,638	$ (26,680)
Net income (loss) attributable to the Company					
Net income (loss) attributable to the Company					
Adjustments to net income (loss) attributable to the Company					
Adjustments to net income (loss) attributable to the Company					
Adjustments to net income (loss) attributable to the Company	Adjustments to net income (loss) attributable to the Company	—	18	(13)	141
Net income (loss) attributable to common shareholders	Net income (loss) attributable to common shareholders	$ 6,603	$ (4,421)	$ 25,625	$ (26,539)
Net income (loss) attributable to common shareholders					
Net income (loss) attributable to common shareholders					
Numerator—basic common shares:					
Numerator—basic common shares:					
Numerator—basic common shares:	**Numerator—basic common shares:**				
Net income (loss) attributable to common shareholders	Net income (loss) attributable to common shareholders	$ 6,603	$ (4,421)	$ 25,625	$ (26,539)
Net income (loss) attributable to common shareholders					

Net income (loss) attributable to common shareholders					
Less: net income allocated to participating securities					
Less: net income allocated to participating securities					
Less: net income allocated to participating securities	Less: net income allocated to participating securities	32	—	131	—
Allocation of basic net income (loss) among common shareholders	Allocation of basic net income (loss) among common shareholders	$ 6,571	$ (4,421)	$ 25,494	$ (26,539)
Allocation of basic net income (loss) among common shareholders					
Allocation of basic net income (loss) among common shareholders					
Numerator for basic net income (loss) available to Class A common shareholders					
Numerator for basic net income (loss) available to Class A common shareholders					
Numerator for basic net income (loss) available to Class A common shareholders	Numerator for basic net income (loss) available to Class A common shareholders	$ 6,569	$ (4,419)	$ 25,485	$ (26,530)
Numerator for basic net income (loss) available to Class B common shareholders	Numerator for basic net income (loss) available to Class B common shareholders	$ 2	$ (2)	$ 9	$ (9)
Numerator for basic net income (loss) available to Class B common shareholders					
Numerator for basic net income (loss) available to Class B common shareholders					
Numerator—diluted common shares:					
Numerator—diluted common shares:					
Numerator—diluted common shares:	**Numerator—diluted common shares:**				
Net income (loss) attributable to common shareholders	Net income (loss) attributable to common shareholders	$ 6,603	$ (4,421)	$ 25,625	$ (26,539)
Net income (loss) attributable to common shareholders					
Net income (loss) attributable to common shareholders					
Reallocation of income (loss) from dilutive potential securities					
Reallocation of income (loss) from dilutive potential securities					

Reallocation of income (loss) from dilutive potential securities	Reallocation of income (loss) from dilutive potential securities	7,226	(90)	28,135	(502)
Less: net income allocated to participating securities	Less: net income allocated to participating securities	32	—	131	—
Less: net income allocated to participating securities					
Less: net income allocated to participating securities					
Allocation of diluted net income (loss) among common shareholders					
Allocation of diluted net income (loss) among common shareholders					
Allocation of diluted net income (loss) among common shareholders	Allocation of diluted net income (loss) among common shareholders	$ 13,797	$ (4,511)	$ 53,629	$ (27,041)
Numerator for diluted net income (loss) available to Class A common shareholders	Numerator for diluted net income (loss) available to Class A common shareholders	$ 13,795	$ (4,509)	$ 53,620	$ (27,032)
Numerator for diluted net income (loss) available to Class A common shareholders					
Numerator for diluted net income (loss) available to Class A common shareholders					
Numerator for diluted net income (loss) available to Class B common shareholders					
Numerator for diluted net income (loss) available to Class B common shareholders					
Numerator for diluted net income (loss) available to Class B common shareholders	Numerator for diluted net income (loss) available to Class B common shareholders	$ 2	$ (2)	$ 9	$ (9)
Denominator:	**Denominator:**				
Denominator:					
Denominator:					
Basic weighted average Class A common shares outstanding					
Basic weighted average Class A common shares outstanding					
Basic weighted average Class A common shares outstanding	Basic weighted average Class A common shares outstanding	68,865,783	68,514,843	68,794,915	68,393,923
Diluted weighted average Class A common shares outstanding	Diluted weighted average Class A common shares outstanding	145,312,266	68,879,642	145,064,113	68,758,722
Diluted weighted average Class A common shares outstanding					

Diluted weighted average Class A common shares outstanding					
Basic and diluted weighted average Class B common shares outstanding					
Basic and diluted weighted average Class B common shares outstanding					
Basic and diluted weighted average Class B common shares outstanding	Basic and diluted weighted average Class B common shares outstanding	79,233,544	79,233,544	79,233,544	79,233,544
Basic earnings (loss) per share:	**Basic earnings (loss) per share:**				
Basic earnings (loss) per share:					
Basic earnings (loss) per share:					
Class A common shares					
Class A common shares					
Class A common shares	Class A common shares	$ 0.10	$ (0.06)	$ 0.37	$ (0.39)
Class B common shares	Class B common shares	$ 0.00	$ (0.00)	$ 0.00	$ (0.00)
Class B common shares					
Class B common shares					
Diluted earnings (loss) per share:					
Diluted earnings (loss) per share:					
Diluted earnings (loss) per share:	**Diluted earnings (loss) per share:**				
Class A common shares	Class A common shares	$ 0.09	$ (0.07)	$ 0.37	$ (0.39)
Class A common shares					
Class A common shares					
Class B common shares					
Class B common shares					
Class B common shares	Class B common shares	$ 0.00	$ (0.00)	$ 0.00	$ (0.00)
Anti-dilutive potential RSUs					
Anti-dilutive potential RSUs					
Anti-dilutive potential RSUs					
Anti-dilutive potential Performance RSUs					
Anti-dilutive potential Performance RSUs					
Anti-dilutive potential Performance RSUs	Anti-dilutive potential Performance RSUs	3,123,408	1,145,832	3,123,408	1,145,832
Anti-dilutive potential Restricted Shares (weighted average)	Anti-dilutive potential Restricted Shares (weighted average)	—	553,511	—	719,364
Anti-dilutive potential Performance Restricted Shares (weighted average)		—	—	—	33,063
Anti-dilutive potential Restricted Shares (weighted average)					
Anti-dilutive potential Restricted Shares (weighted average)					
Anti-dilutive potential Class A common shares from exchanges (weighted average)	Anti-dilutive potential Class A common shares from exchanges (weighted average)	3,137,134	76,120,180	3,137,134	76,120,180

Anti-dilutive potential Class A common shares from exchanges (weighted average)	
Anti-dilutive potential Class A common shares from exchanges (weighted average)	

19. ACCUMULATED OTHER COMPREHENSIVE LOSS

Accumulated other comprehensive loss attributable to the Company consists of unamortized defined benefit pension plan net actuarial losses that totaled $2.9 million $2.3 million and $3.0 million $2.3 million at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively, net of tax benefits of $0.8 million $0.6 million and $0.8 million $0.6 million, respectively. At both September 30, 2023 and December 31, 2022, the Company held a full valuation allowance related to the accumulated tax benefits. Accumulated other comprehensive loss of $1.8 million $1.5 million and $1.9 million $1.5 million is included in noncontrolling interests at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. Net actuarial gains or losses are re-determined annually or upon remeasurement events and principally arise from changes in the rate used to discount benefit obligations and differences between expected and actual returns on plan assets. Reclassifications from accumulated other comprehensive loss to net income (loss) attributable to the Company related to amortization of net actuarial losses were approximately $76,000 $7,000 and $24,000, $25,000, net of taxes, for the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, respectively, and are included in other miscellaneous income expense in the accompanying condensed consolidated statements of operations.

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

Forward-Looking Statements

The following discussion contains management's discussion and analysis of our financial condition and results of operations and should be read in conjunction with our unaudited condensed consolidated financial statements and related notes included under Part I, Item 1 of this report and our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 December 31, 2023. "Us," "we," and "our" refer to Five Point Holdings, LLC, together with its consolidated subsidiaries. This discussion contains forward-looking statements and involves numerous risks and uncertainties, including but not limited to those described in the "Risk Factors" section of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 December 31, 2023, as well as other risks and uncertainties detailed from time to time in our subsequent Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission. Actual results could differ materially from those set forth in any forward-looking statements. See "Cautionary Statement Regarding Forward-Looking Statements."

Overview

We conduct all of our business in or through our operating company, Five Point Operating Company, LP (the "operating company"). We are, through a wholly owned subsidiary, the sole managing general partner and owned, as of September 30, 2023 March 31, 2024, approximately 62.6% of the operating company. The operating company directly or indirectly owns equity interests in:

- Five Point Land, LLC, which owns The Newhall Land & Farming Company, a California limited partnership, the entity that is developing Valencia, our community in northern Los Angeles County, California;
- The Shipyard Communities, LLC (the "San Francisco Venture"), which is developing Candlestick and The San Francisco Shipyard, our communities in the City of San Francisco, California;
- Heritage Fields LLC (the "Great Park Venture"), which is developing Great Park Neighborhoods, our community in Orange County, California;
- Five Point Office Venture Holdings I, LLC (the "Gateway Commercial Venture"), which owns portions of the Five Point Gateway Campus, a commercial office, research and development and medical campus located within the Great Park Neighborhoods; and
- Five Point Communities, LP and Five Point Communities Management, Inc. (together, the "management company"), which provide development and property management services for the Great Park Neighborhoods and the Five Point Gateway Campus.

The operating company consolidates and controls the management of all of these entities except for the Great Park Venture and the Gateway Commercial Venture. The operating company owns a 37.5% percentage interest in the Great Park Venture and a 75% interest in the Gateway Commercial Venture and accounts for its interest in both using the equity method.

Operational Highlights

During the third first quarter of 2023, 2024, we continued to focus on execution of our three main priorities: generating revenue and positive cash flow; controlling our selling, general and administrative (“SG&A”) costs; and managing our capital spend to match near term near-term revenue opportunities. Our consolidated net income was $14.2 million $6.1 million for the third quarter and $55.0 million for the nine three months ended September 30, 2023 March 31, 2024, compared to a net loss of $9.5 million and net loss of $57.3 million $9.7 million for the three and nine months ended September 30, 2022, respectively. March 31, 2023. SG&A expenses totaled $11.9 million $12.9 million for the third first quarter and $38.4 million for the nine months ended September 30, 2023, of 2024, compared to $12.0 million and $41.5 million $13.8 million for the three and nine months ended September 30, 2022, respectively. March 31, 2023.

At Valencia, we closed the sale of 146 homesites on approximately 26 acres for an aggregate fixed gross purchase price of $60.6 million in the third quarter of 2023. The Great Park Venture, in which we have a 37.5% percentage interest and manage all aspects of the development cycle, received $17.4 million in public financing reimbursements for public infrastructure costs and other reimbursements closed the sale of 82 homesites on 11.6 acres at the Great Park Neighborhoods in the third first quarter of 2023. 2024 for an aggregate gross purchase price of $74.6 million. We received $30.3 million in distributions and related payments from the Great Park Venture for both our ownership interests and incentive management fee compensation.

Although interest rates remain elevated, it appears that home buyers are adjusting to the new mortgage interest rate environment. The environment remains challenging, we believe that the lack of resale inventory in our markets, created in part by high interest rates, helped will help sustain home buyer activity at our master planned communities during the third quarter. communities. At Valencia, guest builders sold 75 62 homes during the third first quarter of 2023, 2024, compared to 79 31 homes in the second fourth quarter of 2023, increasing total homes sold to 1,187 1,312 since sales began in May 2021. At the Great Park Neighborhoods, guest builders sold a total of 113 69 homes during the third first quarter of 2023, 2024, compared to 177 76 homes in the second fourth quarter of 2023. We believe the continued reduction in the number of homes sold home sales at the Great Park Neighborhoods since was due largely to a lack of available inventory during the first quarter is largely a reflection of lower available inventory as existing neighborhoods sell out. 2024. We anticipate that additional inventory will become becoming available for sale in early 2024. Despite the headwinds facing the market, we continue to believe that builder demand for land in premier master planned communities will allow us to execute on both residential and commercial land sales over the remainder course of 2023. 2024.

In January 2024, we utilized a portion of our cash in completing a senior notes exchange transaction in which we exchanged $623.5 million of our existing 7.875% senior notes due November 2025 for $100.0 million in cash and $523.5 million in new 10.500% initial rate senior notes due January 2028. The new senior notes due January 2028 will accrue interest at a rate of 10.500% until November 2025, at a rate of 11.000% from November 2025 to November 2026, and at a rate of 12.000% from November 2026 through the maturity date.

At September 30, 2023 March 31, 2024, we had $218.3 million $232.7 million in cash compared to $193.2 million at the end of the second quarter, and $125.0 million available under our revolving credit facility, giving us total liquidity of $343.3 million $357.7 million.

On October 19, 2023, we entered into the fifth amendment to our $125.0 million unsecured revolving credit facility, which, among other things, extended the maturity date as well as amended and restated the existing credit agreement inclusive of prior amendments. The maturity date has been extended to April 2026, which can be accelerated to July 2025 if the substantial majority of our senior notes are not refinanced, repaid or extended prior to such date. Any borrowings under the amended and restated revolving credit agreement will bear interest at CME Term SOFR 1 Month increased by 0.10% plus a margin of either 2.25% or 2.50% based on our leverage ratio. The amended and restated revolving credit facility may be further extended to April 2027, subject to the satisfaction of certain conditions, including the approval of the administrative agent and lenders.

Results of Operations

The timing of our land sale revenues is influenced by several factors, including the sequencing of the planning and development process and market conditions at our communities. As a result, we have historically experienced, and expect to continue to experience, variability in results of operations between comparable periods.

The following table summarizes our consolidated historical results of operations for the three and nine months ended September 30, 2023 March 31, 2024 and 2022. 2023.

	Three Months Ended March 31,
	Three Months Ended March 31,
	Three Months Ended March 31,
	2024
	2024
	2024
	(in thousands)
	(in thousands)
	(in thousands)
Statement of Operations Data	
Revenues	
Revenues	
Revenues	
Land sales	
Land sales	

Land sales
Land sales—related party
Land sales—related party
Land sales—related party
Management services—related party
Management services—related party
Management services—related party
Operating properties
Operating properties
Operating properties
Total revenues
Total revenues
Total revenues
Costs and expenses
Costs and expenses
Costs and expenses
Land sales
Land sales
Land sales
Management services
Management services
Management services
Operating properties
Operating properties
Operating properties
Selling, general, and administrative
Selling, general, and administrative
Selling, general, and administrative

	Three Months Ended September 30,		Nine Months Ended September 30,	
Total costs and expenses				
	2023	2022	2023	2022
	(in thousands)			
Statement of Operations Data				
Revenues				
Land sales	$ 60,694	$ 72	$ 60,685	$ 643
Land sales—related party	—	2,817	595	4,529
Management services—related party	4,502	12,108	29,512	18,358
Operating properties	727	419	2,181	2,165
Total revenues	65,923	15,416	92,973	25,695
Costs and expenses				
Land sales	38,967	—	38,967	—
Management services	2,371	7,488	14,419	12,372
Operating properties	1,351	1,580	4,321	5,797
Selling, general, and administrative	11,938	12,030	38,400	41,472
Restructuring	—	—	—	19,437
Total costs and expenses				
Total costs and expenses *Total costs and expenses*	54,627	21,098	96,107	79,078
Other income				

Other income (expense)
Other income (expense)
Other income (expense)
Interest income

Interest income					
Interest income	Interest income	2,413	307	4,542	445
Miscellaneous	Miscellaneous	1,074	112	1,033	336
Total other income		3,487	419	5,575	781
Equity in (loss) earnings from unconsolidated entities		(622)	(4,265)	52,554	(4,654)
Miscellaneous					
Miscellaneous					
Total other (expense) income					
Total other (expense) income					
Total other (expense) income					
Equity in earnings from unconsolidated entities					
Equity in earnings from unconsolidated entities					
Equity in earnings from unconsolidated entities					
Income (loss) before income tax provision					
Income (loss) before income tax provision					
Income (loss) before income tax provision	Income (loss) before income tax provision	14,161	(9,528)	54,995	(57,256)
Income tax provision	Income tax provision	(3)	(3)	(16)	(16)
Income tax provision					
Income tax provision					
Net income (loss)					
Net income (loss)					
Net income (loss)	Net income (loss)	14,158	(9,531)	54,979	(57,272)
Less net income (loss) attributable to noncontrolling interests	Less net income (loss) attributable to noncontrolling interests	7,555	(5,092)	29,341	(30,592)
Less net income (loss) attributable to noncontrolling interests					
Less net income (loss) attributable to noncontrolling interests					
Net income (loss) attributable to the company	Net income (loss) attributable to the company	$ 6,603	$ (4,439)	$ 25,638	$ (26,680)
Net income (loss) attributable to the company					
Net income (loss) attributable to the company					

Three Months Ended September 30, 2023 and 2022

Revenues. Revenues increased by $50.5 million $4.2 million, or 327.6% 74.3%, to $65.9 million $9.9 million for the three months ended September 30, 2023 March 31, 2024, from $15.4 million $5.7 million for the three months ended September 30, 2022 March 31, 2023. The increase in revenues was primarily due to land sales at our Valencia segment during the three months ended September 30, 2023 compared to no land sales during the same period in 2022, partially offset by a decrease an increase in management services revenue at our Great Park segment during the three months ended September 30, 2023 March 31, 2024.

Cost of land sales. The cost of land sales for the three months ended September 30, 2023 was attributable to land sales at our Valencia segment.

Cost of management services. Cost of management services decreased increased by $5.1 million $1.5 million, or 68.3% 64.7%, to $3.9 million for the three months ended March 31, 2024, from $2.4 million for the three months ended September 30, 2023, from $7.5 million for the three months ended September 30, 2022 March 31, 2023. The decrease increase was primarily due to a decrease an increase in intangible asset amortization expense at our Great Park segment.

Selling, general, and administrative. SG&A expenses decreased by $0.8 million, or 6.1%, to $12.9 million for the three months ended March 31, 2024, from $13.8 million for the three months ended March 31, 2023. The decrease was mainly attributable to a decrease in corporate general and administrative expenses.

Equity in loss earnings from unconsolidated entities. Our consolidated results reflect our share in the earnings or losses of our interests in our unconsolidated entities, including the Great Park Venture and the Gateway Commercial Venture, within equity in loss earnings from unconsolidated entities on our condensed consolidated statement of operations. Our segment results for the Great Park segment and the Commercial segment present the results of the Great Park Venture and the Gateway Commercial Venture at the book basis of the ventures within the respective segments.

Equity in loss earnings from unconsolidated entities was $0.6 million and $4.3 million $17.6 million for the three months ended September 30, 2023 and 2022, respectively. The equity in loss during each period was primarily a result March 31, 2024, an increase from earnings of recognizing our share of the net loss generated by the Great Park Venture during each of the three months ended September 30, 2023 and 2022.

Income taxes. Other than a small tax provision incurred by one of our consolidated subsidiary corporations, pre-tax income of $14.2 million $1.0 million for the three months ended September 30, 2023 resulted in no tax provision (after application of a decrease in our valuation allowance of $1.9 million). Pre-tax loss of $9.5 million for the three months ended September 30, 2022 resulted in no tax benefit (after application of an increase in our valuation allowance of $1.7 million). We assessed the realization of our net deferred tax asset and the need for a valuation allowance and determined that at September 30, 2023, it was more likely than not that the net deferred tax asset was not realizable and resulted in a net deferred tax liability after application of the valuation allowance. Our effective tax rate, before changes in valuation allowance, for the three months ended September 30, 2023 was substantially similar to our effective tax rate, before changes in valuation allowance, for the three months ended September 30, 2022.

Net income (loss) attributable to noncontrolling interests. Until exchanged for our Class A common shares or, at our election, cash, noncontrolling interests represent interests held by other partners in the operating company and members of the San Francisco Venture. Net income (loss) attributable to the noncontrolling interests on the condensed consolidated statement of operations represents the portion of income or losses attributable to the interests in our subsidiaries held by the noncontrolling interests.

Nine Months Ended September 30, 2023 and 2022

Revenues. Revenues increased by $67.3 million, or 261.8%, to $93.0 million for the nine months ended September 30, 2023, from $25.7 million for the nine months ended September 30, 2022. The increase in revenues was primarily due to land sales at our Valencia segment during the nine months ended September 30, 2023 compared to no land sales during the same period in 2022 and an increase in management services revenue at our Great Park segment during the nine months ended September 30, 2023.

Cost of land sales. The cost of land sales for the nine months ended September 30, 2023 was attributable to land sales at our Valencia segment.

Cost of management services. Cost of management services increased by $2.0 million, or 16.5%, to $14.4 million for the nine months ended September 30, 2023, from $12.4 million for the nine months ended September 30, 2022. The increase was primarily due to an increase in intangible asset amortization expense at our Great Park segment.

Selling, general, and administrative. Selling, general, and administrative expenses decreased by $3.1 million, or 7.4%, to $38.4 million for the nine months ended September 30, 2023, from $41.5 million for the nine months ended September 30, 2022. The decrease was mainly attributable to a decrease in employee related and selling and marketing expenses.

Restructuring. On February 9, 2022, Daniel Hedigan was appointed as our Chief Executive Officer. Preceding Mr. Hedigan's appointment, Emile Haddad stepped down from his roles as Chairman, Chief Executive Officer and President effective as of September 30, 2021 and transitioned into a senior advisory role pursuant to a three-year advisory agreement. Mr. Haddad remains a member of the Board of Directors serving as Chairman Emeritus. Concurrent with Mr. Hedigan's appointment, Lynn Jochim transitioned from her position as President and Chief Operating Officer into an advisory role pursuant to a three-year advisory agreement. Upon the appointment of Mr. Hedigan as our Chief Executive Officer, we accrued a related party liability of $15.6 million attributed to advisory agreement payments due to Mr. Haddad and Ms. Jochim over the term of the respective advisory agreements. In addition, we determined the service condition associated with Mr. Haddad and Ms. Jochim's unvested restricted share awards had been modified. As a result of this modification, we recognized approximately $3.0 million in share-based compensation expense as a restructuring cost during the nine months ended September 30, 2022.

In addition to our executive management restructuring activities, during the nine months ended September 30, 2022, we incurred $0.9 million in restructuring costs for severance benefits from layoffs that occurred in March 2022.

Equity in earnings (loss) from unconsolidated entities. Equity in earnings from unconsolidated entities was $52.6 million for the nine months ended September 30, 2023, an increase from a loss of $4.7 million for the nine months ended September 30, 2022 March 31, 2023. The increase was primarily a result of recognizing our share of the net income generated by the Great Park Venture from land sales during the nine three months ended September 30, 2023 March 31, 2024.

Income taxes. Other than a small tax provision incurred by one of our consolidated subsidiary corporations, pre-tax Pre-tax income of $55.0 million $7.0 million for the nine three months ended September 30, 2023 March 31, 2024 resulted in no a $1.0 million tax provision (after application of a decrease in our valuation allowance of $7.4 million). provision. Pre-tax loss of $57.3 million $9.7 million for the nine three months ended September 30, 2022 March 31, 2023 resulted in no tax benefit (after application of an increase in our valuation allowance of $6.8 million $1.4 million). We assessed the realization of our net deferred tax asset and the need for a valuation allowance and determined that at September 30, 2023 March 31, 2024, it was more likely than not that the net deferred tax asset was not would be realizable, and resulted in a net deferred tax liability after application of the we had no valuation allowance. allowance recorded. Our effective tax rate before changes in valuation allowance, for the nine three months ended September 30, 2023 March 31, 2024 was substantially similar to our effective tax rate, before changes in valuation allowance, for the nine three months ended September 30, 2022 March 31, 2023.

Net income (loss) attributable to noncontrolling interests. Until exchanged for our Class A common shares or, at our election, cash, noncontrolling interests represent interests held by other partners in the operating company and members of the San Francisco Venture. Net income (loss) attributable to the noncontrolling interests on the condensed consolidated statement of operations represents the portion of income or losses attributable to the interests in our subsidiaries held by the noncontrolling interests.

Segment Results and Financial Information

Our four reportable operating segments include our three community segments, Valencia, San Francisco and Great Park, and our Commercial segment:

- Our Valencia segment includes operating results related to the Valencia community and agricultural operations in Los Angeles and Ventura Counties, California. Our investment in the Valencia Landbank Venture is also reported in the Valencia segment.
- Our San Francisco segment includes operating results for the Candlestick and The San Francisco Shipyard communities.
- Our Great Park segment includes operating results for the Great Park Neighborhoods community as well as development management services provided by the management company for the Great Park Venture.
- Our Commercial segment includes the operating results of the Gateway Commercial Venture's ownership in the Five Point Gateway Campus as well as property management services provided by the management company for the Gateway Commercial Venture.

The following tables reconcile the results of operations of our segments to our consolidated results for the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023 (in thousands):

		Three Months Ended September 30, 2023					
		Valencia	San Francisco	Great Park	Commercial	Total reportable segments	Corporate an unallocated
		Three Months Ended March 31, 2024					
	Valencia						
REVENUES:	REVENUES:						
Land sales							
Land sales							
Land sales	Land sales	$ 60,694	$ —	$ 1,255	$ —	$ 61,949	$
Land sales—related party	Land sales—related party	—	—	2,021	—	2,021	
Management services—related party[2]							
Management services—related party[2]							
Management services—related party[2]	Management services—related party[2]	—	—	4,392	110	4,502	
Operating properties	Operating properties	562	165	—	2,154	2,881	
Total revenues	Total revenues	61,256	165	7,668	2,264	71,353	
COSTS AND EXPENSES:	COSTS AND EXPENSES:						
Land sales	Land sales	38,967	—	—	—	38,967	
Land sales							
Land sales							
Management services[2]							
Management services[2]							
Management services[2]	Management services[2]	—	—	2,371	—	2,371	
Operating properties	Operating properties	1,351	—	—	829	2,180	
Selling, general, and administrative	Selling, general, and administrative	2,539	1,033	2,289	1,097	6,958	8,3

Management fees—related party	Management fees—related party	—	—	4,659	—	4,659	
Management fees—related party							
Management fees—related party							
Total costs and expenses	Total costs and expenses	42,857	1,033	9,319	1,926	55,135	8,3
OTHER INCOME (EXPENSE):	OTHER INCOME (EXPENSE):						
Interest income							
Interest income							
Interest income	Interest income	—	6	1,964	25	1,995	2,4
Interest expense	Interest expense	—	—	—	(721)	(721)	
Miscellaneous	Miscellaneous	1,074	—	—	—	1,074	
Miscellaneous							
Miscellaneous							
Total other income (expense)	Total other income (expense)	1,074	6	1,964	(696)	2,348	2,4
EQUITY IN EARNINGS (LOSS) FROM UNCONSOLIDATED ENTITIES		141	—	327	—	468	
SEGMENT PROFIT (LOSS)/INCOME BEFORE INCOME TAX PROVISION		19,614	(862)	640	(358)	19,034	(5,9
EQUITY IN EARNINGS FROM UNCONSOLIDATED ENTITIES							
SEGMENT (LOSS) PROFIT/INCOME BEFORE INCOME TAX PROVISION							
INCOME TAX PROVISION	INCOME TAX PROVISION	—	—	—	—	—	
SEGMENT PROFIT (LOSS)/NET INCOME		$ 19,614	$ (862)	$ 640	$ (358)	$ 19,034	$ (5,9
SEGMENT (LOSS) PROFIT/NET INCOME							

(1) Represents the removal of the Great Park Venture and Gateway Commercial Venture operating results, which are included in the Great Park segment and Commercial segment operating results at 100% of each venture's historical basis, respectively, but are not included in our consolidated results as we account for our investment in each venture using the equity method of accounting.

(2) For the Great Park and Commercial segments, represents the revenues and expenses attributable to the management company for providing services to the Great Park Venture and the Gateway Commercial Venture, as applicable.

	Three Months Ended September 30, 2022								
	Valencia	San Francisco	Great Park	Commercial	Total reportable segments	Corporate and unallocated	Total under management	Removal of unconsolidated entities(1)	Total consolidated

	Three Months Ended March 31, 2023
	Valencia

Three Months							
Valencia	San Francisco	Great Park	Commercial	Total reportable segments	Corporate and unallocated	Total under management	un

REVENUES: REVENUES:

Land sales										
Land sales										
Land sales	Land sales	$ 72	$ —	$ 28,678	$ —	$ 28,750	$ —	$ 28,750	$ (28,678)	$ 72
Land sales—related party	Land sales—related party	2,817	—	6,517	—	9,334	—	9,334	(6,517)	2,817
Management services—related party(2)										
Management services—related party(2)										
Management services—related party(2)	Management services—related party(2)	—	—	12,000	108	12,108	—	12,108	—	12,108
Operating properties	Operating properties	193	226	—	2,189	2,608	—	2,608	(2,189)	419
Total revenues	Total revenues	3,082	226	47,195	2,297	52,800	—	52,800	(37,384)	15,416
COSTS AND EXPENSES:	COSTS AND EXPENSES:									
Land sales	Land sales	—	—	15,105	—	15,105	—	15,105	(15,105)	—
Land sales										
Land sales										
Management services(2)										
Management services(2)										
Management services(2)	Management services(2)	—	—	7,488	—	7,488	—	7,488	—	7,488
Operating properties	Operating properties	1,580	—	—	754	2,334	—	2,334	(754)	1,580
Selling, general, and administrative	Selling, general, and administrative	2,519	898	3,655	1,076	8,148	8,613	16,761	(4,731)	12,030
Management fees—related party	Management fees—related party	—	—	35,294	—	35,294	—	35,294	(35,294)	—
Management fees—related party										
Management fees—related party										
Total costs and expenses	Total costs and expenses	4,099	898	61,542	1,830	68,369	8,613	76,982	(55,884)	21,098
OTHER INCOME (EXPENSE):										
OTHER (EXPENSE) INCOME:										
Interest income										
Interest income										
Interest income	Interest income	—	—	460	—	460	307	767	(460)	307
Interest expense	Interest expense	—	—	—	(386)	(386)	—	(386)	386	—
Loss on extinguishment of debt		—	—	—	(89)	(89)	—	(89)	89	—
Miscellaneous	Miscellaneous	112	—	—	—	112	—	112	—	112
Total other income (expense)		112	—	460	(475)	97	307	404	15	419
EQUITY IN EARNINGS (LOSS) FROM UNCONSOLIDATED ENTITIES		362	—	96	—	458	—	458	(4,723)	(4,265)
SEGMENT LOSS/LOSS BEFORE INCOME TAX PROVISION		(543)	(672)	(13,791)	(8)	(15,014)	(8,306)	(23,320)	13,792	(9,528)
Miscellaneous										

Miscellaneous									
Total other (expense) income									
EQUITY IN EARNINGS FROM UNCONSOLIDATED ENTITIES									
SEGMENT (LOSS) PROFIT/LOSS BEFORE INCOME TAX PROVISION									
INCOME TAX PROVISION	—	—	—	—	—	(3)	(3)	—	(3)
SEGMENT LOSS/NET LOSS	$ (543)	$ (672)	$ (13,791)	$ (8)	$ (15,014)	$ (8,309)	$ (23,323)	$ 13,792	$ (9,531)
SEGMENT (LOSS) PROFIT/NET LOSS									

(1) Represents the removal of the Great Park Venture and Gateway Commercial Venture operating results, which are included in the Great Park segment and Commercial segment operating results at 100% of each venture's historical basis, respectively, but are not included in our consolidated results as we account for our investment in each venture using the equity method of accounting.

(2) For the Great Park and Commercial segments, represents the revenues and expenses attributable to the management company for providing services to the Great Park Venture and the Gateway Commercial Venture, as applicable.

	Nine Months Ended September 30, 2023								
	Valencia	San Francisco	Great Park	Commercial	Total reportable segments	Corporate and unallocated	Total under management	Removal of unconsolidated entities(1)	Total consolidated
REVENUES:									
Land sales	$ 60,685	$ —	$ 363,056	$ —	$ 423,741	$ —	$ 423,741	$ (363,056)	$ 60,685
Land sales—related party	595	—	9,416	—	10,011	—	10,011	(9,416)	595
Management services—related party(2)	—	—	29,191	321	29,512	—	29,512	—	29,512
Operating properties	1,692	489	—	6,329	8,510	—	8,510	(6,329)	2,181
Total revenues	62,972	489	401,663	6,650	471,774	—	471,774	(378,801)	92,973
COSTS AND EXPENSES:									
Land sales	38,967	—	165,749	—	204,716	—	204,716	(165,749)	38,967
Management services(2)	—	—	14,419	—	14,419	—	14,419	—	14,419
Operating properties	4,321	—	—	2,632	6,953	—	6,953	(2,632)	4,321
Selling, general, and administrative	8,580	3,275	7,432	3,250	22,537	26,545	49,082	(10,682)	38,400
Management fees—related party	—	—	36,507	—	36,507	—	36,507	(36,507)	—
Total costs and expenses	51,868	3,275	224,107	5,882	285,132	26,545	311,677	(215,570)	96,107
OTHER INCOME (EXPENSE):									
Interest income	—	9	5,172	25	5,206	4,533	9,739	(5,197)	4,542
Interest expense	—	—	—	(1,829)	(1,829)	—	(1,829)	1,829	—
Miscellaneous	1,033	—	—	—	1,033	—	1,033	—	1,033
Total other income (expense)	1,033	9	5,172	(1,804)	4,410	4,533	8,943	(3,368)	5,575
EQUITY IN EARNINGS FROM UNCONSOLIDATED ENTITIES	500	—	1,563	—	2,063	—	2,063	50,491	52,554
SEGMENT PROFIT (LOSS)/INCOME BEFORE INCOME TAX PROVISION	12,637	(2,777)	184,291	(1,036)	193,115	(22,012)	171,103	(116,108)	54,995
INCOME TAX PROVISION	—	—	—	—	—	(16)	(16)	—	(16)
SEGMENT PROFIT (LOSS)/NET INCOME	$ 12,637	$ (2,777)	$ 184,291	$ (1,036)	$ 193,115	$ (22,028)	$ 171,087	$ (116,108)	$ 54,979

(1) Represents the removal of the Great Park Venture and Gateway Commercial Venture operating results, which are included in the Great Park segment and Commercial segment operating results at 100% of each venture's historical basis, respectively, but are not included in our consolidated results as we account for our investment in each venture using the equity method of accounting.

(2) For the Great Park and Commercial segments, represents the revenues and expenses attributable to the management company for providing services to the Great Park Venture and the Gateway Commercial Venture, as applicable.

	Nine Months Ended September 30, 2022								
	Valencia	San Francisco	Great Park	Commercial	Total reportable segments	Corporate and unallocated	Total under management	Removal of unconsolidated entities(1)	Total consolidated
REVENUES:									
Land sales	$ 643	$ —	$ 29,270	$ —	$ 29,913	$ —	$ 29,913	$ (29,270)	$ 643
Land sales—related party	4,529	—	9,750	—	14,279	—	14,279	(9,750)	4,529
Home sales	—	—	40,475	—	40,475	—	40,475	(40,475)	—
Management services—related party(2)	—	—	18,046	312	18,358	—	18,358	—	18,358
Operating properties	1,637	528	—	6,248	8,413	—	8,413	(6,248)	2,165
Total revenues	6,809	528	97,541	6,560	111,438	—	111,438	(85,743)	25,695
COSTS AND EXPENSES:									
Land sales	—	—	15,118	—	15,118	—	15,118	(15,118)	—
Home sales	—	—	30,784	—	30,784	—	30,784	(30,784)	—
Management services(2)	—	—	12,372	—	12,372	—	12,372	—	12,372
Operating properties	5,797	—	—	1,823	7,620	—	7,620	(1,823)	5,797
Selling, general, and administrative	10,545	2,683	15,641	3,201	32,070	28,244	60,314	(18,842)	41,472
Restructuring	—	—	—	—	—	19,437	19,437	—	19,437
Management fees—related party	—	—	38,645	—	38,645	—	38,645	(38,645)	—
Total costs and expenses	16,342	2,683	112,560	5,024	136,609	47,681	184,290	(105,212)	79,078
OTHER INCOME (EXPENSE):									
Interest income	—	—	704	—	704	445	1,149	(704)	445
Interest expense	—	—	—	(1,006)	(1,006)	—	(1,006)	1,006	—
Loss on extinguishment of debt	—	—	—	(89)	(89)	—	(89)	89	—
Miscellaneous	336	—	—	—	336	—	336	—	336
Total other income (expense)	336	—	704	(1,095)	(55)	445	390	391	781
EQUITY IN EARNINGS (LOSS) FROM UNCONSOLIDATED ENTITIES	883	—	331	—	1,214	—	1,214	(5,868)	(4,654)
SEGMENT (LOSS) PROFIT/LOSS BEFORE INCOME TAX PROVISION	(8,314)	(2,155)	(13,984)	441	(24,012)	(47,236)	(71,248)	13,992	(57,256)
INCOME TAX PROVISION	—	—	—	—	—	(16)	(16)	—	(16)
SEGMENT (LOSS) PROFIT/NET LOSS	$ (8,314)	$ (2,155)	$ (13,984)	$ 441	$ (24,012)	$ (47,252)	$ (71,264)	$ 13,992	$ (57,272)

(1) Represents the removal of the Great Park Venture and Gateway Commercial Venture operating results, which are included in the Great Park segment and Commercial segment operating results at 100% of each venture's historical basis, respectively, but are not included in our consolidated results as we account for our investment in each venture using the equity method of accounting.

(2) For the Great Park and Commercial segments, represents the revenues and expenses attributable to the management company for providing services to the Great Park Venture and the Gateway Commercial Venture, as applicable.

Valencia Segment

Our Valencia property consists of approximately 15,000 acres in northern Los Angeles County and is designed can include up to include approximately 21,500 homesites and approximately 11.5 million square feet of commercial space. The actual commercial square footage and number of homesites are subject to change based on ultimate use and land planning. The current communities under development in Valencia complement the neighboring communities that were previously developed by us, where approximately 20,000 households reside and approximately 60,000 people work. us. We began selling homesites in the first development area at Valencia in 2019.

Three Months Ended September 30, 2023 **Selling, general, and 2022**

Land sales and related party land sales revenues. Total administrative. land sales revenues SG&A expenses increased by $57.8 million $0.5 million, or 20.7%, to $60.7 million $3.2 million for the three months ended September 30, 2023 March 31, 2024, from $2.9 million $2.6 million for the three months ended September 30, 2022 March 31, 2023.

The increase in total land sales revenues was primarily attributable to the recognition of revenue from the sale of land entitled for an aggregate of 146 homesites on approximately 26 acres during the three months ended September 30, 2023 compared to no land sales during the same period in 2022. The fixed base purchase price was $60.6 million for the 2023 sales.

Cost of land sales. Cost of land sales during the three months ended September 30, 2023 was $39.0 million, compared to no cost of land sales during the three months ended September 30, 2022. The cost of land sales includes both actual and estimated future capitalized costs allocated based upon relative sales values. Since this method requires us to estimate future development costs and the expected sales prices for future land sales, the profit margin on subsequent parcels sold will be affected by both changes in the estimated total revenues, as well as any changes in the estimated total cost of the project.

Nine Months Ended September 30, 2023 and 2022

Land sales and related party land sales revenues. Totalland sales revenues increased by $56.1 million to $61.3 million for the nine months ended September 30, 2023, from $5.2 million for the nine months ended September 30, 2022. The increase in total land sales revenues was primarily attributable to the recognition of revenue from the sale of land entitled for an aggregate of 146 homesites on approximately 26 acres during the nine months ended September 30, 2023 compared to no land sales during the same period in 2022. The fixed base purchase price was $60.6 million for the 2023 sales.

Cost of land sales. Cost of land sales during the nine months ended September 30, 2023 was $39.0 million, compared to no cost of land sales during the nine months ended September 30, 2022. The cost of land sales includes both actual and estimated future capitalized costs allocated based upon relative sales values. Since this method requires us to estimate future development costs and the expected sales prices for future land sales, the profit margin on subsequent parcels sold will be affected by both changes in the estimated total revenues, as well as any changes in the estimated total cost of the project.

Selling, general, and administrative. Selling, general, and administrative expenses decreased by $2.0 million, or 18.6%, to $8.6 million for the nine months ended September 30, 2023, from $10.5 million for the nine months ended September 30, 2022. The decrease was mainly attributable to a decrease an increase in community related selling and marketing expenses.

San Francisco Segment

Located almost equidistant between downtown San Francisco and the San Francisco International Airport, Candlestick and The San Francisco Shipyard consist of approximately 800 acres of bayfront property in the City of San Francisco. Candlestick and The San Francisco Shipyard are designed can include up to include approximately 12,000 homesites and approximately 6.3 million square feet of commercial space. The actual commercial square footage and number of homesites are subject to change based on ultimate use and land planning.

In October 2019, we received approval from the City of San Francisco on a revised development plan for the first phase of Candlestick that is currently planned to include up to approximately 750,000 square feet of office space, 1,600 homes, and 300,000 square feet of lifestyle amenities centered around retail and entertainment. As currently planned, Candlestick ultimately is expected to include up to approximately 7,000 homes.

Our development at Candlestick and The San Francisco Shipyard is not subject to San Francisco's Proposition M growth control measure, which imposes annual limitations on office development and is applicable to all other developers with projects in the city. This means the full amount of permitted commercial square footage at Candlestick and The San Francisco Shipyard can be constructed as we determine, including all at once, even though Proposition M may delay new office developments elsewhere in San Francisco. In 2018, our disposition and development agreement with the City of San Francisco was amended to increase the total amount of commercial use at Candlestick and The San Francisco Shipyard by over two million square feet and to increase our total commercial space to approximately 6.3 million square feet.

At The San Francisco Shipyard, approximately 408 acres are still owned by the U.S. Navy and will not be conveyed to us until the U.S. Navy satisfactorily completes its finding of suitability to transfer, or "FOST," process, which involves multiple levels of environmental and governmental investigation, analysis, review, comment and approval. Based on our discussions with the U.S. Navy, we had previously expected the U.S. Navy to deliver this property between 2019 and 2022. However, allegations that Tetra Tech, Inc. and Tetra Tech EC, Inc. (collectively, "Tetra Tech"), contractors hired by the U.S. Navy, misrepresented sampling results at The San Francisco Shipyard have resulted in data reevaluation, governmental investigations, criminal proceedings, lawsuits, and a determination by the U.S. Navy and other regulatory agencies to undertake additional sampling. As part of the 2018 Congressional spending bill, the U.S. Department of Defense allocated $36.0 million to help fund resampling efforts at The San Francisco Shipyard. An additional $60.4 million to fund resampling efforts was approved as part of a 2019 military construction spending bill. These activities have delayed the remaining land transfers from the U.S. Navy and could lead to additional legal claims or government investigations, all of which could in turn further delay or impede our future development of such parcels. Our development plans were designed with the flexibility to adjust for potential land transfer delays, and we have the ability to shift the phasing of our development activities to account for potential delays caused by U.S. Navy retesting, but there can be no assurance that these matters and other related matters that may arise in the future will not materially impact our development plans.

We have been, and may in the future be, named as a defendant in lawsuits seeking damages and other relief arising out of alleged contamination at The San Francisco Shipyard and Tetra Tech's alleged misrepresentations of related sampling work. See Note 11 to our condensed consolidated financial statements included under Part I, Item 1 of this report.

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Great Park Segment

We have a 37.5% percentage interest in the Great Park Venture, and we account for our investment using the equity method of accounting. We have a controlling interest in the management company, an entity which performs development management services at Great Park Neighborhoods. We do not include the Great Park Venture as a consolidated subsidiary in our condensed consolidated financial statements. However, because of the relationship between the management company and the Great Park Venture, we assess our investment in the Great Park Venture based on the financial information for the Great Park Venture in its entirety, and not just our equity interest in it. As a result, our Great Park segment consists of the operations of both the Great Park Venture and the development management services provided by the management company at the Great Park Venture.

Great Park Neighborhoods consists of approximately 2,100 acres in Orange County and is being built around the approximately 1,300 acre Orange County Great Park, a metropolitan public park that is under construction. Great Park Neighborhoods is designed can include up to include approximately 10,500 homesites and approximately 4.9 million square feet of commercial space. The actual commercial square footage and number of homesites are subject to change based on ultimate use and land planning.

Interests in the Great Park Venture are either “percentage interests” or “legacy interests.” Holders of the legacy interests were entitled to receive priority distributions in an aggregate amount equal to $476.0 million and up to an additional $89.0 million from participation in subsequent distributions. The holders of percentage interests are entitled to all other distributions. During the nine three months ended September 30, 2023 March 31, 2024, the Great Park Venture made aggregate distributions of $25.5 $7.5 million to holders of legacy interests and $218.0 $63.7 million to holders of percentage interests. We received $81.8 $23.9 million for our 37.5% percentage interest. As of December 31, 2021, the Great Park Venture had fully satisfied the $476.0 million priority distribution rights, and the remaining maximum participating legacy interest distribution rights at September 30, 2023 March 31, 2024 were $40.7 million $10.6 million. The remaining $40.7 million $10.6 million legacy interest will be paid on a pro-rata basis, with approximately 10% of future distributions paid to the holders of legacy interests and approximately 90% of such distributions paid to the holders of the percentage interests, until such time as the remaining balance has been fully paid.

Three Months Ended September 30, 2023 and 2022

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Land sales and related party land sales revenues. Land sales and related party land sales revenues decreased increased to $3.3 million $92.7 million for the three months ended September 30, 2023 March 31, 2024, from $35.2 million $8.6 million for the three months ended September 30, 2022 March 31, 2023. The decrease increase was primarily attributable to the recognition of revenue from the sale of land at the Great Park Neighborhoods entitled for an aggregate of 61 82 homesites on approximately three 11.6 acres during the three months ended September 30, 2022 March 31, 2024, compared to no land sales during the same period in 2023. The base purchase price was $23.9 million $74.6 million for the 2022 2024 land sales. The During the three months ended March 31, 2024 and 2023, revenues also included changes in estimates of variable consideration, including profit participation, from those amounts previously recorded by the Great Park Venture. During the three months ended March 31, 2024 and 2023, the Great Park Venture also recognized $0.6 million $17.6 million and $8.2 million, respectively, in the transaction price as an estimate of the amount of variable consideration profit participation revenues received from marketing fees that it expects to be entitled to receive. homebuilders.

Cost of land sales. The Great Park Venture had Cost of land sales for the three months ended March 31, 2024 was $30.0 million, compared to no cost of land sales for the three months ended September 30, 2023, compared to $15.1 million for the three months ended September 30, 2022 March 31, 2023. The cost of land sales includes both actual and estimated future capitalized costs allocated based upon relative sales values. Since this method requires the Great Park Venture to estimate future development costs and the expected sales prices for future land sales, the profit margin on subsequent parcels sold will be affected by both changes in the estimated total revenues, as well as any changes in the estimated total cost of the project.

Management fee revenues. Management fee revenues are revenues generated by the management company from development management services provided to the Great Park Venture. The decrease in management services related party revenue was mainly attributable to a decrease in variable incentive compensation revenue recognized during the three months ended September 30, 2023. For the three months ended September 30, 2023 and 2022, we recognized $1.4 million and $9.0 million, respectively, attributable to variable incentive compensation, mostly as a result of changes in estimates of the amount of variable incentive compensation we expect to receive.

Management services costs and expenses. Included within management services costs and expenses are general and administrative costs and expenses incurred by the management company's project team that is managing the development of the Great Park Neighborhoods. We also include amortization expense related to the intangible asset attributable to the incentive compensation provisions of the development management agreement with the Great Park Venture within management services costs and expenses. Corporate and non-project team salaries and overhead are not allocated to management services costs and expenses or to our reportable segments and are reported in selling, general, and administrative costs in the condensed consolidated statements of operations. Management services costs and expenses decreased by $5.1 million, or 68.3%, to $2.4 million for the three months ended September 30, 2023, from $7.5 million for the three months ended September 30, 2022. The decrease was mainly attributable to a decrease in intangible asset amortization expense recognized and a decrease in employee related project team expenses during the three months ended September 30, 2023.

Selling, general, and administrative. Selling, general, and administrative expenses decreased by $1.4 million, or 37.4%, to $2.3 million for the three months ended September 30, 2023, from $3.7 million for the three months ended September 30, 2022. The lower expense during the three months ended September 30, 2023 was mainly attributable to a decrease in property maintenance expenses.

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Management fees—related party. Management fees decreased by $30.6 million to $4.7 million for the three months ended September 30, 2023, from $35.3 million for the three months ended September 30, 2022. Management fees incurred by the Great Park Venture are comprised of base development management fees and incentive compensation fees. In general, incentive compensation fees will be paid based on a percentage of distributions made to holders of the Great Park Venture's membership interests. When payments are deemed probable of being made, the Great Park Venture recognizes the expense ratably over the period services are expected to be provided. When estimates of the amount of incentive compensation probable of being paid change, the Great Park Venture records a cumulative adjustment in the period in which the estimate changes. The decrease in management fees—related partywas mainly attributable to a change in the estimate of the amount of incentive compensation fees probable of being paid that resulted in a cumulative adjustment recognized during the three months ended September 30, 2022.

Nine Months Ended September 30, 2023 and 2022

Land sales and related party land sales revenues. Land sales and related party land sales revenues increased to $372.5 millionfor thenine months ended September 30, 2023, from $39.0 million for the nine months ended September 30, 2022. The increase was primarily attributable to the recognition of revenue from the sale of land at the Great Park Neighborhoods entitled for an aggregate of 798 homesites on approximately 84 acres during the nine months ended September 30, 2023, compared to the recognition of revenue from the sale of land entitled for an aggregate of 61 homesites on approximately three acres during the nine months ended September 30, 2022. Revenue recognized of $357.8 million on the 2023 land sale consists of $214.7 million paid at closing, plus $143.1 million in estimated variable consideration from future price participation payments expected to be received when homes are sold to homebuyers. The 798 homesites were sold to an unaffiliated land banking entity whereby a related party retained the option to acquire the homesites in the future from the land bank entity. The base purchase price was $23.9 million for the 2022 land sales. The Great Park Venture also recognized $0.6 million in the transaction price as an estimate of the amount of variable consideration from marketing fees that it expects to be entitled to receive.

Cost of land sales. Cost of land sales for the nine months ended September 30, 2023 was $165.7 million, compared to $15.1 million for the nine months ended September 30, 2022. The cost of land sales includes both actual and estimated future capitalized costs allocated based upon relative sales values. Since this method requires the Great Park Venture to estimate future development costs and the expected sales prices for future land sales, the profit margin on subsequent parcels sold will be affected by both changes in the estimated total revenues, as well as any changes in the estimated total cost of the project.

Home sale revenues. The Great Park Venture had a fee build agreement with an unrelated third party fee builder that the Great Park Venture contracted to build and act as a sales agent for 38 homesites within the Great Park Neighborhoods. The fee builder initially incurred all costs to build, market and sell the residential homes, and the Great Park Venture reimbursed the fee builder as construction progressed and paid the fee builder certain fees during the construction phase of the homes and when homes were sold to homebuyers. All homes subject to the fee build agreement had been sold and closed escrow as of September 30, 2022. During the nine months ended September 30, 2022, the Great Park Venture closed the sales of 22 homes to homebuyers generating $40.5 million in home sale revenues.

Cost of home sales. Cost of home sales includes an allocation of land basis for each home sold in addition to home construction costs the Great Park Venture reimbursed to the fee builder and fees paid to the fee builder for the services provided. During the nine months ended September 30, 2022, the Great Park Venture recognized $30.8 million in cost of home sales.

Management fee revenues. Management fee revenues are revenues generated by the management company from development management services provided to the Great Park Venture. The increase in management services related party revenue was mainly attributable to an increase in variable incentive compensation revenue recognized during the nine three months ended September 30, 2023 March 31, 2024. For the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, we recognized $20.2 million $5.6 million and $9.0 million $1.1 million, respectively, attributable to variable incentive compensation, mostly as a result of changes in estimates of the amount of variable incentive compensation we expect to receive.

Management services costs and expenses. Included within management services costs and expenses are general and administrative costs and expenses incurred by the management company's project team that is managing the development of the Great Park Neighborhoods. We also include amortization expense related to the intangible asset attributable to the incentive compensation provisions of the development management agreement with the Great Park Venture within management services costs and expenses. Corporate and non-project team salaries and overhead are not allocated to management services costs and expenses or to our reportable segments and are reported in selling, general, and administrative costs in the condensed consolidated statements of operations. Management services costs and expenses increased by $2.0 million $1.5 million, or 16.5% 64.7%, to $14.4 million $3.9 million for the nine three months ended September 30, 2023 March 31, 2024, from $12.4 million $2.4 million for the nine three months ended September 30, 2022 March 31, 2023. The increase was mainly attributable to an increase in intangible asset amortization expense recognized offset by a decrease in employee related project team expenses during the nine three months ended September 30, 2023 March 31, 2024.

Selling, general, and administrative. Selling, general, and administrative expenses decreased by $8.2 million, or 52.5%, to $7.4 million for the nine months ended September 30, 2023, from $15.6 million for the nine months ended September 30, 2022. The lower expense during the nine months ended September 30, 2023 was mainly attributable to a decrease in marketing expenses and property maintenance expenses and the elimination of the variable cost reimbursement component under the development management agreement that became effective in the second quarter of 2022. In 2022, project team and certain other administrative costs that were reimbursed to the management company were included in selling, general and administrative costs.

Management fees—related party. Management fees decreased increased by $2.1 million $3.7 million to $36.5 million $8.2 million for the nine three months ended September 30, 2023 March 31, 2024, from $38.6 million $4.5 million for the nine three months ended September 30, 2022 March 31, 2023. Management fees incurred by the Great Park Venture are comprised of base development management fees and incentive compensation fees. In general, incentive compensation fees will be paid based on a percentage of distributions made to holders of the Great Park Venture's membership interests. When payments are deemed probable of being made, the Great Park Venture recognizes the expense ratably over the period services are expected to be provided. When estimates of the amount of incentive compensation probable of being paid change, the Great Park

Venture records a cumulative adjustment in the period in which the estimate changes. The increase in management fees—related partywas mainly attributable to a change in the estimate of the amount of incentive compensation fees probable of being paid that resulted in a cumulative adjustment recognized during the three months ended March 31, 2024.

The table below reconciles the Great Park segment results to the equity in (loss) earnings from our investment in the Great Park Venture that is reflected in the condensed consolidated statements of operations for the three and nine months ended September 30, 2023March 31, 2024 and 2022. 2023.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
	(in thousands)			
Segment profit (loss) from operations	$ 640	$ (13,791)	$ 184,291	$ (13,984)
Less net income of management company attributed to the Great Park segment	2,021	4,512	14,772	5,674
Net (loss) income of the Great Park Venture	(1,381)	(18,303)	169,519	(19,658)
The Company's share of net (loss) income of the Great Park Venture	(518)	(6,864)	63,570	(7,372)
Basis difference accretion (amortization), net	106	2,324	(10,498)	1,738
Equity in (loss) earnings from the Great Park Venture	$ (412)	$ (4,540)	$ 53,072	$ (5,634)

	Three Months Ended March 31,	
	2024	2023
	(in thousands)	
Segment profit from operations	$ 57,846	$ 4,506
Less net income of management company attributed to the Great Park segment	4,717	1,763
Net income of the Great Park Venture	53,129	2,743
The Company's share of net income of the Great Park Venture	19,923	1,029
Basis difference (amortization) accretion, net	(2,266)	133
Equity in earnings from the Great Park Venture	$ 17,657	$ 1,162

Commercial Segment

We have a 75% interest in the Gateway Commercial Venture that is held through a wholly owned subsidiary of the operating company, and we serve as the manager of the Gateway Commercial Venture. However, the manager's authority is limited. Major decisions by the Gateway Commercial Venture generally require unanimous approval by an executive committee composed of two people designated by us and two people designated by another investor. Some decisions require approval by all of the members of the Gateway Commercial Venture. We do not include the Gateway Commercial Venture as a consolidated subsidiary in our condensed consolidated financial statements. However, as a result of our 75% economic interest and our role as manager, we assess our investment in the Gateway Commercial Venture based on the financial information of the Gateway Commercial Venture in its entirety, and we include the Gateway Commercial Venture's financial results within the Commercial segment. Additionally, the management company has been engaged by the Gateway Commercial Venture to provide property management services to the Five Point Gateway Campus. We include the management company's results of operations related to these property management services within the Commercial segment.

The Five Point Gateway Campus is a commercial campus consisting of approximately 73 acres of land in the Great Park Neighborhoods acquired by the Gateway Commercial Venture in 2017. The Five Point Gateway Campus currently includes approximately one million square feet planned for research and development, medical and office space in four buildings. In 2020, the Gateway Commercial Venture sold three of the buildings and approximately 11 acres of land at the campus. Our corporate headquarters are located in the fourth building, which remains owned by the Gateway Commercial Venture. In addition to the fourth building, the Gateway Commercial Venture owns approximately 50 acres of commercial land with additional development rights at the campus.

The table below reconciles the Commercial segment results to the equity in (loss) earnings loss from our investment in the Gateway Commercial Venture that is reflected in the condensed consolidated statements of operations for the three and nine months ended September 30, 2023March 31, 2024 and 2022. 2023.

	Three Months Ended September 30,	Nine Months Ended September 30,

	2023	2022	2023	2022
	(in thousands)			
Segment (loss) profit from operations	$ (358)	$ (8)	$ (1,036)	$ 441
Less net income of management company attributed to the Commercial segment	110	108	321	312
Net (loss) income of the Gateway Commercial Venture	(468)	(116)	(1,357)	129
Equity in (loss) earnings from the Gateway Commercial Venture	$ (351)	$ (87)	$ (1,018)	$ 97

	Three Months Ended March 31,	
	2024	2023
	(in thousands)	
Segment loss from operations	$ (3)	$ (176)
Less net income of management company attributed to the Commercial segment	113	107
Net loss of the Gateway Commercial Venture	(116)	(283)
Equity in loss from the Gateway Commercial Venture	$ (87)	$ (212)

Liquidity and Capital Resources

As of September 30, 2023 March 31, 2024, we had $218.3 million $232.7 million of consolidated cash and cash equivalents, compared to $131.8 million $353.8 million at December 31, 2022 December 31, 2023. As of September 30, 2023 March 31, 2024, no funds had been drawn on and no letters of credit were outstanding on the operating company's $125.0 million unsecured revolving credit facility.

Our short-term cash needs consist primarily of general and administrative expenses and development expenditures at Valencia and the Candlestick and The San Francisco Shipyard communities, interest payments under our senior notes and payments under a related party reimbursement obligation. Reimbursement In January 2024, we exchanged $623.5 million of our existing 7.875% senior notes due November 2025 for $100.0 million in cash and $523.5 million in new 10.500% initial rate senior notes due January 2028. The new senior notes due January 2028 will accrue interest at a rate of 10.500% until November 2025, at a rate of 11.000% from November 2025 to November 2026, and at a rate of 12.000% from November 2026 through the maturity date. We entered into a reimbursement deferral agreement, effective as of November 1, 2023, to defer principal and interest payments may be deferred when under our related party receives an extension on the maturity date reimbursement obligation through February 29, 2024. The term of the associated EB-5 loan liability. Through the third quarter of 2023, approximately $23.7 million in related party reimbursement obligations that were previously expected to be paid in 2023 have been deferred to 2024. Our related party has a history of receiving maturity date extensions, however, such further extensions are not within our control and there can be no assurance that any such extensions will be obtained in the future. agreement was subsequently extended through July 31, 2024.

The development stages of our communities continue to require significant cash outlays on both a short-term and long-term basis, and we expect to invest significant amounts on continued horizontal development at Valencia over the next 12 months. We manage our development activities and expenditures to coincide with projected demand for homesites by our guest builders residential and commercial land with the objective of maintaining an appropriate level of liquidity. We expect to meet our cash requirements for at least the next 12 months with available cash, distributions from our unconsolidated entities, collection of management fees under our development management agreement with the Great Park Venture, proceeds from land sales, reimbursements from public financing in Valencia and access to financing sources, including our revolving credit facility.

Our long-term cash needs relate primarily to future horizontal development expenditures and investments in or vertical construction costs for properties that we may acquire or develop for our an income-producing portfolio, along with debt service and general and administrative expenses. We budget our cash development costs on an annual basis. Budgeted amounts are subject to change due to delays or accelerations in construction or regulatory approvals, changes in inflation rates and other increases (or decreases) in costs. We may also modify our development plans or change the sequencing of our communities in response to changing economic conditions, consumer preferences and other factors, which could have a material impact on the timing and amount of our development costs. Budgeted amounts are expected to be funded through a combination of available cash, cash flows from our communities and reimbursements from public financing, including community facilities districts, tax increment financing and local, state and federal grants. Cash flows from our communities may occur in uneven patterns as cash is primarily generated by land sales and reimbursements, which can occur at various points over the life cycle of our communities.

We currently expect to have sufficient capital to fund the horizontal development of our communities in accordance with our development plan for several years. The level of capital expenditures in any given year may vary due to, among other things, the number of communities or neighborhoods under development and the number of planned deliveries, which may vary based on market conditions. We may seek to raise additional capital by accessing the debt or equity capital markets or with one or more revolving or term loan facilities or other public or private financing alternatives.

We are currently evaluating various alternatives, including entering into joint ventures. These financings may not be available to us with respect to addressing our senior notes that mature in November 2025. In an effort to reduce future cash interest payments as well as future amounts due on attractive terms, or at maturity or to extend debt maturities, we may purchase, redeem, prepay, refinance, amend, exchange, extend, or otherwise retire any amount of our outstanding indebtedness at any time and from time to time, in open market or privately negotiated transactions with the holders of such indebtedness or otherwise. We may pursue any such transactions as we consider appropriate in light of market conditions and other relevant factors.

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We are committed under various performance bonds and letters of credit ("LOCs") to perform certain development activities and provide certain guarantees in the normal course of the entitlement and development process.

We had outstanding performance bonds of $307.2 million $298.9 million as of September 30, 2023 March 31, 2024 predominantly related to our Valencia community.

At September 30, 2023 March 31, 2024, the San Francisco Venture had outstanding guarantees benefiting a municipal agency for infrastructure and construction of certain park and open space obligations with aggregate maximum obligations of $198.3 million.

Outstanding LOCs totaled $1.0 million at both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023. At both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, we had $1.0 million in restricted cash and certificates of deposit securing certain of our LOCs. Additionally, under our revolving credit facility, we are able to utilize undrawn capacity to support the issuance of LOCs. As of September 30, 2023 March 31, 2024, no capacity under the revolving credit facility was used to support LOCs.

We are a party to a tax receivable agreement ("TRA") with current and former holders of Class A units of the operating company and the holders of Class A units of the San Francisco Venture. The TRA provides for payments by us to such investors or their successors in aggregate amounts equal to 85% of the cash savings, if any, in income tax that we realize as a result of certain tax attributes. We expect the TRA payments to be substantial. However, the actual amount and timing of any payments under the TRA will vary depending upon a number of factors, including the timing of exchanges of Class A units of the operating company, the price of our Class A common shares at the time of such exchanges, the extent to which such exchanges are taxable and our ability to use the potential tax benefits, which will depend on the amount and timing of our taxable income and the rate at which we pay income tax. As of September 30, 2023 March 31, 2024, there were no amounts currently payable under the TRA and based on current projections, we do not expect to make any payments for the next several years.

Summary of Cash Flows

The following table outlines the primary components of net cash (used in) provided by (used in) operating, investing and financing activities (in thousands):

		Nine Months Ended September 30,	
		2023	2022
		Three Months Ended March 31,	
		2024	2023
Operating activities	Operating activities	$ 65,064	$ (175,023)
Investing activities	Investing activities	29,946	2,307
Financing activities	Financing activities	(8,517)	(6,367)

Cash Flows from Operating Activities. Net cash provided by used in operating activities was $65.1 million $26.4 million for the nine three months ended September 30, 2023 March 31, 2024, compared to $175.0 million $21.6 million net cash used in operating activities for the nine three months ended September 30, 2022 March 31, 2023. During the nine three months ended September 30, 2023 March 31, 2024, we received $60.6 million from the sale of land at our Valencia segment. We also received incentive compensation payments of $22.0 million $6.4 million under our development management agreement with the Great Park Venture. The payment is net of $2.6 million $0.8 million that we concurrently distributed to the holders of the management company's Class B units. Additionally, we received total distributions of $81.8 million $23.9 million from the Great Park Venture, of which $52.7 million $17.7 million is reflected as a return on our investment (operating activity) in the statement of cash flows with the balance reflected as an investing activity.

Major components of operating cash used in both periods consist of our continued investment in horizontal development at our communities selling, general, and administrative costs and SG&A costs. During the payment of $24.6 million in each of the nine three months ended September 30, 2023 and 2022 March 31, 2024, we paid $8.3 million for interest due accrued through

the settlement date on our existing 7.875% senior notes. notes due November 2025 that were exchanged. The exchange of $523.5 million of our existing senior notes for new senior notes was accounted for as a debt modification under ASC 470-50. Under debt modification accounting, third party costs are expensed as incurred and reported as operating cash flows. Included in operating cash outflows during the three months ended March 31, 2024 is $7.6 million in third party transaction and advisory costs incurred in connection with the senior notes exchange. Our horizontal development costs for the nine three months ended September 30, 2023 March 31, 2023 were partially offset by $17.7 million in public financing reimbursements for public infrastructure development costs we incurred in Valencia and a nonrecurring $44.5 million recovery from a third party related to certain project development costs in Valencia.

Cash Flows from Investing Activities. Net cash provided by investing activities was $29.9 million $6.2 million for the nine three months ended September 30, 2023 March 31, 2024, compared to $2.3 million $0.1 million net cash provided by investing activities for the nine three months ended September 30, 2022 March 31, 2023.

During the nine three months ended September 30, 2023 March 31, 2024, we received total distributions of $81.8 million $23.9 million from the Great Park Venture, of which $29.0 million $6.2 million is reflected as a return of our investment (investing activity) in the statement of cash flows, with the balance reflected as an operating activity. Additionally, for the nine months ended September 30, 2023 and 2022, we received a distribution of $0.9 million and $2.5 million, respectively, from the Valencia Landbank Venture, which is reflected as a return of our investment (investing activity) in the statement of cash flows.

Cash Flows from Financing Activities. Net cash used in financing activities was $8.5 million $100.9 million for the nine three months ended September 30, 2023 March 31, 2024, compared to $6.4 million $3.6 million net cash used in financing activities for the nine three months ended September 30, 2022 March 31, 2023.

We used $0.2 million and $2.7 million during During the nine three months ended September 30, 2023 and 2022, respectively, to net settle share-based compensation awards March 31, 2024, we repaid $100.0 million of our existing 7.875% senior notes due November 2025 in connection with employees for tax withholding purposes. our exchange transaction. For the nine three months ended September 30, 2023 and 2022, March 31, 2023, in accordance with the operating company's limited partnership agreement, we made noncontrolling interest tax distributions of $4.0 million and $0.4 million, respectively. $2.0 million. We also made payments of $4.3 million and $3.2 million $1.4 million to reduce our related party reimbursement obligation during the nine three months ended September 30, 2023 March 31, 2023. We used $0.8 million and 2022, respectively. $0.2 million during the three months ended March 31, 2024 and 2023, respectively, to net settle share-based compensation awards with employees for tax withholding purposes.

Changes in Capital Structure

During the nine three months ended September 30, 2023 March 31, 2024, our 62.6% ownership percentage in the operating company increased to 62.6%, slightly primarily due to our issuance of shared-based compensation in the form of 0.2 million restricted Class A common shares and 0.3 million restricted share units that were settled for Class A common shares, partially offset by our reacquisition of approximately 0.1 million 0.3 million restricted Class A common shares from employees for income tax withholding purposes upon vesting. The issuances and settlements resulted in the operating company issuing to us an equal number of Class A units of the operating company or retiring an equal number of Class A units of the operating company that we previously held.

The table below summarizes outstanding Class A units of the operating company and Class A units of the San Francisco Venture (redeemable on a one-for-one basis for Class A units of the operating company) held by us and held by noncontrolling interest members at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023.

		September 30, 2023	December 31, 2022		
	March 31, 2024			March 31, 2024	December 31, 2023
Class A units of the operating company:	Class A units of the operating company:				
Held by us	Held by us	69,199,938	69,068,354		
Held by us					
Held by us					
Held by noncontrolling interest members	Held by noncontrolling interest members	41,363,271	41,363,271		
		110,563,209	110,431,625		
	110,721,775				
Class A units of the San Francisco Venture held by noncontrolling interest members	Class A units of the San Francisco Venture held by noncontrolling interest members	37,870,273	37,870,273		
		148,433,482	148,301,898		
	148,592,048				

At September 30, 2023 March 31, 2024, we had 79,233,544 Class B common shares outstanding that were held by the noncontrolling interest members of the operating company and the Class A unitholders of the San Francisco Venture. The Class B common shares will automatically convert to Class A common shares at a ratio of 0.0003 Class A common shares for each Class B common share. The conversions will occur when the holders of Class A units of the operating company, including Class A units that have been issued upon redemption of Class A units of the San Francisco Venture, are redeemed at our election for our Class A common shares or cash.

Critical Accounting Estimates

There have been no significant changes to our critical accounting estimates during the nine three months ended September 30, 2023 March 31, 2024 as compared to those disclosed in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," which is presented in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 December 31, 2023.

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ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of loss from adverse changes in market prices and interest rates. Our future earnings, cash flows and fair values relative to financial instruments are dependent upon prevailing market interest rates. Our primary market risk results from our indebtedness, which bears interest at fixed rates. Although we do not currently do so, we may in the future manage our market risk on floating rate debt by entering into swap arrangements to in effect fix the rate on all or a portion of the debt for varying periods up to maturity. This would, in turn, reduce the risks of variability of cash flows created by floating rate debt and mitigate the risk of increases in interest rates. Our objective when undertaking such arrangements would be to reduce our floating rate exposure, as we do not plan to enter into hedging arrangements for speculative purposes.

As of September 30, 2023 March 31, 2024, we had outstanding consolidated net indebtedness of $621.8 million $523.3 million, none of which bears interest based on floating interest rates.

We have not entered into any transactions using derivative financial instruments or derivative commodity instruments.

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the supervision and participation of our Chief Executive Officer and our Chief Financial Officer (the "Certifying Officers"), has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2023 March 31, 2024. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and that such information is accumulated and communicated to management, including our Certifying Officers and our Board of Directors, as

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appropriate to allow timely decisions regarding required disclosure. Based upon that evaluation, the Certifying Officers concluded that our disclosure controls and procedures were effective as of September 30, 2023 March 31, 2024.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the period covered by this report on Form 10-Q that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

For disclosures of legal proceedings, see Note 11 to our condensed consolidated financial statements included under Part I, Item 1 of this report, which is incorporated herein by reference.

ITEM 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in "Part I, Item 1A, Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023, which could materially affect our business, financial condition and results of operations. 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, 2022 December 31, 2023. The risks described in our Annual Report on Form 10-K are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially adversely affect our business, financial condition and results of operations.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

None The following table provides information about the Company's purchases of equity securities that are registered pursuant to Section 12 of the Exchange Act for the three months ended March 31, 2024:

Period	Total number of shares purchased(1)	Average price paid per share		Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares that may yet be purchased under the plans or programs
January 1, 2024 to January 31, 2024	143,742	$	2.80	—	—
February 1, 2024 to February 29, 2024	—		—	—	—
March 1, 2024 to March 31, 2024	139,141		3.02	—	—
	282,883	$	2.91	—	—

(1) Represents shares repurchased by the Company pursuant to provisions in agreements with recipients of restricted shares granted under our equity compensation plan that allow the Company to repurchase, or the recipient to deliver to us, the number of shares with a fair value equal to the minimum statutory tax withholding due upon vesting of the restricted shares.

ITEM 3. Defaults Upon Senior Securities

None

ITEM 4. Mine Safety Disclosures

Not Applicable

ITEM 5. Other Information

None

ITEM 6. Exhibits

Exhibit	Exhibit Description
10.1*	First Amendment to Limited Liability Company Agreement of Five Point Office Venture Holdings I, LLC, dated as of August 17, 2023, by and amongFPOVHI Member, LLC, Irvine Office Member, L.L.C., and LNR BC, LLC.
10.2	Fifth Amendment to Credit Agreement, dated as of October 19, 2023, by and among Five Point Operating Company, LP, Zions Bancorporation, N.A. dba California Bank & Trust, as administrative agent and as a lender, and Comerica Bank, JPMorgan Chase Bank, N.A. and Citibank, N.A., as lenders(Exhibit 10.1 to the Current Report on Form 8-K filed on October 20, 2023 is incorporated herein by this reference).
31.1*	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith

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.

FIVE POINT HOLDINGS, LLC

By: /s/ Daniel Hedigan
Daniel Hedigan
Chief Executive Officer
(Principal Executive Officer)

By: /s/ Kim Tobler
Kim Tobler
Chief Financial Officer, Treasurer and Vice President
(Principal Financial Officer and
Principal Accounting Officer)

Date: October 20, 2023 April 19, 2024

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EXHIBIT 10.1

FIRST AMENDMENT TO LIMITED LIABILITY COMPANY AGREEMENT
OF FIVE POINT OFFICE VENTURE HOLDINGS I, LLC

This FIRST AMENDMENT TO LIMITED LIABILITY COMPANY AGREEMENT OF FIVE POINT OFFICE VENTURE HOLDINGS I, LLC ("**Amendment**") is dated for reference purposes as of August 17, 2023 and is made by and among FPOVHI MEMBER, LLC, a Delaware limited liability company (the "**FP Member**"), IRVINE OFFICE MEMBER, L.L.C., a Delaware limited liability company (the "**RP Member**"), and LNR BC, LLC, a Delaware limited liability company (the "**SW Member**").

RECITALS

A. FP Member, RP Member and SW Member are parties to that certain Limited Liability Company Agreement of Five Point Office Venture Holdings I, LLC dated August 4, 2017 (the "**Agreement**"), pursuant to which Five Point Office Venture Holdings I, LLC (the "**Company**") was formed. Capitalized terms used but not otherwise defined in this Amendment shall have the meaning given to them in the Agreement.

B. The Members desire to refinance the following existing loans (collectively, the "**Existing Loans**"): (i) the Acquisition Loan, where the Company's subsidiary, named Five Point Office Venture I, LLC and defined in the Agreement as the "**Campus Subsidiary**," is the borrower, and (ii) the Mezzanine Loan, where the Company's other subsidiary, named Five Point Office Venture Member I, LLC and defined in the Agreement as the "**Member Subsidiary**," is the borrower. The new loan ("**New Loan**") that will pay off the Existing Loans will be made by California Bank & Trust ("**CBT**") to the Campus Subsidiary in the original principal amount of $29,400,000.00, as evidenced by a written loan agreement (the "**New Loan Agreement**"), which will be secured by (among other things) a first-lien deed of trust on the remainder of the Campus owned by the Campus Subsidiary as of the date hereof (the "**Current Campus Property**"). Following the closing of the New Loan, the Company may elect to dissolve the Member Subsidiary.

C. In connection with the making of the New Loan, the Members desire to amend the Agreement upon the terms and conditions more particularly set forth herein.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties agree as follows:

AGREEMENT

1. **New Loan Related Guarantees**. In connection with the New Loan, CBT has required that Five Point Holdings, LLC ("**FPH**"; also deemed to be an "**FP Guarantor**") provide (i) that certain Guaranty Agreement (Limited Repayment, Interest and Carry and Nonrecourse Carveout), of near or even date herewith, by Guarantor in favor of CBT (the "**Guaranty Agreement**") and (ii) that certain Unsecured Environmental Indemnity, of near or even date herewith, by Guarantor and the Company in favor of CBT (the "**Environmental Indemnity**" and together with the Guaranty Agreement, the "**New Loan Recourse Documents**").

2. **Affiliate Liability and Indemnification**. The Members hereby agree that (i) Section 3.06 of the Agreement shall remain in full force and effect with respect to the Existing Loans and the Recourse Documents associated with the Existing Loans and (ii) the following shall be added as a new Section 3.06(a) with respect to the New Loan and the New Loan Recourse Documents associated with the New Loan:

(a) "3.06(a) Affiliate Liability and Indemnification Under New Loan. The Members acknowledge and agree that the FP Guarantor shall execute the New Loan Recourse Documents as an accommodation to the Company, the Member Subsidiary, the Campus Subsidiary and the Members. If the FP Guarantor incurs any loss, cost, expense, damage, claim or liability including, without limitation, any attorneys' and expert witness fees and costs (collectively, the "**Losses**") under any such New Loan Recourse Document, then, except as otherwise expressly set forth in this Section 3.06(a), the Company, the Member Subsidiary and the Campus Subsidiary shall, jointly and severally, indemnify, defend, protect and hold the FP Guarantor wholly harmless from and against such Losses to the extent such Losses do not result from the Bad Acts of the Manager (so long as the Manager is an Affiliate of the FP Guarantor), FP Member, FP Guarantor or any Affiliate thereof (collectively, a "**FP Party**"). The term "**Bad Acts**" means (i) the gross negligence, intentional fraud, willful misconduct, misappropriation of funds or other intentional wrongful act or intentional wrongful omission of any Person (other than liability caused by a failure to pay a monetary obligation guaranteed by a New Loan Recourse Document), (ii) any breach by any Person of this Agreement causing a default under a Financing, or (iii) any breach of the loan documents evidencing any loan obtained by the Company or any Subsidiary caused by the acts of such Person (other than a breach caused by a failure to pay a monetary obligation guaranteed by a New Loan Recourse Document, including any breach by Five Point Opco to pay any rent or other monetary payment under the Five Point Lease).

If (A) the FP Guarantor incurs any Losses under any New Loan Recourse Document for which it is entitled to be indemnified, defended, protected and held harmless pursuant to this Section 3.06(a) ("**Section 3.06(a) Recourse Loss(es)**"), and (B) the Company, the Member Subsidiary or the Campus Subsidiary fails to satisfy such obligation within ten (10) days following FP Guarantor's demand, then the RP Member and the SW Member shall be required to reimburse the FP Guarantor for such Member's Pro Rata Share of such Section 3.06(a) Recourse Losses following such ten (10)-day period. The term "**Pro Rata Share**" means, with respect to each of the RP Member and the SW Member, the following: (1) zero percent (0%) of any Losses incurred by the FP Guarantor under any New Loan Recourse Document as a result of the Bad Acts of any FP Party (a "**Five Point Lease Recourse Event**") (for avoidance of doubt, each of the RP Member and the SW Member shall also not be responsible for the Bad Acts of the other Member), subject to the provisions of this Agreement that treat Five Point Lease Recourse Events as a Member Loan herein; (2) zero percent (0%) of any Losses incurred by the FP Guarantor under Section 1.1, Section 1.2 and/or Section 1.3.1(e) (with respect to Impositions) (such Losses under Sections 1.2 and 1.3.1(e) (with respect to Impositions), collectively, the "**Interest and Carry Recourse Events**") of the Guaranty Agreement, subject to the provisions of this Agreement that treat Five Point Lease Recourse Events, Interest and Carry Recourse Events, and/or Lennar Lease Recourse Events (as defined below) as a Member Loan herein; (3) one hundred percent (100%) of any Losses incurred by the FP Guarantor under any New Loan Recourse Document as a result of the Bad Acts of such Member (or any Affiliate thereof) (for avoidance of doubt, each of the RP Member and the SW Member is responsible for its own Bad Acts only and not the Bad Acts of the other Member) (a "**Non-FP Bad Act Recourse Event**"); (4) zero percent (0%) of any Losses incurred by the FP Guarantor under the Environmental Indemnity (an "**Environmental Indemnity Recourse Event**"), subject to the provisions of this Agreement that treat Environmental Indemnity Recourse Events as a Member Loan herein; and (5) such Member's Contribution Percentage of any Losses incurred by the FP Guarantor under Section 1.3 of the Guaranty Agreement (excluding Losses related to Impositions under Section 1.3.1(e)), to the extent not otherwise addressed in any one of the clauses (1) through (4) above (collectively, the "**Additional Recourse Events**"). If the RP Member or the SW Member fails to reimburse the FP Guarantor for its Pro Rata share of any Section 3.06(a) Recourse Losses in breach of the terms of this Section 3.06(a), then the other of such Members shall be obligated to reimburse the FP Guarantor for its Additional Percentage (and not its

Contribution Percentage) of such Section 3.06(a) Recourse Losses (and such other Member shall be subrogated to the rights of the FP Guarantor against the breaching Member to the extent any payment is made to the FP Guarantor under this sentence). Any such Pro Rata Share of Section 3.06(a) Recourse Losses that are not so reimbursed by either the RP Member and/or the SW Member shall be treated as a Member Loan made by the FP Member to the Company, which bears interest at the rate set forth in Section 3.04 of the Agreement. The term "**Additional Percentage**" means such Member's Contribution Percentage divided by the sum of such Member's Contribution Percentage and the FP Member's Contribution Percentage. The reimbursement obligation of the RP Member and the SW Member shall be guaranteed pursuant to the Guaranty Amendment (as defined in the Amendment)."

The Members acknowledge and agree that (i) the FP Guarantor is a third-party beneficiary of the foregoing provisions of this Section 3.06(a), and (ii) the FP Guarantor has the right, power and authority to enforce the provisions of this Section 3.06(a)."

3. **Treatment of Certain New Loan Recourse Events as Member Loans**. In furtherance of Section 3.06(a) of the Agreement, as set forth above in this Amendment, neither the RP Member nor the SW Member are obligated to reimburse the FP Guarantor for its Pro Rata Share of any Section 3.06(a) Recourse Losses other than those attributable to Non-FP Bad Act Recourse Events (collectively, the "**Optional Recourse Events**"), provided that each such Member may elect to contribute to any Optional Recourse Event by providing written notice to the FP Guarantor within fifteen (15) days following notice of any such event (an "**Optional Recourse Event Election**"). If RP Member or SW Member makes an Optional Recourse Event Election, the electing Member(s) shall reimburse the FP Guarantor in an amount equal to the product of (x) the amount of the Section 3.06(a) Recourse Losses incurred by the FP Guarantor attributable to the applicable Optional Recourse Event, *multiplied by* (y) such Member's Contribution Percentage. In the event the RP Member or the SW Member elects not to reimburse the FP Guarantor for an Optional Recourse Event, the following shall apply:

(a) If the Optional Recourse Event is a Five Point Lease Recourse Event, then the non-reimbursed Section 3.06(a) Recourse Losses incurred by the FP Guarantor attributable to such event will be treated as a Member Loan made by the FP Member to the Company, provided that such Member Loan will not bear interest; and

(b) If the Optional Recourse Event is a result of any breach by Lennar to pay any rent or other monetary payment under the Lennar Lease (a "**Lennar Lease Recourse Event**"), an Interest and Carry Recourse Event, an Environmental Indemnity Recourse Event or an Additional Recourse Event, then the non-reimbursed Section 3.06(a) Recourse Losses incurred by the FP Guarantor attributable to such event will be treated as a Member Loan made by the FP Member to the Company, which bears interest at the rate set forth in Section 3.04 of the Agreement.

4. **Amendment of Guaranty Agreement**. Concurrent with the Members' execution of this Amendment, each of the RP Guarantor, SW Guarantor and FP Guarantor shall execute the Consent of Guarantor and Reaffirmation and Amendment to Guaranty, the form of which is attached hereto as **Exhibit A** ("**Guaranty Amendment**"), which, among other things, amends the Guaranty Agreement such that the "Obligation" (as defined in the Guaranty Agreement) includes each of RP Member's and SW Member's requirement to reimburse the FP Guarantor for (i) such Member's Pro Rata Share of any Section 3.06(a) Recourse Losses incurred by the FP Guarantor under any New Loan Recourse Document, and (ii) such Member's Additional Percentage of any Section 3.06(a) Recourse Losses incurred by the FP Guarantor under any New Loan Recourse Document if the RP Member or the SW Member, as the case may be, breaches its reimbursement obligation under Section 3.06(a), as set forth in this Amendment.

5. **<u>Member Subsidiary and Member Subsidiary Interest and Actions</u>**. Following the closing of the New Loan, the Members authorize Manager to dissolve the Member Subsidiary, as determined by Manager at its discretion, and to take all necessary actions in furtherance thereof. Accordingly, from and after the date of any such dissolution ("**Member Subsidiary Dissolution Date**"): (i) all references in the Agreement to Member Subsidiary and Member Subsidiary Interest shall be deemed null and void and no longer applicable; and (ii) all actions authorized or directed to be taken by the Member Subsidiary, which need to or should be taken after the Member Subsidiary Dissolution Date, shall hereafter be deemed to be authorized or directed to be taken by the Campus Subsidiary.

6. **<u>Principal Office of Company; Notices to FP Member</u>.** The Members acknowledge that the principal office of the Company in the State of California changed from the address set forth in Section 1.02 of the Agreement and is now at 2000 FivePoint, 4th Floor, Irvine, California 92618 (which may be changed further from time to time by the Manager). Additionally, the address for the FP Member is changed to the following (which may be changed further from time to time by the FP Member):

FPOVHI Member, LLC
2000 FivePoint, 4th Floor
Irvine, California 92618
Attention: Legal Notices
Telephone: (949) 349-1000
Facsimile: (949) 349-1075
Email: mike.alvarado@fivepoint.com

7. **<u>Original Agreement in Full Force</u>**. Except for those provisions that are inconsistent with this Amendment, all other terms, covenants and conditions of the Agreement shall remain unmodified and in full force and effect. In the event of any conflict between any provision of the Agreement and this Amendment, this Amendment shall control.

8. **<u>Miscellaneous</u>**. This Amendment may, for convenience, be signed in any number of counterparts and the signature pages transmitted via regular or electronic mail (e.g., PDF format) or facsimile with the same effect as if the signature to each such counterpart were upon a single instrument. Signatures transmitted electronically by the parties (i.e., via electronic mail or facsimile) shall be effective to bind the parties. If any provision of this Amendment is ever held to be illegal, invalid, void or unenforceable, then such term shall be deemed removed from this Amendment, and the remaining provisions of this Amendment shall remain in full force and effect. The parties acknowledge and agree that the Agreement constitutes the entire agreement between the parties with respect to the subject matter thereof, and there are no other oral or written agreements between the parties with respect thereto. The Agreement may not be modified except by a writing signed by each of the parties hereto.

(*Signature Page Follows*)

IN WITNESS WHEREOF, the Members have executed this Amendment as of the date first above written.

"**FP Member**"

FPOVHI MEMBER, LLC, a Delaware limited liability company

By: ___/s/ Michael Alvarado____

Print Name: Michael Alvarado

Print Title: Vice President & Secretary

"**RP Member**"

IRVINE OFFICE MEMBER, L.L.C.,
a Delaware limited liability company

By: ___/s/ Ron Hoyl___

Print Name: Ron Hoyl

Print Title: Vice President

"**SW Member**"

LNR BC, LLC, a Delaware limited liability company

By: ___/s/ Dan Schwaegler___

Print Name: Dan Schwaegler

Print Title: Senior Vice President

Signature Page

EXHIBIT A

Consent of Guarantor and Reaffirmation and Amendment to Guaranty

The undersigned, FIVE POINT HOLDINGS, LLC, a Delaware limited liability company ("**FP Guarantor**"), HERITAGE FIELDS CAPITAL CO-INVESTOR MEMBER, LLC, a Delaware limited liability company ("**RP Guarantor**"), and LNR HF II, LLC, a California limited liability company ("**SW Guarantor**") (individually, "**Guarantor**" and collectively, "**Guarantors**"), are parties to and guarantors under that certain GUARANTY OF MEMBER OBLIGATIONS ("**Guaranty**") entered into effective as of August 4, 2017 (the "**Guaranty**"), in favor of FPOVHI MEMBER, LLC, a Delaware limited liability company, (the "**FP Member**"), IRVINE OFFICE MEMBER, L.L.C., a Delaware limited liability company (the "**RP Member**"), and LNR BC, LLC, a Delaware limited liability company (the "**SW Member**") (individually, a "**Member**" and collectively, the "**Members**"). The Guarantors and the Members are sometimes individually referred to herein as a "**Party**" and collectively, as the "**Parties**." Except where otherwise provided herein, the capitalized terms used in this Exhibit shall have the respective meanings assigned to such terms in the FIRST AMENDMENT TO LIMITED LIABILITY COMPANY AGREEMENT OF FIVE POINT OFFICE VENTURE HOLDINGS I, LLC ("**Amendment**") to which this Exhibit is attached.

Pursuant to the Guaranty, each Guarantor unconditionally, absolutely and irrevocably guaranteed to each "Non-Affiliated Member" (as defined in the Guaranty) of such Guarantor and to each of such Non-Affiliated Member's successors and assigns, the full and timely payment and performance by such Guarantor's Affiliated Member of all of its "Obligations" (as defined in the Guaranty).

The Members desire to refinance the Existing Loans with the New Loan. In connection with the New Loan, CBT has required that FP Guarantor provide the guarantees and indemnities set forth in the New Loan Recourse Documents, and the Members are entering into the Amendment. The Amendment provides, among other things, that each of RP Member and SW Member is required to reimburse the FP Guarantor for (i) such Member's Pro Rata Share of any Section 3.06(a) Recourse Losses incurred by the FP Guarantor under any New Loan Recourse Document, and/or (ii) such Member's Additional Percentage of any Section 3.06(a) Recourse Losses incurred by the FP Guarantor under any New Loan Recourse Document if the RP Member or the SW Member, as the case may be, breaches its reimbursement obligation under Section 3.06(a) of the LLC Agreement (collectively, the "**New Guaranty Obligations**").

As a condition precedent to entering into the Amendment (and refinancing the Existing Loans with the New Loan), the Members have required that each Guarantor affiliated with each Member (the **"Affiliated Member**") guaranty the full and timely payment and performance of its Affiliated Member's New Guaranty Obligations, by treating the New Guaranty Obligations as part of and included within the definition of "Obligations" under the Guaranty, upon and subject

to the terms and conditions set forth in the Guaranty. The Members would not have agreed to enter into the Amendment, but for the agreement of each Guarantor to execute and deliver this Consent of Guarantor and Reaffirmation and Amendment to Guaranty ("**Consent**") in favor of each Member that is not affiliated with such Guarantor (individually, the "**Non-Affiliated Member**"and collectively, the "**Non-Affiliated Members**").

Accordingly, each Guarantor hereby agrees as follows:

1. Each Guarantor consents to and approves of the terms and conditions of the Amendment to which this Consent is attached.

2. Each Guarantor acknowledges and agrees that the New Guaranty Obligations are hereby deemed part of and included within the definition of "Obligations" under the Guaranty, upon and subject to the terms and conditions set forth in the Guaranty.

3. Each Guarantor hereby reaffirms and ratifies the Guaranty, as modified by this Consent, restates, reaffirms and ratifies all representations and warranties set forth in the Guaranty (including Section 11 thereof), and agrees that the Guaranty remains in full force and effect, provided that (i) all references in the Guaranty to the "LLC Agreement" shall mean and include the LLC Agreement as modified by the Amendment, (ii) the term "Designated Representative" with respect to the FP Guarantor means Dan Hedigan and Mike Alvarado, and (iii) notices to the FP Guarantor/FP Member under the Guaranty shall be provided to the same address for the FP Member as set forth in the Amendment.

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(*Signature Page Follows*)

IN WITNESS WHEREOF, each Guarantor has executed this Consent as of the date set forth in the preamble of the Amendment to which this Consent is attached.

"**FP Guarantor**" FIVE POINT HOLDINGS, LLC, a Delaware limited liability company By: ___/s/ Daniel Hedigan___ Print Name: Daniel Hedigan Print Title: Chief Executive Officer	"**RP Guarantor**" HERITAGE FIELDS CAPITAL CO-INVESTOR MEMBER, LLC, a Delaware limited liability company By: ___/s/ Ron Hoyl___ Print Name: Ron Hoyl Print Title: Vice President
"**SW Guarantor**" LNR HF II, LLC, a California limited liability company By: ___/s/ Dan Schwaegler___ Print Name: Dan Schwaegler Print Title: Senior Vice President	

Signature Page

Exhibit 31.1

CERTIFICATION PURSUANT TO
RULES 13a14(a) AND 15d14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Daniel Hedigan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Five Point Holdings, LLC;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a15(e) and 15d15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 20, 2023 April 19, 2024

/s/ Daniel Hedigan
Daniel Hedigan
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO
RULES 13a14(a) AND 15d14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Kim Tobler, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Five Point Holdings, LLC;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a15(e) and 15d15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 20, 2023 April 19, 2024

/s/ Kim Tobler
Kim Tobler
Chief Financial Officer, Treasurer and Vice President
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Five Point Holdings, LLC (the "Company") on Form 10-Q for the period ended September 30, 2023 March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 20, 2023 April 19, 2024	/s/ Daniel Hedigan
	Daniel Hedigan
	Chief Executive Officer *(Principal Executive Officer)*

A signed original of this written statement as required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Five Point Holdings, LLC (the "Company") on Form 10-Q for the period ended September 30, 2023 March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 20, 2023 April 19, 2024	/s/ Kim Tobler
	Kim Tobler
	Chief Financial Officer, Treasurer and Vice President *(Principal Financial and Accounting Officer)*

A signed original of this written statement as required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.