

REFINITIV

DELTA REPORT

10-K

LGIH - LGI HOMES, INC.

10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

TOTAL DELTAS 2079

■ CHANGES	498
■ DELETIONS	612
■ ADDITIONS	969

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

FORM 10-K

(Mark One)

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended **December 31, 2022** **December 31, 2023**

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 001-36126

LGI HOMES, INC.

(Exact name of registrant as specified in its charter)

Delaware

46-3088013

(State or other jurisdiction of incorporation or organization)

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

1450 Lake Robbins Drive, Suite 430,

The Woodlands, TX

77380

(Address of principal executive offices)

(Zip code)

(281) 362-8998

(Registrant's Telephone Number, Including Area Code)

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	LGIH	NASDAQ Global Select Market

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

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

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

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

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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 **June 30, 2022** **June 30, 2023**, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately **\$1.8 billion** **\$2.8 billion** based on the closing price of such stock on such date as reported on the NASDAQ Stock Market.

As of **February 17, 2023** **February 16, 2024**, there were **23,305,806** **23,581,648** shares of the registrant's common stock, par value \$.01 per share, issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions from the registrant's definitive Proxy Statement for the **2023** **2024** Annual Meeting of Stockholders are incorporated herein by reference (to the extent indicated) into [Part III](#).

[Table of Contents](#)

TABLE OF CONTENTS

	Page
<u>PART I</u>	
Item 1. Business	4
Item 1A. Risk Factors	12
Item 1B. Unresolved Staff Comments	31
Item 1C. Cybersecurity	31
Item 2. Properties	3132
Item 3. Legal Proceedings	3133
Item 4. Mine Safety Disclosures	3133
<u>PART II</u>	
Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	3234
Item 6. [Reserved]	3335
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	3335
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	5351
Item 8. Financial Statements and Supplementary Data	5452
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	7775
Item 9A. Controls and Procedures	7775
Item 9B. Other Information	7977
Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections	7977
<u>PART III</u>	
Item 10. Directors, Executive Officers and Corporate Governance	8078
Item 11. Executive Compensation	8078
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	8078
Item 13. Certain Relationships and Related Transactions, and Director Independence	8078
Item 14. Principal Accounting Fees and Services	8078
<u>PART IV</u>	
Item 15. Exhibits and Financial Statement Schedules	8179
Item 16. Form 10-K Summary	8482
SIGNATURES	8482

Table of Contents

PART I

ITEM 1. BUSINESS

General

We are engaged in the design, construction and sale of new homes in markets in Texas, Arizona, Florida, Georgia, New Mexico, Colorado, North Carolina, South Carolina, Washington, Tennessee, Minnesota, Oklahoma, Alabama, California, Oregon, Nevada, West Virginia, Virginia, Pennsylvania, **Maryland** and **Maryland**, **Utah**. Our management team has been in the residential land development business since the mid-1990s. Since commencing home building operations in 2003, we have constructed and closed over **50,000** **65,000** homes. During the year ended **December 31, 2022** **December 31, 2023**, we had **6,621** **6,729** home closings, compared to **10,442** **6,621** home closings in **2021** **2022**.

LGI Homes, Inc. is a Delaware corporation incorporated on July 9, 2013. Our principal executive offices are located at 1450 Lake Robbins Drive, Suite 430, The Woodlands, Texas 77380, and our telephone number is (281) 362-8998. Information on or linked to our website is not incorporated by reference into this Annual Report on Form 10-K unless expressly noted.

Unless otherwise indicated or the context requires, "LGI," the "Company," "we," "our" and "us" refer collectively to LGI Homes, Inc. and its subsidiaries.

Business Opportunities

Since **our initial public offering in November** **December** 2013, we have grown substantially, by expanding our operations from **nine** **eight** markets in four states to **35** **36** markets in **20** **21** states. We currently offer homes for sale in **99** **117** communities throughout the United States. We focus on demographic and economic trends forecasted for these markets and expect to continue to grow.

Our sales and marketing-focused operating model has enabled us to enter new markets efficiently and profitably. We intend to continue to expand into new markets where we identify opportunities to develop communities and sell homes that meet our profit and return objectives.

Driven by commitment to our customers and our desire to make their dreams of homeownership a reality, we offer multiple product lines, including attached and detached entry-level homes and active adult offerings that are marketed and sold under our LGI Homes brand and luxury homes that are marketed and sold under our Terrata Homes brand.

During 2023, our average home completion time was approximately 108 to 150 days, our home size ranged between 950 to approximately 4,100 square feet and our overall sales prices ranged from approximately \$189,000 to more than \$1,000,000. For the year ended December 31, 2023, we closed 6,729 homes at an average sales price per home closed of \$350,510. During 2022, our average home completion time was approximately 90 to 165 days, our average home size ranged between 1,000 to approximately 4,100 square feet and our overall sales prices ranged from approximately \$190,000 to more than \$1,200,000. For the year ended December 31, 2022, we closed 6,621 homes at an average sales price per home closed of \$348,052. During 2021, our average home completion time was approximately 90 to 130 days, our average home size ranged between 1,000 to 4,100 square feet and our overall sales prices ranging from approximately \$150,000 to more than \$1,100,000. For the year ended December 31, 2021, we closed 10,442 homes at an average sales price per home closed of \$292,104.

We pursue a flexible land acquisition strategy of purchasing or optioning finished lots at attractive prices, or purchasing raw land for residential development. Given our successful history as a land developer, we are experienced in converting raw land into residential communities. We endeavor to maintain a pipeline of desirable land positions for replacement and new communities. We generally target land acquisitions that are further away from urban centers than many other suburban communities but have access to major thoroughfares, retail districts and centers of business. Such areas generally result in a better value for the homeowner, either through lower sales prices or larger lot sizes. We consider development opportunities that meet our profit and return objectives, including opportunities that may involve the sale of home sites as a part of the product mix. Projects of interest are typically evaluated at the division level using an extensive due diligence checklist that includes assessing the permitting and regulatory requirements, environmental considerations and local market conditions and evaluating anticipated floor plans, pricing and financial returns. We also determine the number of potential residents in the market and rental households that are within driving distance of the proposed project. We will continue to focus primarily on entry-level homebuyers.

Additionally, we engage in other business activities that leverage or complement our core homebuilding operations. Our wholesale business builds and sells homes primarily to large institutions interested in acquiring single-family rental properties through bulk sales agreements. Beginning in 2021, we began building and leasing a number of single-family homes in select, existing communities. These rental projects are income producing and we maintain the option to sell these homes in a bulk purchase agreement. Finally, our strategic joint ventures, LGI Mortgage Solutions and LGI Insurance Solutions, provide mortgage financing and homeowners insurance services to our customers.

During the second half of 2022, we experienced a slowdown in demand caused by the Federal Reserve's ongoing actions to stem inflation and the resulting increases in mortgage rates compared to the beginning of 2022. As a result, many buyers paused their home purchasing decisions. In response to this slowdown in buyer demand, we increased advertising spending to connect with more potential homebuyers. Beginning in September 2022, we began offering mortgage buy-down programs and other sales incentives to offset some of the affordability pressures resulting from higher mortgage rates and increased our allocation of inventory available for sale to our wholesale channel. Additionally, we evaluated our land position and significantly reduced our owned and controlled lots and right sized the number of finished homes in inventory. Given the market conditions experienced during the second half of 2022 and our continued focus on future community count growth, we have chosen to allocate available capital to near-term land development.

While we expect that many of these challenges will persist in 2023 and could potentially worsen, we believe the long-term outlook for new homes remains strong, driven by solid fundamentals, including a historically low inventory of new and existing homes for sale, an aging housing stock, rising rents, strong household formations and low unemployment.

Sales and Marketing

Our well-defined sales and marketing approach focuses on converting renters of apartments and single-family homes into homeowners. We use extensive digital and print advertising to attract potential homebuyers. We employ various marketing methods, such as digital marketing strategies, interactive online media, social media, direct mail, directional signage, and billboards. These methods have proven highly successful in reaching our target market, placing potential homebuyers in front of our trained sales professionals and communicating our core messages of value and dream fulfillment.

[Table of Contents](#)

While a proportion of our business comes from realtors, our marketing efforts are principally designed to connect directly with potential customers currently renting their residences and encourage them to schedule an in-person appointment at one of our information centers. Our information centers are typically open 11 eight to ten hours per day, 359 days per year, and generally staffed by two to five four sales professionals who are supported by a dedicated loan officer.

Our commission-based sales professionals are trained to learn about the current housing situation of the customer, educate them on the value proposition of owning an LGI home and provide them with a comprehensive understanding of the steps required to achieve homeownership. We also inform customers of our history, vision and values. Our sales professionals determine review credit and income qualifications if applicable, provide floor plans and pricing information, and conduct tours of our homes based on the customer's needs and budget. We provide each customer with a comprehensive introduction to the community and the surrounding area, furnishing them with detailed information regarding utilities, schools, homeowners association dues and restrictions, local entertainment and nearby dining and shopping options. As a result of our transparent approach, customers receive all the information needed to make a buying decision, which we believe sets clear expectations and eliminates confusion during the home buying process.

Homebuilding Operations

Our homebuilding operations are organized and managed by seven operating segments: West, Northwest, Central, Midwest, Florida, Southeast and Mid-Atlantic. The Midwest division is included in our Central reportable segment and the Mid-Atlantic division is included in our Southeast reportable segment.

We operate in the following markets within these seven operating segments:

West	Northwest	Central	Midwest	Florida	Southeast	Mid-Atlantic
Phoenix, AZ	Seattle, WA	Houston, TX	Minneapolis, MN	Tampa, FL	Atlanta, GA	Washington, D.C.
Tucson, AZ	Portland, OR	Dallas Ft. Worth, TX		Orlando, FL	Charlotte, NC	Norfolk, VA
Albuquerque, NM	Denver, CO	San Antonio, TX		Fort Myers, FL	Raleigh, NC	Richmond, VA
Las Vegas, NV		Austin, TX		Jacksonville, FL	Wilmington, NC	Baltimore, MD
Northern CA		Oklahoma City, OK		Fort Pierce, FL	Winston-Salem, NC	
Southern CA				Daytona Beach, FL	Columbia, SC	
Salt Lake City, UT				Sarasota, FL	Greenville, SC	
					Birmingham, AL	
					Nashville, TN	

These operating segments reflect the way we evaluate our business performance and manage our operations. Additional information on our operating segments and product information is contained in [Note 15, "Segment Information"](#) to our consolidated financial statements included in [Part II, Item 8](#) of this Annual Report on Form 10-K.

We offer a set number of floor plans in each community with standardized finishes. Doing so enables us to utilize an even-flow, continuous construction process that is designed to efficiently build and maintain an inventory of move-in ready homes that are available for immediate sale.

We employ experienced construction management professionals to perform the tasks of general contractors for home construction in each of our communities. Our employees provide the purchasing, construction management and quality assurance for the homes we build, while third-party subcontractors provide the material and labor components of our homes. In each of our markets, we employ construction managers with local market knowledge and expertise. Additionally, our construction managers monitor our compliance with zoning, safety, and other regulations, production schedules, and quality standards for our projects.

We endeavor to obtain favorable pricing from subcontractors through long-term relationships and consistent workflow. A number of our trade partners have subcontracted on our projects since we commenced homebuilding operations in 2003. Consistency of our trade partners is an integral part of our homebuilding operations that also leads to reduced warranty costs. We believe in building long lasting relationships with our trade partners in order to provide consistent, quality and timely deliveries across our markets. We also work closely with our construction managers and subcontractors and train them using a comprehensive construction manual that outlines the most efficient way to build an LGI home.

Table of Contents

Our homebuilding operations utilize a paperless purchase order system to conduct business with our subcontractors and suppliers. Our master build schedule allows our trade partners to receive their specific tasks from our electronic system and plan several weeks in advance before starting their work. This means of communication allows our subcontractors to schedule their crews efficiently, thereby allowing for better pricing and better quality of work. Typically, our contractors are paid every week, which contributes to the strength of our business relationships with them.

Our homes are designed to meet the preferences of our target market of potential homebuyers and enable cost efficient and effective construction processes. In 2019, we introduced our CompleteHome™ and CompleteHome Plus™ packages to continue our legacy of offering buyers well-appointed, move-in ready homes, a streamlined buying experience, and superior quality with even more standard features than offered before. Each of these packages includes preselected, upgraded features, including stainless steel appliances, cabinets with crown molding, granite or quartz countertops, undermount sinks, as well as convenient outlets with USB charging capability and a Wi-Fi-enabled garage door opener. Additionally, both packages include programmable thermostats, double-pane Low-E vinyl windows, LED flush mount ENERGY STAR lights and a variety of other energy-saving features. Our CompleteHome Plus package includes everything in the CompleteHome package plus 42" upper cabinets, nine-foot ceilings, designer paint selections, additional landscaping and window blinds in every room of the house.

We offer an attached townhome product in certain markets that enables us to keep our entry-level price point within reach of more new homebuyers. We believe that this product helps to counter rising land and home costs.

Our active adult communities offer affordable homes in both open and age-restricted lifestyles in amenity-rich communities. These communities leverage existing floor plans with minor modifications designed to meet the needs of active adult homebuyers at prices that present a compelling value-proposition.

Our Terrata Homes brand allows us to leverage our systems and processes, including our customer centric sales system, to deliver move-in ready homes with preselected luxury features. During [2022](#), [2023](#), we closed [249](#) Terrata Homes at an average sales price per home closed of [\\$573,000](#), compared to [217](#) Terrata Homes at an average sales price per home closed of [\\$549,551](#), compared to [183](#) Terrata Homes at an average sales price per home closed of [\\$482,410](#), in [2021](#), [2022](#). As of [December 31, 2022](#), [December 31, 2023](#), we offered Terrata Homes in [ten](#) [15](#) of our active communities. We expect that home closings in our Terrata Homes branded communities will be [approximately 5.0% less than 5%](#) of our annual home closings during [2023](#), [2024](#).

Our mortgage financing and homeowners insurance joint ventures provide a streamlined, customer-focused experience for our homebuyers. LGI Mortgage Solutions provides mortgage services to our customers through an unconsolidated joint venture. LGI Insurance Solutions provides homeowners and other insurance products to our customers through an unconsolidated joint venture.

Our wholesale business provides opportunities for us to leverage our even-flow construction methodology to build and sell homes primarily to large institutions interested in acquiring homes to be used as rental properties, primarily through bulk sales agreements. During [2022](#), [2023](#) and [2021](#), [2022](#), we had [1,233](#) [679](#) and [1,515](#) [1,233](#) wholesale home closings, respectively, which represented [18.6%](#) [10.1%](#) and [14.5%](#) [18.6%](#) of our total home closings in [2022](#), [2023](#) and [2021](#), [2022](#), respectively. We expect our wholesale business to represent approximately 5% to 10% of our annual home closings during [2023](#).

2024.

Land Acquisition Policies and Development

We continue to be an active and opportunistic acquirer of land for residential development in our markets. We source land from a wide range of landowners, brokers, lenders, builders and other land development companies. We generally acquire raw land and finished lots in affordable locations that are further away from urban centers than many other suburban communities but have access to major thoroughfares, retail districts and centers of business. We conduct thorough due diligence on each of our potential land acquisitions, and we typically look at numerous opportunities before finding one that meets our requirements. We also maintain a pipeline of desirable land positions for replacement communities and new communities.

Our lot inventory decreased to 71,081 owned or controlled lots as of December 31, 2023 from 71,904 owned or controlled lots as of December 31, 2022 from 91,845 owned or controlled lots as of December 31, 2021 primarily related to controlled lots that were terminated during our discipline in the second evaluation of and third quarters selective approval of 2022 to manage our overall inventory. Additionally, during 2022, we experienced intermittent delays that lowered the lot counts and have been compounded by nationwide inflationary headwinds, new land deals.

We had 99,117 and 101,99 active communities as of December 31, 2022 December 31, 2023 and December 31, 2021 December 31, 2022, respectively. The overall decrease in community count is seen as transitory, primarily due to the close out of active communities and to a lesser extent available finished lots in certain active markets. Generally, it takes us two to three years to turn raw or undeveloped land into an active community. To mitigate our exposure to real estate inventory risks, we

We utilize land banking financing arrangements on a limited and strategic basis, land banking financing arrangements.

basis. During the year years ended December 31, 2022 December 31, 2023 and 2022, we entered into several land banking financing arrangements with a third-party land banker to repurchase land that we sold to the land banker as a method of acquiring finished lots in staged takedowns, while limiting risk and minimizing the use of funds from our available cash or other financing sources. takedowns. In consideration for this repurchase option, we paid a non-refundable commitment fee. Based on our right to control the ultimate economic outcome of these finished lots, these assets will continue to be held as real estate not owned within our inventory and have a corresponding obligation was established within our accrued liabilities to recognize this relationship. While we are not legally obligated to repurchase the balance of the lots, we will be are subject to certain performance obligations, financial and other penalties if the lots are not purchased.

Table of Contents

We do not have any ownership interest or title to the assets that we have sold to the land banker and we do not guarantee any of the land banker's liabilities.

Our allocation of capital for land investment is performed at the corporate level with a disciplined approach to portfolio management. Our Acquisitions Committee meets periodically and consists of our Chief Executive Officer, Chief Financial Officer, and Executive Vice President of Acquisitions. Annually, our divisions prepare a strategic plan for their respective geographic areas. Supply and demand are analyzed to ensure land investment is targeted appropriately. The On an ongoing basis, the long-term plan is compared on an ongoing basis to our recent experience in the marketplace and is then adjusted to the extent necessary accordingly.

We have also purchased larger tracts of land across our markets which will provide us with more opportunities to build homes with multiple price points in our communities. We believe that our land development expertise will allow us to meet our growth and profit objectives with respect to opportunities in which we are the developer. Similar to our home building operations, our personnel oversee the contractors who perform the development work. Our land development projects may include the sale of home sites or commercial property as a part of the project.

We have strong relationships with the land brokerage community in many of our markets. We believe that in we have established a reputation within the brokerage community we have a reputation for knowing our business, systems-based approach to acquiring land, for having the capital to close deals and for making accurate and timely decisions that benefit both the buyer and seller. For these reasons, we believe that brokers routinely notify us when desirable tracts of land are available for purchase. opportunities that meet our criteria arise.

In our land acquisition process, projects of interest are typically evaluated at the division level using an extensive due diligence checklist which that includes assessing the permitting and regulatory requirements, environmental considerations and local market conditions and evaluating anticipated floor plans, pricing and financial returns. We also acquire and develop land for use in our wholesale business.

The table below shows (i) home closings by reportable segment for the year ended December 31, 2022 December 31, 2023 and (ii) our owned or controlled lots by reportable segment as of December 31, 2022 December 31, 2023.

Reportable Segment	Reportable Segment	Year Ended December 31, 2022			Reportable Segment	Home Closings	Year Ended December 31, 2023			As of December 31, 2023		
		Home Closings	Owned (1)	Controlled			Owned (1)	Controlled	Total	Owned (1)	Controlled	Total
		3,094	21,786	4,788			870	5,172	2,738	7,910		
Central	Central	3,094	21,786	4,788	26,574							
Southeast	Southeast	1,404	15,160	2,389	17,549							
Northwest	Northwest	502	6,741	2,006	8,747							
West	West	751	9,861	1,263	11,124							
Florida	Florida	870	5,172	2,738	7,910							

Total	Total	6,621	58,720	13,184	71,904
-------	-------	-------	--------	--------	--------

(1) Of the 58,720 55,331 owned lots as of December 31, 2022 December 31, 2023, 47,857 41,155 were raw/under development lots and 10,863 14,176 were finished lots.

Homes in Inventory

When entering a new community, we intend to build a sufficient number of move-in ready homes to meet our budgets. We base future home starts on home closings. As homes are closed, we start more homes to maintain our inventory. As of December 31, 2022 December 31, 2023, we had a total of 1,985 2,017 completed homes, including information centers, and 1,323 1,410 homes in progress.

The following is a summary of our homes in inventory by reportable segment as of December 31, 2022 December 31, 2023 (dollar values in thousands):

Reportable Segment	Reportable Segment	Homes in Inventory		Reportable Segment	Homes in Inventory (1)	Inventory Value (1)
		(1)	Value			
Central	Central	1,193	\$ 292,680			
Southeast	Southeast	702	155,129			
Northwest	Northwest	321	122,881			
West	West	410	120,590			
Florida	Florida	560	118,843			
Total	Total	3,186	\$ 810,123			

(1) Includes homes in progress and completed homes; excludes information centers.

Table of Contents

Backlog

See discussion included in ["Management's Discussion and Analysis of Financial Condition and Results of Operations—Backlog."](#)

Raw Materials and Labor

When constructing homes, we use various materials and components. We generally contract for our materials and labor at a fixed price for the anticipated construction period of our homes. This allows us to mitigate the risks associated with increases in building materials and labor costs between the time construction begins on a home and the time it is closed. Typically, the raw materials and most of the components used in our business are readily available in the United States. We purchase some components and materials centrally to leverage our purchasing power to achieve volume discounts, a practice that often reduces costs and ensures timely deliveries. We typically do not store significant inventories of construction materials, except for work in progress materials for homes under construction. In addition, the majority of our raw materials are supplied to us by our subcontractors and are included in the price of our contract with such subcontractors. Most of the raw materials necessary for our subcontractors are standard items carried by major suppliers. Our construction work is substantially completed by third-party subcontractors, most of whom are non-unionized. We continue to monitor the supply markets to achieve the best prices available. Typically, the price changes that most significantly influence our operations are price increases in labor, commodities and lumber. In future quarters, we could see various cost pressures associated with widespread global inflation similar to the severity cost pressures experienced during 2022 in the last few years. Generally, we have successfully increased the sales prices of our homes to absorb these increased costs or have successfully made cost-effective changes as we endeavor to keep our homes affordable.

Additionally, during the year ended December 31, 2022, significant supply chain disruptions have extended our land development and homebuilding construction cycles across the markets we serve. We are continuing to focus on our supply chain to limit the impact to both our business and customers. We believe these challenges will continue to impact our operations in 2023.

Seasonality

The homebuilding industry generally exhibits seasonality. We have historically experienced, and in the future expect to continue to experience, variability in our results on a quarterly basis. See discussion included in ["Management's Discussion and Analysis of Financial Condition and Results of Operations—Seasonality."](#)

Government Regulation and Environmental, Health and Safety Matters

We are subject to numerous local, state, federal and other statutes, ordinances, rules and regulations concerning zoning, development, building design, construction and similar matters, which impose zoning and density requirements in order to limit the number of homes or mandate the type of structure that can be built within the boundaries of a particular area. Projects that are not entitled may be subjected to periodic delays, changes in use, less intensive development or elimination of development in certain specific areas due to government regulations. We may also be subject to periodic delays or may be precluded entirely from developing in certain communities due to building moratoriums or "slow-growth" or "no-growth" initiatives that could be implemented in the future. Local governments also have broad discretion regarding the imposition of development fees for projects in their jurisdiction. Projects for which we have received land use and development entitlements or approvals may still require a variety of other governmental approvals and permits during the development process and can also be impacted adversely by unforeseen health, safety and welfare issues, which can further delay these projects or prevent their development.

We are also subject to a variety of local, state, federal and other statutes, ordinances, rules and regulations concerning the environment, health and safety. The particular environmental laws which apply to any given homebuilding site vary according to multiple factors, including the site's location, whether the site contains wetlands or other features that may create burdensome permitting requirements, its environmental conditions, the present and former uses of the site, the presence or absence of endangered plants or

species or sensitive habitats, and environmental conditions at adjoining or nearby properties. Environmental laws and conditions may result in delays, may cause us to incur substantial compliance and other costs, and can prohibit or severely restrict homebuilding activity in environmentally sensitive regions or areas. In addition, in those cases where an endangered or threatened species is involved, environmental rules and regulations can result in the restriction or elimination of development in identified environmentally sensitive areas. From time to time, the United States Environmental Protection Agency (the "EPA") and similar federal, state or local agencies review land developers' and homebuilders' compliance with environmental laws and may levy fines and penalties, among other sanctions, for failure to strictly comply with applicable environmental laws or impose additional requirements for future compliance as a result of past failures. Any such actions taken with respect to us may increase our costs and result in delays. Further, we expect that increasingly stringent requirements will be imposed on land developers and homebuilders in the future. Environmental regulations can also have an adverse impact on the availability and price of certain raw materials such as lumber.

Under various environmental laws, current or former owners of real estate, as well as certain other categories of parties, may be required to investigate and clean up hazardous or toxic substances or petroleum product releases, and may be held strictly and/or jointly and severally liable to a governmental entity or to third parties for related damages, including property damage or bodily injury, and for investigation and cleanup costs incurred by such parties in connection with the contamination. A mitigation plan may be implemented during the construction of a home if a cleanup does not remove all contaminants of

[Table of Contents](#)

concern or to address a naturally occurring condition, such as methane or radon. Some homebuyers may not want to purchase a home that is, or may have been, subject to a mitigation plan. To date, we have not incurred any material unanticipated liabilities relating to the removal or remediation of toxic wastes or other environmental conditions.

Competition

The U.S. homebuilding industry is highly competitive. We compete in each of our markets with numerous other national, regional and local homebuilders for homebuyers, desirable properties, financing, raw materials and skilled labor. We also compete with sales of existing homes and with the apartment and housing rental market, markets. Our homes compete on the basis of quality, price, design, mortgage financing terms and location. There has been some consolidation among national homebuilders in the United States, and we expect that this trend may continue.

Human Capital Resources

LGI Homes is committed to being a people-focused organization and actively promotes a workplace of dignity, respectful and respect for all, dignified workplace. We strive to uphold all applicable laws and regulations in the markets where we conduct business and pursue business relationships with external partners who share our commitment to lawful, ethical business conduct. We believe our commitments to diversity and inclusion, hiring, training, safety and sustainability, employee retention form the foundation of our people-focused culture.

As of December 31, 2022 December 31, 2023, we employed 9521,089 people, of whom 84,89 were located at our corporate headquarters. Of our employees located outside our corporate headquarters, 531,631 were on-site sales and support personnel, and 337,369 were involved with acquisition and development, purchasing, and construction. We have built a diverse and inclusive team of professionals with a wide range of industry experience across our markets. We are dedicated to supporting our employees when times are challenging. None of our employees are covered by collective bargaining agreements, and we have not experienced any strikes or work stoppages. We believe we have good relations with our employees. Our human capital resources objectives include, as applicable, identifying, recruiting, training, retaining, incentivizing and integrating our existing and additional employees. We offer our employees a wide array of company-paid benefits, which we believe are competitive relative to others in our industry.

We utilize subcontractors and tradespeople to perform the construction of our homes. We believe we have good relations with our subcontractors and tradespeople.

We are committed to equal employment and advancement opportunities for all individuals regardless of race, color, religion, gender, gender identity or expression, sex, sexual orientation, national origin, age, disability, genetic information, marital status or status as a covered veteran in accordance with applicable federal, state and local laws. As of December 31, 2022 December 31, 2023, our workforce at our corporate headquarters was comprised of 61% 60% women and 27% 34% identified as racially or ethnically diverse. As of December 31, 2022 December 31, 2023, our on-site sales, sales support and construction workforce located outside of our corporate headquarters was comprised of 27% 28% women and 34% 37% identified as racially or ethnically diverse.

We are committed to maintaining a workplace that is respectful to all individuals and we maintain a zero-tolerance policy on discrimination and harassment of any kind. Any conduct that creates an offensive or intimidating environment runs counter to our culture and core values and is strictly prohibited. This policy is expressly described in our Code of Business Conduct and Ethics and our Employee Handbook and includes, but is not limited to, any protected status or characteristic, including race, color, ethnicity or national origin, age, sex, religion, disability, marital status, status as a veteran, genetic information, or any other status or characteristic protected by any federal, state, or local law. Our employees are expected to treat their coworkers, our business partners' employees and our customers with dignity and respect.

We focus on identifying and attracting the best talent and providing those individuals our employees with world-class training and continuous development. Typically, all new vice presidents, sales professionals and purchasing managers come to our corporate headquarters for a week of training in their first 100 days. We directly invest in our sales professionals by conducting an intensive 100-day introductory training program consisting of 30 days of initial in-depth, in-house education about our time-proven selling strategies and secondary training at the local division. Our continued commitment to our sales personnel is reflected in the ongoing weekly training sessions held in each of our information centers and quarterly regional training events. We also work closely with our subcontractors and tradespeople, training them on the most efficient way to build an LGI home. A number of our subcontractors and tradespeople have worked on our homes since we commenced homebuilding operations in 2003 and, therefore, are familiar with our business model.

We are committed to providing competitive benefits to attract and retain employees, including benefits that facilitate healthy lifestyles, mental well-being and preparedness for retirement.

We are committed to creating a safe and secure business environment that protects the health and safety of our employees, business partners and customers. Our workplaces are required to comply with all applicable laws and regulations, including those established by the Occupational Safety and Health Administration, as they pertain to health and

safety in the workplace. As part of this commitment, we have implemented a systems-based program of regularly scheduled safety reviews, meetings and continuing education that are held in our communities and include our employees and the employees of our subcontractors and tradespeople.

[Table of Contents](#)

We are committed to improving and giving back to the communities we serve. In addition to ongoing charitable giving, we close all of our offices nationwide once a year for our Service Impact Day. During this annual service event, our focus turns away from sales and home closings as we dedicate the entire day to charitable giving and volunteerism. Every LGI employee spends the day contributing to the local community. From constructing fences and cleaning up parks, organizing food, and volunteering at children's centers, we are committed to being a positive presence in the communities we build. Since 2016, we have contributed over ~~\$2.7~~ ~~\$3.0~~ million in corporate, non-profit sponsorships, donated over ~~20,000~~ ~~30,000~~ employee service hours and collaborated with over 100 non-profit organizations in an effort to make a meaningful impact in our local communities.

Available Information

We make available, as soon as reasonably practicable, on our website, www.lgihomes.com, all of our reports required to be filed with the Securities and Exchange Commission ("SEC"). These reports can be found on the "Investor Relations" page of our website under "SEC Filings" and include our annual and quarterly reports on Form 10-K and 10-Q (including related filings in XBRL format), current reports on Form 8-K, beneficial ownership reports on Forms 3, 4, and 5, proxy statements and amendments to such reports. Our SEC filings are also available to the public on the SEC's website at www.sec.gov. In addition to our SEC filings, our corporate governance documents, including our Corporate Governance Guidelines and Code of Business

Conduct and Ethics, are available on the "Investor Relations" page of our website under "Corporate Governance" at <https://investor.lgihomes.com/corporate-governance>. Our stockholders may also obtain these documents in paper format free of charge upon request made to our Investor Relations department.

Information about our Executive Officers

The following table sets forth information regarding our executive officers as of ~~February 21, 2023~~ ~~February 20, 2024~~:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Eric Lipar	52 53	Chief Executive Officer and Chairman of the Board
Michael Snider	51 52	President and Chief Operating Officer
Charles Merdian	53 54	Chief Financial Officer and Treasurer
Scott Garber	51 52	General Counsel and Corporate Secretary

Eric Lipar. Mr. Lipar is our Chief Executive Officer and serves as Chairman of our Board of Directors. He has served as our Chief Executive Officer since 2009, as a director since June 2013 and as Chairman of the Board since July 2013. Previously, Mr. Lipar served as our President from 2003 until 2009. Mr. Lipar has been in the residential land development business since the mid-1990s and is one of our founders. He has overseen land acquisitions, development and the sale of over ~~50,000~~ ~~65,000~~ homes since our inception. Mr. Lipar currently serves on the Residential Neighborhood Development Council for the Urban Land Institute and is a member of the Policy Advisory Board for the Harvard Joint Center for Housing Studies.

Michael Snider. Mr. Snider has served as our President since 2009 and our Chief Operating Officer since July 2013. He oversees all aspects of our sales, construction, and product development. Prior to serving as our President, Mr. Snider was Executive Vice President of Homebuilding (2005-2009) and in the role of Homebuilding Manager (2004). Before joining the Company in 2004, Mr. Snider was a Project Manager for Tadian Homes, a homebuilder based in Troy, Michigan.

Charles Merdian. Mr. Merdian has served as our Chief Financial Officer and Treasurer since 2013 and served as our Secretary from 2013 to 2016. Prior to becoming our Chief Financial Officer in 2010, Mr. Merdian was our Controller from 2004 through 2010. Prior to joining us in 2004, Mr. Merdian served as Accounting and Finance Manager for The Woodlands Operating Company where he specialized in accounting and financial analysis of real estate ventures, focusing primarily on residential and commercial developments. Prior to The Woodlands Operating Company, Mr. Merdian served as an accounting manager working at the Williamson-Dickie Manufacturing Co. and as a senior auditor for Coopers & Lybrand, LLP. Mr. Merdian has worked in residential real estate and homebuilding finance since 1998. Mr. Merdian is a Certified Public Accountant and is a member of the Texas Society of Certified Public Accountants. Mr. Merdian also serves on the Montgomery County Habitat for Humanity Board of Directors.

Scott Garber. Mr. Garber has served as our General Counsel and Corporate Secretary since April 2018. His responsibilities include all company legal matters, as well as corporate governance and risk management. Prior to joining the Company, Mr. Garber served as Assistant General Counsel at Chevron Phillips Chemical Company (CPChem) from March 2012 to April 2018, where he was responsible for major company transactions (both domestic and international), corporate governance of its Qatar-based joint ventures, and management of commercial legal matters for various company product lines and divisions. Prior to joining CPChem, Mr. Garber served as Associate General Counsel for United Airlines (formerly Continental Airlines), then the world's largest airline, where he was responsible for the company's litigation, antitrust and intellectual property matters. Mr. Garber previously worked at Howrey Simon Arnold & White, a major international law firm, where he specialized in all aspects of intellectual property law. Mr. Garber is a member of the State Bar of Texas and is also admitted to practice before the U.S. Patent & Trademark Office. Mr. Garber is also a member of the Board of Directors and of the Executive Committee of Archway Insurance, Ltd, a captive insurance company.

[Table of Contents](#)

Board of Directors of LGI Homes, Inc.

Mr. Eric Lipar - Chief Executive Officer of LGI Homes, Inc. and serves as Chairman of our Board of Directors.

Mr. Ryan Edone - Chief Financial Officer of Petroleum Wholesale L.P., a distributor of branded and wholesale motor fuel products and operator of retail convenience stores/travel centers.

Ms. Shailee Parikh - Global Head Managing Partner of Strategy ARK Real Estate, LLC, a real estate investment and Solution Development for Health Solutions at Aon plc, a leading global professional services firm, management company.

Mr. Bryan Sansbury - Chief Executive Officer, Chairman of the Board of Directors, and a founding partner of AEGIS Hedging Solutions, LLC, formerly known as AEGIS Energy Risk, LLC. Mr. Sansbury serves as our Lead Independent Director.

Ms. Maria Sharpe - Managing Principal of Sharpe Human Solutions, LLC, a human resource consulting and commercial real estate investment company.

Mr. Steven Smith - Owner and solo practitioner of Steven R. Smith Law, LLC. He is a former shareholder of the law firm Baker Donelson.

Mr. Robert Vahradian - Senior Managing Director Partner of GTIS Partners, LP, a global real estate investment firm.

[Table of Contents](#)

ITEM 1A. RISK FACTORS

Discussion of our business and operations included in this Annual Report on Form 10-K should be read together with the risk factors set forth below. They describe various risks and uncertainties we are or may become subject to, many of which are difficult to predict or beyond our control. Although the risks summarized below are organized by heading, and each risk is summarized separately, many of the risks are interrelated. These risks and uncertainties, together with other factors described elsewhere in this report, have the potential to affect our business, financial condition, results of operations, cash flows, strategies or prospects in a material and adverse manner.

Risk Factors Summary

Our business is subject to a number of risks, including risks that may prevent us from achieving our business objectives or may adversely affect our business, financial condition, results of operations, cash flows, strategies or prospects. These risks are discussed more fully below and include, but are not limited to, risks related to:

- Operational Risks Related to Our Business:
 - our ability to acquire finished lots and land parcels suitable for residential homebuilding at reasonable prices;
 - labor and raw material shortages and price fluctuations that could delay or increase the cost of home construction;
 - our ability to acquire finished lots and land parcels suitable for residential homebuilding at reasonable prices;
 - the impact of the COVID-19 an epidemic or pandemic;
- Industry and Economic Risks:
 - rising higher mortgage interest rates, and the tightening of mortgage lending standards and mortgage financing requirements;
 - a significant downturn in our housing markets or in the housing market may continue its recent decline or decline further; homebuilding industry;
 - the homebuilding industry is highly competitive;
 - new and existing laws and regulations or other governmental actions, including environmental, health and safety laws and regulations;
 - increasing attention to environmental, social and governance matters;
 - the seasonal nature of our business;
- Strategic Risks Related to Our Business:
 - our growth or expansion strategies may not be successful;
- Risks Related to Our Organization and Structure:
 - we depend on key management personnel and other experienced employees;
 - our use of leverage in executing our business strategy;
 - we are a holding company, and we are accordingly dependent upon distributions from our subsidiaries to service our debt and pay dividends, if any, taxes and other expenses;
- General Risks:
 - we may be subject to litigation, arbitration or other claims;
 - information system failures, cyber incidents or breaches in security;
 - complex and evolving U.S. laws and regulations regarding privacy and data protection; and
 - access to financing sources may not be available on favorable terms, or at all. all; and
 - the impact of financial industry and capital markets turmoil.

Operational Risks Related to Our Business

The long-term sustainability and growth in our home closings depends in part upon our ability to acquire finished lots and land parcels suitable for residential homebuilding at reasonable prices.

The long-term sustainability of our operations as well as future growth depends in large part on the price at which we are able to obtain suitable finished lots and land parcels for development to support our homebuilding operation. Our ability to acquire finished lots and land parcels for new single-family homes and other projects may be adversely affected by changes in the general availability of land parcels, the willingness of land sellers to sell land parcels at reasonable prices, competition for available land parcels,

availability of financing to acquire land parcels, zoning, regulations that limit housing density, the ability to obtain building permits, environmental requirements and other market conditions and regulatory requirements. If suitable lots or land at reasonable prices become less available, the number of homes we may be able to build and sell could be reduced, and the cost of land could be increased substantially, which could adversely impact us. As competition for suitable land increases, the cost of undeveloped lots and the cost of developing owned land could also rise and the availability of suitable land at

[Table of Contents](#)

acceptable prices may decline, which could adversely impact us. The availability of suitable land assets could also affect the success of our land acquisition strategy, which may impact our ability to maintain or increase the number of our active communities, as well as to sustain and grow our revenues and margins, and achieve or maintain profitability. Additionally, developing undeveloped land is capital intensive and time consuming and we may develop land based upon forecasts and assumptions that prove to be inaccurate, resulting in projects that are not economically viable.

In recent years, it has become more difficult to acquire finished lots in attractive locations and therefore we have been acquiring more undeveloped land that we need to develop as compared to finished lots. This shift in our land procurement has resulted in longer lead time between when we acquire the land and when we can start construction of a home on the land and thus a longer time that these land assets are on our balance sheet.

Risks associated with our land and lot inventories could adversely affect our business or financial results.

Risks inherent in controlling, purchasing, holding and developing land for new home construction are substantial. The risks inherent in purchasing and developing land parcels increase as consumer demand for housing decreases and the holding period increases. As a result, we may buy and develop land parcels on which homes cannot be profitably built and sold. In certain circumstances, a grant of entitlements or development agreement with respect to a particular parcel of land may include restrictions on the transfer of such entitlements to a buyer of such land, which would negatively impact the price of such entitled land by restricting our ability to sell it for its full entitled value. In addition, inventory carrying costs can be significant and can result in reduced margins or losses in a poorly performing community or market. Developing land and constructing homes takes a considerable amount of time and requires a substantial cash investment. Land development is a key part of our operations and we develop land in most of our markets. The time and investment required for development may adversely impact our business. We have substantial real estate inventories that regularly remain on our balance sheet for significant periods of time prior to their sale, during which time we are exposed to the risk of adverse market developments. Real estate investments are relatively difficult to sell quickly. As a result, our ability to promptly sell one or more properties for reasonable prices in response to changing economic, financial and investment conditions may be limited, and we may be forced to hold non-income producing properties for extended periods of time. Our business model is based on building homes before a sales contract is executed and a customer deposit is received. Because interest and other expenses are capitalized only during the development of land and home construction, we incur interest subject to capitalization criteria and recognize maintenance expenses on unsold completed homes in inventory. As of December 31, 2022 December 31, 2023, we had 1,985 2,017 completed homes in inventory and 1,323 1,410 homes in progress in inventory. In the event there is a continued downturn in home sales in our markets, our inventory of completed homes could increase, leading to additional financing costs and lower margins, which could have a material adverse effect on our financial results and operations. In the event of significant changes in economic or market conditions, we may have to sell homes at significantly lower margins or at a loss, if we are able to sell them at all. Additionally, deteriorating market conditions could cause us to record significant inventory impairment charges. The recording of a significant inventory impairment could negatively affect our reported earnings per share and negatively impact the market perception of our business.

Labor and raw material shortages, price fluctuations and supply chain constraints could delay or increase the cost of home construction, which could materially and adversely affect us.

The residential construction industry experiences labor and raw material shortages from time to time, including shortages in qualified subcontractors and tradespeople and supplies of insulation, drywall, cement, steel and lumber. These labor and raw material shortages can be more severe during periods of strong demand for housing, during periods following natural disasters that have a significant impact on existing residential and commercial structures or as a result of broader economic disruptions, such as the ongoing COVID-19 pandemic. In addition, pricing for labor and raw materials can be affected by the factors discussed above and various other national, regional, local, economic and political factors, including changes in immigration laws, trends in labor migration and tariffs. For example, the federal government has previously imposed new or increased tariffs or duties on an array of imported materials and goods that are used in connection with the construction and delivery of our homes, including lumber, raising our costs for these items (or products made with them). Such government-imposed tariffs and trade regulations on imported building supplies, and retaliatory measures by other countries, may in the future have significant impacts on the cost to construct our homes and on our customers' budgets, including by causing disruptions or shortages in our supply chain. We have also experienced labor shortages, price fluctuations and increased labor costs, including as a result of inflation or wage increases, particularly over the past year two years due to historic inflation rates in the United States. It is uncertain whether these conditions will continue as is, improve or worsen. Additionally, in 2021, we saw a significant increase in the cost of our lumber related to undersupply as a result of increased demand and shutdowns of lumber mills due to the COVID-19 pandemic. We may see additional lumber cost pressures in the future. Further, our success in recently-entered markets or those we may choose to enter in the future depends substantially on our ability to source labor and local materials on terms that are favorable to us. Our markets may exhibit a reduced level of skilled labor relative to increased homebuilding demand in these markets. In the event of shortages in labor or raw materials in such markets, local subcontractors, tradespeople and suppliers may choose to allocate their resources to homebuilders with an established presence in the market and with whom they have longer-standing relationships. Labor and raw material shortages, price increases for labor and raw materials and supply chain constraints could

[Table of Contents](#)

cause delays in and increase our costs of home construction, which in turn could have a material adverse effect on our business, prospects, liquidity, financial condition and results of operations.

Our business and results of operations are dependent on the availability, skill and performance of subcontractors.

We engage subcontractors to perform the construction of our homes and, in many cases, to select and obtain the raw materials used in constructing our homes. Accordingly, the timing and quality of our construction depend on the availability and skill of our subcontractors. While we anticipate being able to obtain sufficient materials and reliable subcontractors and believe that our relationships with subcontractors are good, we do not have long-term contractual commitments with any subcontractors, and we can provide no assurance that skilled subcontractors will be available at reasonable rates and in our markets. In addition, as we expand into new markets, we typically must develop new relationships with subcontractors in such markets, and there can be no assurance that we will be able to do so in a cost-effective and timely manner, or at all. The inability to contract with skilled subcontractors at reasonable rates on a timely basis could have a material adverse effect on our business, prospects, liquidity, financial condition and results of operations.

Despite our quality control and jobsite safety efforts, we may discover from time to time that our subcontractors have engaged in improper construction or safety practices or have installed defective materials in our homes. When we discover these issues, we typically utilize our subcontractors to repair the homes in accordance with our new home warranty and as required by law. The adverse costs of satisfying our warranty and other legal obligations in these instances may be significant and we may be unable to recover the costs of warranty-related repairs from subcontractors, suppliers and insurers, which could have a material adverse impact on our business, prospects, liquidity, financial condition and results of operations. We may also suffer reputational damage, and may be exposed to potential liability, from the actions of subcontractors or their failure to comply with applicable laws, including matters which are beyond our control. Attempts at mitigation may not be successful, and we could be subject to claims relating to actions of, or matters relating to, our subcontractors.

If we are unable to develop our communities successfully or within expected time-frames, our results of operations could be adversely affected.

Before a community generates any revenue, time and material expenditures are required to acquire land, obtain development approvals and construct significant portions of project infrastructure, amenities and sales facilities. It can take several years from the time we acquire control of an undeveloped property to the time we make our first home sale on the site. Delays in the development of communities, including delays associated with subcontractors performing the development activities or entitlements, labor and raw material shortages or supply chain disruptions, expose us to the risk of changes in market conditions for homes. A decline in our ability to develop and market one of our new undeveloped communities successfully and to generate positive cash flow from these operations in a timely manner could have a material adverse effect on our business and results of operations and on our ability to service our debt and to meet our working capital requirements. In addition, higher than expected absorption rates in existing communities may result in lower than expected inventory levels until the development for replacement communities is completed.

We are subject to warranty and liability claims arising in the ordinary course of business that can be significant.

As a homebuilder and developer, we are subject to construction defect, product liability and home and other warranty claims, including moisture intrusion and related claims, arising in the ordinary course of business. These claims are common to the homebuilding industry and can be costly. There can be no assurance that any developments we undertake will be free from defects once completed and any defects attributable to us may lead to significant contractual or other liabilities. We rely on subcontractors to perform the construction of our homes and, in some cases, to select and obtain building materials. Although we provide subcontractors with detailed specifications and perform quality control procedures, subcontractors may, in some cases, use improper construction processes or defective materials. Defective products used in the construction of our homes can result in the need to perform extensive repairs. The cost of performing such repairs, or litigation arising out of such issues, may be significant if we are unable to recover the costs from subcontractors, suppliers and/or insurers. Warranty and construction defect matters can also result in negative publicity, including on social media outlets, which could damage our reputation and negatively affect our ability to sell homes.

We maintain, and require our subcontractors to maintain, general liability insurance (including construction defect and bodily injury coverage) and workers' compensation insurance and generally seek to require our subcontractors to indemnify us for liabilities arising from their work. While these insurance policies, subject to deductibles and other coverage limits, and indemnities protect us against a portion of our risk of loss from claims related to our land development and homebuilding activities, we cannot provide assurance that these insurance policies and indemnities will be adequate to address all our home and other warranty, product liability and construction defect claims in the future, or that any potential inadequacies will not have an adverse effect on our business, financial condition or results of operations. Further, the coverage offered by, and the availability of, general liability insurance for completed operations and construction defects are currently limited and costly. We

[Table of Contents](#)

cannot provide assurance that coverage will not be further restricted, increasing our risks and financial exposure to claims, and/or become costlier.

We could be adversely affected by efforts to impose joint employer liability on us for labor law violations committed by our subcontractors.

Our homes are constructed by employees of subcontractors and other third parties. We do not have the ability to control what these parties pay their employees or the rules they impose on their employees. However, various governmental agencies have taken actions to hold parties like us responsible for violations of wage and hour laws and other labor laws by subcontractors. Governmental rulings that hold us responsible for labor practices by our subcontractors could create substantial exposures for us under our subcontractor relationships, which could have a material adverse impact on our business, prospects, liquidity, financial condition and results of operations.

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

We are often required to provide bonds, letters of credit or guarantees to governmental authorities and others to ensure the completion of our projects. As a result of market conditions, some surety providers have been reluctant to issue new bonds and providers may require credit enhancements, such as cash deposits or letters of credit, in order to maintain existing bonds or to issue new bonds. If we are unable to obtain required bonds in the future for our projects, or if we are required to provide credit enhancements with respect to our current or future bonds or in place of bonds, our business, prospects, liquidity, financial condition and results of operations could be materially and adversely affected.

Poor relations with the residents of our communities could negatively impact sales, which could cause our revenues or results of operations to decline.

Residents of communities we develop rely on us to resolve issues or disputes that may arise in connection with the operation or development of their communities. Efforts made by us to resolve these issues or disputes could be deemed unsatisfactory by the affected residents and subsequent actions by these residents could adversely affect our sales or our reputation. In addition, we could be required to make material expenditures related to the settlement of such issues or disputes or to modify our community development plans, which could adversely affect our results of operations.

Any joint venture investments that we make could be adversely affected by our lack of sole decision making authority, our reliance on the financial condition of our joint venture partners and disputes between us and our joint venture partners.

We have established LGI Mortgage Solutions and LGI Insurance Solutions, two separate joint ventures with a long-time, third-party preferred lender and third-party insurance agency. We may co-invest in the future with third parties through other partnerships, joint ventures or other entities, acquiring non-controlling interests in or sharing responsibility for managing the affairs of a land acquisition and/or a development. In this event, we would not be in a position to exercise sole decision-making authority regarding the acquisition and/or development, and our investment may be illiquid due to our lack of control. Investments in partnerships, joint ventures, or other entities may, under certain circumstances, involve risks not present were a third-party not involved, including the possibility that our joint venture partners might become bankrupt, fail to fund their share of required capital contributions, make poor business decisions or block or delay necessary decisions. Our joint venture partners may have economic or other business interests or goals which are inconsistent with our business interests or goals and may be in a position to take actions contrary to our policies or objectives. Such investments may also have the potential risk of impasses on decisions, such as a sale, because neither we nor our joint venture partners would have full control over the land acquisition or development. Disputes between us and our joint venture partners may result in litigation or arbitration that would increase our expenses and prevent our officers and/or directors from focusing their time and effort on our business. In addition, we may in certain circumstances be liable for the actions of our joint venture partners.

In addition, our LGI Mortgage Solutions joint venture involves additional risks associated with the mortgage banking business. The mortgage banking business is competitive, and competitors include mortgage lenders, such as national, regional and local mortgage banks and other financial institutions. Some of these competitors are subject to fewer governmental regulations and have greater access to capital than our joint venture does, and some of them may operate with different criteria than our joint venture does. These competitors may offer a broader or more attractive array of financing and other products and services to potential customers than our joint venture does. For these reasons, our joint venture may not be able to compete effectively in the mortgage banking business. Further, the mortgage banking business is subject to numerous federal, state and local laws and regulations, which, among other things: prohibit discrimination and establish underwriting guidelines; provide for audits and inspections; require appraisals and/or credit reports on prospective borrowers and disclosure of certain information concerning credit and settlement costs; establish maximum loan amounts; prohibit predatory lending practices; and regulate the referral of business to affiliated entities. The regulatory environment for mortgage lending is complex and ever changing and has led to an increase in the number of audits, examinations and investigations in the industry. The 2008 housing

Table of Contents

downturn resulted in numerous changes in the regulatory framework of the financial services industry. More recently, in response to COVID-19, federal agencies, state governments and private lenders are proactively providing relief to borrowers in the housing market by, subject to requirements, suspending home foreclosures and granting payment forbearance, among other

things. These relief measures are temporary, but these changes and others could become incorporated into the current regulatory framework. Any changes or new enactments could result in more stringent compliance standards, which could adversely affect our financial condition and results of operations and the market perception of our business. Additionally, if we are unable to originate mortgages for any reason going forward, such as a cyberattack on our joint venture partners, our customers may experience significant mortgage loan funding issues, which could have a material impact on our homebuilding business and our consolidated financial statements.

Our business could be materially and adversely disrupted by an epidemic, pandemic (such as COVID-19) or similar public health threat.

An epidemic, pandemic or similar serious public health issue, and the measures undertaken by governmental authorities to address it, could significantly disrupt or prevent us from operating our business in the ordinary course for an extended period, and thereby, along with any associated economic and social instability or distress, have a material adverse impact on our business, financial condition, results of operations, cash flows, strategies or prospects.

For instance, the COVID-19 pandemic, at its peak, resulted in federal, state and local governments imposing varying degrees of restrictions on business and social activities to contain COVID-19, including business shutdowns and closures, travel restrictions, quarantines, shelter-in-place orders and "stay-at-home" orders in certain of our markets. While many of the restrictions and measures initially implemented during 2020 have since been lifted in the United States, and the manufacture and distribution of COVID-19 vaccines during 2021 helped to initiate a recovery from the pandemic, recent increases in COVID-19 cases, the uncertainty regarding new variants of COVID-19 and the success of any vaccines in respect thereof may in the future cause a significant reduction in economic activity or prompt the re-imposition of certain restrictions and measures.

COVID-19. To the extent that the COVID-19 an epidemic, pandemic or similar public health threat adversely impacts our business, results of operations, liquidity or financial condition, it may also have the effect of increasing many of the other risks described in this "Risk Factors" section. There is no guarantee that a future outbreak of this or any other widespread epidemics or pandemics will not occur, or that the U.S. economy will fully recover therefrom, either of which could materially and adversely affect our business.

Industry and Economic Risks

Inflation could adversely affect our business and financial results.

Currently, the United States is experiencing inflationary conditions. Inflation could adversely affect our business and financial results by increasing the costs of land, raw materials and labor needed to operate our business. Inflation may also accompany higher interest rates, which could adversely impact potential customers' ability to obtain financing on favorable terms, thereby decreasing demand for our homes. During the year ended December 31, 2022, we have experienced a significant increase in land, labor, materials and construction costs, which we currently expect to continue into 2023. In an inflationary environment, such as the current economic environment, depending on the homebuilding industry and other economic conditions, we may be unable to raise the sales prices of our homes enough to offset the increasing costs of our operations, which would decrease our profit margins. Furthermore, if we need to lower the sales prices of our homes to meet demand, the value of our land inventory may decrease. Inflation may also raise our costs of capital and decrease our purchasing power, making it more difficult to maintain sufficient funds to operate our business.

Rising Higher mortgage interest rates, tightening of mortgage lending standards and mortgage financing requirements, and untimely or incomplete mortgage loan originations for our homebuyers and rising mortgage interest rates could adversely affect the availability of mortgage loans for potential purchasers of our homes and thereby materially and adversely affect our business, prospects, liquidity, financial condition and results of operations.

Almost all of our customers finance their home purchases through lenders that provide mortgage financing. Mortgage interest rates have increased significantly **during since January 2022**, which has **made negatively impacted** the **homes we sell less affordable**, **overall housing market**. The current and continued macroeconomic conditions impacting the homebuilding industry are rapid inflation and rising interest rates. The significant burden of inflation and **the rise of higher mortgage interest rates for our customers during since January 2022** are viewed by us as the primary driver behind the **sudden subsequent decrease in demand for new homes beginning in March 2022**, **homes**. However, we cannot predict whether mortgage interest rates will **continue to rise**, remain high or fall. If mortgage interest rates **continue to increase**, the ability of prospective homebuyers to finance home purchases may be adversely affected, and, as a result, our operating results may be significantly negatively impacted.

Additionally, rapid increases in interest rates may negatively impact the affordability of a home purchase for existing buyers in backlog who still need to lock in a mortgage interest rate for their loan. This volatility could lead to an increase in cancellations of home purchase contracts. Our homebuilding activities depend upon the availability of mortgage financing to homebuyers, which is expected to be impacted by ongoing regulatory changes and fluctuations in the risk appetites of lenders. The financial documentation, down payment amounts and income-to-debt ratio requirements are subject to change and could become more restrictive.

The federal government has a significant role in supporting mortgage lending through its conservatorship of Federal National Mortgage Association ("Fannie Mae") and Federal Home Loan Mortgage Corporation ("Freddie Mac"), both of which purchase or insure mortgage loans and mortgage loan-backed securities, and its insurance of mortgage loans through or in connection with the Federal Housing Administration ("FHA"), the Veterans Administration ("VA") and the U.S. Department of

[Table of Contents](#)

Agriculture ("USDA"). FHA and USDA backing of mortgage loans has been particularly important to the mortgage finance industry and to our business. If either the FHA or USDA raised their down payment requirements or lowered maximum loan amounts, our business could be materially affected. Increased lending volume and losses insured by the FHA have resulted in a reduction of the FHA insurance fund. The USDA rural development program provides for zero down payment and 100% financing for homebuyers in qualifying areas. If the USDA program was discontinued or if funding was decreased, then our business could be adversely affected. In addition, if the USDA changed its determination of areas that are eligible to qualify for the program, it could have an adverse effect on our business. In addition, changes in governmental regulation with respect to mortgage lenders could adversely affect demand for housing.

The availability and affordability of mortgage loans, including mortgage interest rates for such loans, could also be adversely affected by a scaling back or termination of the federal government's mortgage loan-related programs or policies. Because Fannie Mae-, Freddie Mac-, FHA-, USDA- and VA-backed mortgage loans have been an important factor in marketing and selling many of our homes, any limitations or restrictions in the availability of, or higher consumer costs for, such government-backed financing could adversely affect our business, prospects, liquidity, financial condition and results of operations. The elimination or curtailment of state bonds to assist homebuyers could materially and adversely affect our business, prospects, liquidity, financial condition and results of operations.

In addition, certain current regulations impose, and future regulations may strengthen or impose new, standards and requirements relating to the origination, securitization and servicing of residential consumer mortgage loans, which could further restrict the availability and affordability of mortgage loans and the demand for such loans by financial intermediaries and, as a result, adversely affect our home sales, financial condition and results of operations. Further, if, due to credit or consumer lending market conditions, reduced liquidity, increased risk retention or minimum capital level obligations and/or regulatory restrictions related to certain regulations, laws or other factors or business decisions, these lenders refuse or are unable to provide mortgage loans to our homebuyers, or increase the costs to borrowers to obtain such loans, the number of homes we close and our business, prospects, liquidity, financial condition and results of operations may be materially adversely affected.

First-time homebuyers are generally more affected by the availability of mortgage financing than other potential homebuyers. These homebuyers are a key source of demand for our new homes. A limited availability of suitable mortgage financing may adversely affect the volume and sales price of our home sales.

Increases in cancellations of purchase contracts could have an adverse effect on our business.

Our backlog reflects standard purchase contracts with our homebuyers for homes that still need to be delivered. We require a deposit from our homebuyers for all homes reflected in our backlog, and generally, we have the right to retain the deposit if the homebuyer does not complete the purchase. In some cases, however, a homebuyer may cancel the purchase contract and receive a complete or partial refund of the deposit for reasons such as state and local law requirements, the homebuyer's inability to obtain mortgage financing, the homebuyer's failure to sell their current home, or our inability to complete and deliver the house within the defined time. Homebuyers may also choose to cancel their purchase contract and forfeit their deposit. As of **December 31, 2022** **December 31, 2023**, we had **702,590** homes with an ending backlog value of **\$252.0 million** **\$224.9 million**. With the weakening of the housing market, we have experienced an increase in cancellation rates. If economic conditions decline further, if mortgage financing becomes less available or **more costly**, or if our homes become less attractive due to market price declines or due to other conditions at or in the vicinity of our communities, we could experience an additional increase in homebuyers canceling their purchase contracts with us, which could have an adverse effect on our business and results of operations.

Any limitation on, or reduction or elimination of, tax benefits associated with homeownership would have an adverse effect upon the demand for homes, which could be material to our business.

While tax laws generally permit significant expenses associated with homeownership, primarily mortgage interest expense and real estate taxes, to be deducted for the purpose of calculating an individual's federal and, in many cases, state taxable income, the ability to deduct mortgage interest expense and real estate taxes for federal income tax purposes is limited. The federal government or a state government may change its income tax laws by eliminating, limiting or substantially reducing these income tax benefits without offsetting provisions, which may increase the after-tax cost of owning a new home for many of our potential homebuyers. Any such future changes may have an adverse effect on the homebuilding industry in general. For example, the loss or reduction of homeowner tax deductions could decrease the demand for new homes. Any such future changes could also have a material adverse impact on our business, prospects, liquidity, financial condition and results of operations.

The housing market may continue its recent decline or decline further, and any such continuation or decline A significant downturn in our housing markets or for in the homebuilding industry generally may materially and adversely affect our business and financial condition.

We cannot predict whether and to what extent the housing markets in the geographic areas in which we operate will grow, particularly if interest rates for mortgage loans, land costs, and construction costs continue to rise. The U.S. housing market remained strong throughout the COVID-19 pandemic, but began softening during the second quarter rise or stay at similar levels.

[Table of 2022 and continued to decline through the remainder of 2022 primarily due to inflationary pricing, rapidly rising interest rates for mortgage loans, and construction costs. Contents](#)

Other factors that might impact the homebuilding industry include uncertainty in domestic and international financial, credit and consumer lending markets amid slow economic growth or recessionary conditions in various regions or industries around the world, including as a result of the COVID-19 an epidemic or pandemic, the conflict between Russia and Ukraine, the conflict in the Middle East, or the 2024 U.S. presidential and other elections, tight lending standards and practices for mortgage loans that limit consumers' ability to qualify for mortgage financing to purchase a home, including increased minimum credit score requirements, credit risk/mortgage loan insurance premiums and/or other fees and required down payment amounts, higher home prices, more conservative appraisals, changing consumer preferences, higher loan-to-value ratios and extensive buyer income and asset documentation requirements, changes to mortgage regulations, slower rates of population growth or population decline in our markets, or Federal Reserve policy changes.

If there is limited economic growth, declines in employment and consumer income, changes in consumer behavior, including as a result of the COVID-19 an epidemic or pandemic, the conflict between Russia and Ukraine, the conflict in the Middle East, or the 2024 U.S. presidential and other elections, and/or tightening of mortgage lending standards, practices and regulation in the geographic areas in which we operate, or if interest rates for mortgage loans or home prices continue to rise or stay at similar levels, there could likely be a corresponding adverse effect on our business, prospects, liquidity, financial condition and results of operations, including, but not limited to, the number of homes we sell, our average sales price per home closed, cancellations of home purchase contracts and the amount of revenues or profits we generate, and such effect may be material.

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

We operate in a very competitive environment that is characterized by competition from a number of other homebuilders and land developers in each market in which we operate. Additionally, there are relatively low barriers to entry into our business. We compete with large national and regional homebuilding companies, some of which have greater financial and operational resources than us, and with smaller local homebuilders and land developers, some of which may have lower administrative costs than us. We may be at a competitive disadvantage with regard to certain of our large national and regional homebuilding competitors whose operations are more geographically diversified than ours, as these competitors may be better able to withstand any future regional downturns in the housing market. Furthermore, our market share in certain of our markets may be lower as compared to some of our competitors. Many of our competitors also have longer operating histories and longstanding relationships with subcontractors and suppliers in the markets in which we operate or to which we may expand. This may give our competitors an advantage in marketing their products, securing materials and labor at lower prices and allowing their homes to be delivered to customers more quickly and at more favorable prices. We compete for, among other things, homebuyers, desirable land parcels, financing, raw materials and skilled management and labor resources. Our competitors may independently develop land and construct homes that are substantially similar to our products.

Increased competition could hurt our business, as it could prevent us from acquiring attractive land parcels on which to build homes or make such acquisitions more expensive, hinder our market share expansion and cause us to increase our selling incentives and reduce our prices. An oversupply of homes available for sale or discounting of home prices could periodically adversely affect demand for our homes in certain markets and could adversely affect pricing for homes in the markets in which we operate.

If we are unable to compete effectively in our markets, our business could decline disproportionately to our competitors, and our results of operations and financial condition could be adversely affected. We can provide no assurance that we will be able to continue to compete successfully in any of our markets. Our inability to continue to compete successfully in any of our markets could have a material adverse effect on our business, prospects, liquidity, financial condition and results of operations.

Regional factors affecting the homebuilding industry in our current markets could materially and adversely affect us.

Our business strategy is focused on the acquisition of suitable land and the design, construction and sale of primarily single-family homes in residential subdivisions, including planned communities, in Texas, Arizona, Florida, Georgia, New Mexico, Colorado, North Carolina, South Carolina, Washington, Tennessee, Minnesota, Oklahoma, Alabama, California, Oregon, Nevada, West Virginia, Virginia, Pennsylvania, Maryland and Maryland. In addition, we own land or have entered into contracts for the right to purchase land or lots at a future point in time in additional states. Utah. A prolonged economic downturn in the future in one or more of these areas, or a particular industry that is fundamental to one or more of these areas, particularly within Texas, could have a material adverse effect on our business, prospects, liquidity, financial condition and results of operations.

Our communities on the West coast are especially susceptible to restrictive government regulations and environmental laws. To the extent the oil and gas industry, which can be very volatile, is negatively impacted by declining commodity prices, climate change, legislation or other factors, a result could be a reduction in employment or other negative economic consequences, which in turn could adversely impact our home sales and activities in certain of our markets.

Moreover, certain insurance companies doing business in states in which we operate could restrict, curtail or suspend the issuance of homeowners' insurance policies on single-family homes. This could both reduce the availability of hurricane and other types of natural disaster insurance, in general, and increase the cost of such insurance to prospective purchasers of homes.

[Table of Contents](#)

Mortgage financing for a new home is conditioned, among other things, on the availability of adequate homeowners' insurance. There can be no assurance that homeowners' insurance will be available or affordable to prospective purchasers of our homes. Long-term restrictions on, or unavailability of, homeowners' insurance could have an adverse effect on the homebuilding industry in our markets and on our business. Additionally, the availability of permits for new homes in new and existing developments could be adversely affected by the significantly limited capacity of the schools, roads, and other infrastructure.

If adverse conditions in these markets develop in the future, it could have a material adverse effect on our business, prospects, liquidity, financial condition and results of operations. Furthermore, if buyer demand for new homes in these markets decreases, home prices could decline, which would have a material adverse effect on our business.

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

The homebuilding and land development industries are subject to significant variability and fluctuations in real estate values. As a result, we may be required to write-down the book value of our real estate assets in accordance with GAAP, and some of those write-downs could be material. Any material write-downs of assets could have a material adverse effect on our business, prospects, liquidity, financial condition and results of operations.

If the market value of our land inventory decreases, our results of operations could be adversely affected by impairments and write-downs.

The market value of our land and housing inventories depends on market conditions. We acquire land for expansion into new markets and for replacement of land inventory and expansion within our current markets. There is an inherent risk that the value of the land owned by us may decline after purchase. The valuation of property is inherently subjective and based on the individual characteristics of each property. We may have acquired options on or bought and developed land at a cost we will not be able to recover fully or on which we cannot build and sell homes profitably. In addition, our deposits for lots controlled under purchase, option or similar contracts may be put at risk.

Factors such as changes in regulatory requirements and applicable laws (including in relation to building regulations, taxation and planning), political conditions, the condition of financial markets, both local and national economic conditions, the financial condition of customers, potentially adverse tax consequences, and interest and inflation rate fluctuations are subject to uncertainty. Moreover, our valuations are made on the basis of assumptions that may not prove to reflect economic or demographic reality.

If housing demand fails to meet our expectations when we acquired our inventory, our profitability may be adversely affected and we may not be able to recover our costs when we build and sell houses. We regularly review the value of our land holdings and continue to review our holdings on a periodic basis. Material write-downs and impairments in the value of our inventory may be required, and we may in the future sell land or homes at a loss, which could adversely affect our results of operations and financial condition.

Interest rate changes may adversely affect us.

Increases in interest rates can make it more difficult and/or expensive for us to obtain the funds we need to operate our business. Increases in interest rates generally could increase the interest rates we must pay on borrowings under the Credit Agreement (as defined herein) and on any subsequent issuances of debt securities. Adverse economic conditions could also cause the terms on which we borrow to be unfavorable. We could be required to liquidate one or more of our assets at times which may not permit us to receive an attractive return on our assets in order to meet our debt service obligations.

Difficulties with appraisal valuations in relation to the proposed sales price of our homes could force us to reduce the price of our homes for sale.

Each of our home sales may require an appraisal of the home value before closing. These appraisals are professional judgments of the market value of the property and are based on a variety of market factors. If our internal valuations of the market and pricing do not line up with the appraisal valuations and appraisals are not at or near the agreed upon sales price, we may be forced to reduce the sales price of the home to complete the sale. These appraisal issues could have a material adverse effect on our business and results of operations.

Any future government shutdowns or slowdowns may materially adversely affect our business or financial results.

Any future government shutdowns or slowdowns may materially adversely affect our business or financial results. We can make no assurances that potential home closings affected by any such shutdown or slowdown will occur after the shutdown or slowdown has ended.

Table of Contents

Natural disasters, severe weather and adverse geological conditions may increase costs, cause project delays and reduce consumer demand for housing, all of which could materially and adversely affect us.

Our homebuilding operations are located in areas that are subject to natural disasters, severe weather or adverse geological conditions. These include, but are not limited to, hurricanes, tornadoes, droughts, floods, storm surge, coastal erosion, sea level rise, brushfires, wildfires, prolonged periods of precipitation, landslides, soil subsidence, earthquakes and other natural disasters. The occurrence of any of these events could damage our land parcels and projects, cause delays in completion of our projects, reduce consumer demand for housing, increase mortgage default risk, and cause shortages and price increases in labor or raw materials, any of which could affect our sales and profitability. In addition to directly damaging our land or projects, many of these natural events could damage roads and highways providing access to our assets, or affect the desirability of our land or projects or result in potential buyers facing higher costs for, or being unable to obtain, fire, flood or other hazard insurance coverage in certain areas, thereby adversely affecting our ability to market homes or sell land in those areas and possibly increasing the costs of homebuilding completion. Furthermore, the occurrence of natural disasters, severe weather and other adverse geological conditions has increased in recent years due to climate change and may continue to increase in the future. Climate change may have the effect of making the risks described above occur more frequently and more severely, which could amplify the adverse impact on our business, prospects, liquidity, financial condition and results of operations.

There are some risks of loss for which we may be unable to purchase insurance coverage. For example, losses associated with hurricanes, landslides, prolonged periods of precipitation, earthquakes and other weather-related and geologic events may not be insurable and other losses, such as those arising from terrorism, may not be economically insurable. A sizeable uninsured loss could materially and adversely affect our business, prospects, liquidity, financial condition and results of operations.

New and existing laws and regulations or other governmental actions may increase our expenses, limit the number of homes that we can build or delay completion of our projects.

We are subject to numerous local, state, federal and other statutes, ordinances, rules and regulations concerning zoning, development, building design, construction, accessibility, anti-discrimination and other matters, which, among other things, impose restrictive zoning and density requirements, the result of which is to limit the number of homes that can be built within the boundaries of a particular area. We may encounter issues with entitlement, not identify all entitlement requirements during the pre-development review of a project site, or encounter zoning changes that impact our operations. Projects for which we have not received land use and development entitlements or approvals may be

subjected to periodic delays, changes in use, less intensive development or elimination of development in certain specific areas due to government regulations. We may also be subject to periodic delays or incur additional costs or may be precluded entirely from developing in certain communities due to building moratoriums or zoning changes. Such moratoriums generally relate to availability of utilities, such as insufficient water supplies, sewage facilities and delays in utility hook-ups, or inadequate road capacity within specific market areas or subdivisions. Local governments also have broad discretion regarding the imposition of development fees for projects in their jurisdiction. Projects for which we have received land use and development entitlements or approvals may still require a variety of other governmental approvals and permits during the development process and can also be impacted adversely by unforeseen health, safety and welfare issues, which can further delay these projects or prevent their development. As a result of any of these statutes, ordinances, rules or regulations, the timing of our home sales could be delayed, the number of our home sales could decline and/or our costs could increase, which could have a material adverse effect on our business, prospects, liquidity, financial condition and results of operations.

We are subject to environmental, health and safety laws and regulations, which may increase our costs, result in liabilities, limit the areas in which we can build homes and delay completion of our projects.

We are subject to a variety of local, state, federal and other laws, statutes, ordinances, rules and regulations concerning the environment, hazardous materials, the discharge of pollutants and human health and safety. The particular environmental requirements that apply to any given site vary according to multiple factors, including the site's location, whether the site contains wetlands or other features that may create burdensome permitting requirements, its environmental conditions, the present and former uses of the site, the presence or absence of endangered plants or animals or sensitive habitats, and environmental conditions at adjoining or nearby properties. We may not identify all of these concerns during any pre-acquisition or pre-development review of project sites. Environmental requirements and conditions may result in delays, may cause us to incur substantial compliance and other costs, and can prohibit or severely restrict development and homebuilding activity in environmentally sensitive regions or in areas contaminated by others before we commence development. In some instances, regulators from different governmental agencies do not concur on development, remedial standards or property use restrictions for a project, and the resulting delays or additional costs can be material for a given project.

From time to time, the EPA and similar federal, state or local agencies review land developers' and homebuilders' compliance with environmental laws and may levy fines and penalties, among other sanctions, for failure to strictly comply with applicable environmental laws, including those applicable to the control of storm water discharges during construction, or impose additional requirements for future compliance as a result of past failures. Any such actions taken with respect to us may

Table of Contents

increase our costs and result in project delays. Further, we expect that increasingly stringent requirements will be imposed on land developers and homebuilders in the future. We cannot assure you that environmental, health and safety laws will not change or become more stringent in the future in a manner that could have a material adverse effect on our business.

Environmental laws and regulations relating to climate change and energy can have an adverse impact on our activities, operations and profitability and on the availability and price of certain raw materials, such as lumber, steel, and concrete.

There is a growing concern from advocacy groups and the general public that the emissions of greenhouse gases and other human activities have caused, and will continue to cause, significant changes in weather patterns and temperatures and the frequency and severity of natural disasters. Government mandates, standards and regulations enacted in response to these projected climate change impacts and concerns could result in restrictions on land development in certain areas or increased energy, transportation and raw material costs. On January 20, 2021, President Biden signed an instrument that will lead to the United States' reentry into the Paris Agreement, which requires countries to review and "represent a progression" in their intended nationally determined contributions, which set greenhouse gas emission reduction goals, every five years. The Paris Agreement requires the parties to complete a global stocktake, assessing members' collective efforts and achievements in reducing greenhouse gas emissions and adapting to the impacts of climate change, every five years. On December 13, 2023, the 28th annual UN Climate Change Conference ("COP 28") issued its first global stocktake, which calls on parties, including the

United States, to contribute to transitioning away from fossil fuels, reduce methane emissions, and increase renewable energy capacity, amongst other things, to achieve net zero by 2050. We anticipate that a variety of new legislation may be enacted or considered for enactment at the federal, state and local levels relating to climate change and energy, including in response to the United States' reentry into the Paris Agreement. Agreement and the COP 28 stocktake. This legislation could relate to, for example, matters such as greenhouse gas emissions control and building and other codes that impose energy efficiency standards or require energy saving construction materials. On June 1, 2022, the Biden Administration launched the National Initiative to Advance Building Codes, an initiative to modernize building codes, improve climate resilience, and reduce energy costs and the recent Inflation Reduction Act of 2022, through various grants and tax incentives, encourages municipalities to adopt stricter energy codes, both of which could increase the cost to construct homes and cause delays.

Certain state and local governments in areas such as California have passed, or are considering, legislation banning the use of natural gas-fired appliances in new homes, which could affect our costs to construct homes as well as consumer demand for the homes we construct. New building or other code requirements that impose stricter energy efficiency standards or requirements for building materials could significantly increase our cost to construct homes. As climate change concerns continue to grow, legislation, regulations, mandates, standards and other requirements of this nature are expected to continue to be enacted and become costlier for us to comply with. Similarly, energy-related initiatives affect a wide variety of companies throughout the United States and because our operations are heavily dependent on significant amounts of raw materials, such as lumber, steel, and concrete, these initiatives could have an adverse impact on our operations and profitability to the extent the manufacturers and suppliers of our materials are burdened with expensive cap and trade or similar energy-related regulations.

Ownership, leasing or occupation of land and the use of hazardous materials carries potential environmental risks and liabilities.

We are subject to a variety of local, state and federal statutes, rules and regulations concerning easements, land use and the protection of health and the environment, including those governing discharge of pollutants to soil, water and air, the handling of hazardous materials such as asbestos, and the cleanup of contaminated sites. We may be liable for the costs of removal, investigation or remediation of man-made or natural hazardous or toxic substances located on, under or in a property currently or formerly owned, leased or occupied by us, whether or not we caused or knew of the pollution.

The particular impact and requirements of environmental laws that apply to any given community vary greatly according to the site, its environmental conditions and the present and former uses of the site. We expect that increasingly stringent requirements will be imposed on land developers and homebuilders in the future. Environmental laws may result in delays, cause us to implement time consuming and expensive compliance programs and prohibit or severely restrict development in certain environmentally sensitive regions or areas, such as wetlands. Concerns could arise due to post-acquisition changes in laws or agency policies, or the interpretation thereof.

Furthermore, we could incur substantial costs, including cleanup costs, fines, penalties and other sanctions and damages from third-party claims for property damage or personal injury, as a result of our failure to comply with, or liabilities under, applicable environmental laws and regulations. These matters could adversely affect our business, prospects, liquidity, financial condition and results of operations.

As a homebuilding and land development business with a wide variety of historic ownership, development, homebuilding and construction activities, we could be liable for future claims for damages as a result of the past or present use of hazardous materials, including building materials or fixtures known or suspected to be hazardous or to contain hazardous materials or due

[Table of Contents](#)

to use of building materials or fixtures that are associated with mold. Any such claims may adversely affect our business, prospects, financial condition and results of operations. Insurance coverage for such claims may be limited or nonexistent.

We have provided unsecured environmental indemnities to certain lenders and other contractual counterparties. These indemnities obligate us to reimburse the guaranteed parties for damages related to environmental matters, and generally there is no term or damage limitation on these indemnities.

Increasing attention to environmental, social and governance matters may impact our business, financial results or stock price.

In recent years, increasing attention has been given to corporate activities related to environmental, social and governance ("ESG") matters in public discourse and the investment community. A number of advocacy groups, both domestically and internationally, have campaigned for governmental and private action to promote change at public companies related to ESG matters, including through the investment and voting practices of investment advisers, public pension funds, universities and other members of the investing community. These activities include increasing attention and demands for action related to climate change and promoting the use of energy saving building materials. A failure to comply with investor or customer expectations and standards, which are evolving, or if we are perceived to not have responded appropriately to the growing concern for ESG issues, regardless of whether there is a legal requirement to do so, could also cause reputational harm to our business and could have a material adverse effect on us.

In addition, organizations that provide information to investors on corporate governance and related matters have developed ratings systems for evaluating companies on their approach to ESG matters. These ratings are used by some investors to inform their investment and voting decisions. Unfavorable ESG ratings may lead to increased negative investor sentiment toward us and our industry and to the diversion of investment to other industries, which could have a negative impact on our stock price and our access to and costs of capital.

Climate change is a focus of both the SEC and investors. In March 2022, the SEC proposed extensive climate-related disclosure requirements that, if adopted, would require U.S. public companies to dramatically expand the climate-related disclosures in their SEC filings, including the disclosure of scope 1, 2, and 3 emissions for some companies. These rules are expected to be finalized in the first half of 2024. In September 2023, California passed climate-related disclosure mandates that are broader than the SEC's proposed rules. Compliance with these disclosure rules may be costly and subject a company to criticism by regulators, investors, the media or other stakeholders for the accuracy, adequacy or completeness of its ESG disclosures and could adversely impact a company's reputation and financial position.

Changes in tax law could adversely affect our business.

U.S. tax law is always subject to change (possibly with retroactive effect). For example, in August 2022, the United States enacted the Inflation Reduction Act of 2022, which contains significant changes to U.S. tax law including, but not limited to, a corporate minimum tax and 1% excise tax on stock repurchases. Other potential changes to the U.S. Internal Revenue Code, as amended (the "Code"), include changes to the U.S. corporate income tax rate and provisions limiting or eliminating various deductions, credits or tax preferences. Interpretations of the Code and regulations promulgated by the Internal Revenue Service are likewise subject to change. As states elect to conform (or else have rolling conformity) to the Code, such interpretations and regulations (including those promulgated by state authorities) could likewise affect our state income and franchise tax obligations. Any future changes in tax law, including changes to U.S. federal, state, territorial or local tax law, could affect our tax position and adversely impact our business.

Because of the seasonal nature of our business, our quarterly operating results fluctuate.

As discussed under "[Management's Discussion and Analysis of Financial Condition and Results of Operations—Seasonality](#)," we have historically experienced, and in the future expect to continue to experience, variability in our results of operations from quarter to quarter due to the seasonal nature of the homebuilding industry. We generally close more homes in our second, third and fourth quarters. Thus, our revenues may fluctuate on a quarterly basis, and we may have higher capital requirements in our second, third and fourth quarters in order to maintain our inventory levels. Accordingly, there is a risk that we will invest significant amounts of capital in the acquisition and development of land and construction of homes that we do not sell at anticipated pricing levels or within anticipated time frames. If, due to market conditions, construction delays or other causes, we do not complete home sales at anticipated pricing levels or within anticipated time frames, our business, prospects, liquidity, financial condition and results of operations would be adversely affected. We expect this seasonal pattern to continue over the long term, but we can make no assurances as to the degree to which our historical seasonal patterns will occur in the future.

[Table of Contents](#)

Our industry is cyclical and adverse changes in general and local economic conditions could reduce the demand for homes and, as a result, could have a material adverse effect on us.

Our business can be substantially affected by adverse changes in general economic or business conditions that are outside of our control, including changes in short-term and long-term interest rates; employment levels and job and personal income growth; housing demand from population growth, household formation and other demographic changes, among other factors; availability and pricing of mortgage financing for homebuyers; housing affordability; consumer confidence generally and the confidence of potential homebuyers in particular; consumer spending; financial system and credit market stability; private party and government mortgage loan programs (including changes in FHA, USDA, VA, Fannie Mae and Freddie Mac conforming mortgage loan limits, credit risk/mortgage loan insurance premiums and/or other fees, down payment requirements and underwriting

standards), and federal and state regulation, oversight and legal action regarding lending, appraisal, foreclosure and short sale practices; federal and state personal income tax rates and provisions, including provisions for the deduction of mortgage loan interest payments, real estate taxes and other expenses; supply of and prices for available new or resale homes (including lender-owned homes) and other housing alternatives, such as apartments, single-family rentals and other rental housing; homebuyer interest in our current or new product designs and new home community locations; general consumer interest in purchasing a home compared to choosing other housing alternatives; interest of financial institutions or other businesses in purchasing wholesale homes; and real estate taxes. Adverse changes in these conditions may affect our business nationally or may be more prevalent or concentrated in particular submarkets in which we operate. Inclement weather, natural disasters (such as earthquakes, hurricanes, tornadoes, floods, prolonged periods of precipitation, droughts and fires), other calamities and other environmental conditions can delay the delivery of our homes and/or increase our costs. Civil unrest or acts of terrorism can also have a negative effect on our business. If the homebuilding industry experiences another significant or sustained downturn, it would materially adversely affect our business and results of operations in future years.

In the second half of 2022, the Federal Reserve's aggressive actions to stem inflation caused mortgage interest rates to more than double between the end of 2021 and September 2022, increase significantly. The resulting increased costs of borrowing negatively impacted customer sentiment and accelerated existing affordability constraints for potential homebuyers. As a result, many homebuyers paused their home purchasing decisions. Additionally, we experienced continued challenges from ongoing supply chain disruptions and higher construction and development costs persisted during 2022. We anticipate this dynamic could continue in 2023, resulting in lower net orders and higher cancellation rates when compared to prior periods. 2023.

The potential difficulties described above can cause demand and prices for our homes to fall or cause us to take longer and incur more costs to develop the land and build our homes. We may not be able to recover these increased costs by raising prices because of market conditions. The potential difficulties described above could also lead some homebuyers to cancel or refuse to honor their home purchase contracts altogether.

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

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

Any failure in health and safety performance on our building sites may result in penalties for non-compliance with relevant regulatory requirements or litigation, and a failure that results in a major or significant health and safety incident is likely to be costly in terms of potential liabilities incurred as a result. Such a failure could generate significant negative publicity and have a corresponding impact on our reputation and our relationships with relevant regulatory agencies, governmental authorities and local communities, which in turn could have a material adverse effect on our business, prospects, liquidity, financial condition and results of operations.

Difficulty in obtaining sufficient capital could result in an inability to acquire land for our developments or increased costs and delays in the completion of development projects, increase home construction costs or delay home construction entirely.

The homebuilding and land development industry is capital-intensive and requires significant up-front expenditures to acquire land parcels and begin development. In addition, if housing markets are not favorable or permitting or development takes longer than anticipated, we may be required to hold our investments in land for extended periods of time. If internally generated funds are not sufficient, we may seek additional capital in the form of equity or debt financing from a variety of potential sources, including additional bank financings and/or securities offerings. The availability of borrowed funds, especially for land acquisition and construction financing, may be constrained regionally or nationally, and the lending community may require increased amounts of equity to be invested in a project by borrowers in connection with both new loans and the extension of existing loans. Since the global recession in 2008, credit and capital markets have, from time to time, experienced unusual volatility. If we are required to seek additional financing to fund our operations, continued volatility in these markets may restrict our flexibility to access such financing. Furthermore, any downgrade of our credit ratings or other

[Table of Contents](#)

negative rating actions by credit agencies may make it more difficult and costly for us to access capital. If we are not successful in obtaining sufficient funding for our planned capital and other expenditures or if we do not properly allocate our funding, we may be unable to acquire additional land for development and/or to construct new housing. Additionally, if we cannot obtain additional financing to fund the purchase of land under our purchase contracts, we may incur contractual penalties, fees and increased expenses from the write-off of due diligence and pre-acquisition costs. Any difficulty in obtaining sufficient capital for planned development expenditures could also cause project delays and any such delay could result in cost increases. Any one or more of the foregoing events could have a material adverse effect on our business, prospects, liquidity, financial condition and results of operations.

Strategic Risks Related to Our Business

We cannot make any assurances that our growth or expansion strategies will be successful or not expose us to additional risks.

We have expanded our business through selected investments in new geographic markets and by diversifying our products in certain markets. Investments in land, finished lots, home inventories and rental properties can expose us to risks of economic loss and inventory impairments if housing conditions weaken or we are unsuccessful in implementing our growth strategies.

We may develop communities in which we build townhomes or other multi-family homes in addition to single-family homes, sell acreage home sites as a part of the development, sell homes to investors or portfolio management companies, or develop commercial properties that may be complementary to our communities. We might acquire another homebuilder or developer in order to accomplish our growth or expansion strategies. We can give no assurance that we will be able to successfully identify, acquire or implement these new strategies in the future. Accordingly, any such expansion, including through acquisitions, could expose us to significant risks, beyond those associated with operating our existing business, including understanding and complying with the laws and regulations of new jurisdictions, diversion of our management's attention from ongoing business concerns, difficulties in integrating an acquired business, and incurrence of unanticipated liabilities and expenses and may materially adversely affect our business, prospects, liquidity, financial condition and results of operations.

We may incur a variety of costs to engage in future growth or expansion of our operations, including through add-on acquisitions, and the anticipated benefits may never be realized.

We intend to grow our operations in existing markets, and we may expand into new markets or pursue opportunistic purchases of other homebuilders on attractive terms as, and if, such opportunities arise. We may be unable to achieve the anticipated benefits of any such growth or expansion, including through add-on acquisitions or through efficiencies that we may be unable to achieve, the anticipated benefits may take longer to realize than expected or we may incur greater costs than expected in attempting to achieve the

anticipated benefits. In such cases, we will likely need to employ additional personnel or consultants that are knowledgeable of such markets. There can be no assurance that we will be able to employ or retain the necessary personnel to successfully implement a disciplined management process and culture with local management, that our expansion operations will be successful, or that we will be able to successfully integrate any acquired homebuilder. This could disrupt our ongoing operations and divert management resources that would otherwise focus on developing our existing business. Accordingly, any such expansion could expose us to significant risks beyond those associated with operating our existing business and may adversely affect our business, prospects, liquidity, financial condition and results of operations.

Risks Related to Our Organization and Structure

We depend on key management personnel and other experienced employees.

Our success depends to a significant degree upon the contributions of certain key management personnel, including, but not limited to, Eric Lipar, our Chief Executive Officer and Chairman of the Board. Although we have entered into an employment agreement with Mr. Lipar, there is no guarantee that Mr. Lipar will remain employed by us. Our ability to retain our key management personnel or to attract suitable replacements should any members of our management team leave is dependent on the competitive nature of the employment market. The loss of services from key management personnel or a limitation in their availability could materially and adversely impact our business, prospects, liquidity, financial condition and results of operations. Further, such a loss could be negatively perceived in the capital markets. We have not obtained key man life insurance that would provide us with proceeds in the event of the death or disability of any of our key management personnel.

Experienced employees in the homebuilding, land acquisition, development, and construction industries are fundamental to our ability to generate, obtain and manage opportunities. In particular, local knowledge and relationships are critical to our ability to source attractive land acquisition opportunities. Experienced employees working in the homebuilding, development and construction industries are highly sought after. Failure to attract and retain such personnel or to ensure that their experience

Table of Contents

and knowledge is not lost when they leave the business through retirement, redundancy or otherwise may adversely affect the standards of our service and may have an adverse impact on our business, prospects, liquidity, financial condition and results of operations.

Termination of the employment agreement with our Chief Executive Officer could be costly and prevent a change in control of our company.

The employment agreement with our Chief Executive Officer, Eric Lipar, provides that if his employment with us terminates under certain circumstances, we may be required to pay him a significant amount of severance compensation, thereby making it costly to terminate his employment. Furthermore, these provisions could delay or prevent a transaction or a change in control of our company that might involve a premium paid for shares of our common stock or otherwise be in the best interests of our stockholders, which could adversely affect the market price of our common stock.

We expect to use leverage in executing our business strategy, which may adversely affect the return on our assets.

We expect to employ prudent levels of leverage to finance the acquisition and development of our lots and construction of our homes. Our existing indebtedness is recourse to us, and we anticipate that future indebtedness will likewise be recourse. As of **December 31, 2022** December 31, 2023, we had a **\$1.1 billion** \$1.205 billion revolving credit facility under the Credit Agreement (as defined herein) to finance our construction and development activities. As of **December 31, 2022** December 31, 2023, we had outstanding borrowings of **\$828.4 million** \$569.6 million under the Credit Agreement and we could borrow an additional **\$236.6 million** \$354.8 million under the Credit Agreement. As of **December 31, 2022** December 31, 2023, borrowings under the Credit Agreement bore interest at a rate of the Secured Overnight Financing Rate ("SOFR") plus 1.85% per annum. In addition, as of **December 31, 2022** December 31, 2023, we had outstanding \$300.0 million aggregate principal amount of the 2029 Senior Notes (as defined herein) and **\$400.0 million** aggregate principal amount of the 2028 Senior Notes (as defined herein).

The Board will consider a number of factors when evaluating our level of indebtedness and when making decisions regarding the incurrence of new indebtedness, including the purchase price of assets to be acquired with debt financing, if any, the estimated market value of our assets and the ability of particular assets, and our company as a whole, to generate cash flow to cover the expected debt service. As a means of sustaining our long-term financial health and limiting our exposure to unforeseen dislocations in the debt and financing markets, we currently expect to remain conservatively capitalized. However, our certificate of incorporation does not contain a limitation on the amount of indebtedness we may incur, and the Board may change our target debt levels at any time without the approval of our stockholders.

Incurring substantial indebtedness could subject us to many risks that, if realized, would adversely affect us, including the risk that:

- our cash flow from operations may be insufficient to make required payments of principal of and interest on the debt, which is likely to result in acceleration of such indebtedness;
- our indebtedness may increase our vulnerability to adverse economic and industry conditions with no assurance that our profitability will increase with higher financing cost;
- we may be required to dedicate a portion of our cash flow from operations to payments on our indebtedness, thereby reducing funds available for operations and capital expenditures, future investment opportunities or other purposes; and
- the terms of any refinancing may not be as favorable as the terms of the indebtedness being refinanced.

If we do not have sufficient funds to repay our indebtedness at maturity, it may be necessary to refinance the indebtedness through additional debt or additional equity financings. If, at the time of any refinancing, prevailing interest rates or other factors result in higher interest rates on refinancings, increases in interest expense could adversely affect our cash flows and results of operations. If we are unable to refinance our indebtedness on acceptable terms, we may be forced to dispose of our assets on disadvantageous terms, potentially resulting in losses. To the extent we cannot meet any future debt service obligations, we will risk losing some or all of our assets that may be pledged to secure our obligations to foreclosure. Unsecured debt agreements may contain specific cross-default provisions with respect to specified other indebtedness, giving the unsecured lenders the right to declare a default if we are in default under other indebtedness in some circumstances. Defaults under the Credit Agreement and our other debt agreements, if any, could have a material adverse effect on our business, prospects, liquidity, financial condition and results of operations.

Our current financing arrangements contain, and our future financing arrangements likely will contain, restrictive provisions, performance obligations and penalties.

Our current financing agreements contain, and the financing arrangements we enter into in the future likely will contain, provisions that limit our ability to do certain things. In particular, the Credit Agreement requires us to maintain (i) a tangible net worth of not less than **\$850.0 million** \$1,218.2 million plus **75%** 50% of the net proceeds of all equity issuances after **December 31, 2020** December 31, 2022 plus

50.0% of the amount of our positive net income in consolidated earnings after taxes for each fiscal quarter ending after March 31, 2021 December 31, 2022, (ii) a leverage

[Table of Contents](#)

ratio of not greater than 60.0%, (iii) liquidity of at least \$50.0 million and (iv) a ratio of EBITDA to interest expense for the most recent four quarters of at least 1.75 to 1.00. The Credit Agreement contains various covenants that, among other restrictions, limit the amount of our additional debt and our ability to make certain investments.

If we fail to meet or satisfy any of these provisions, we would be in default under the Credit Agreement and our lenders could elect to declare outstanding amounts due and payable, terminate their commitments, require the posting of additional collateral and enforce their respective interests against existing collateral. A default also could limit significantly our financing alternatives, which could cause us to curtail our investment activities and/or dispose of assets when we otherwise would not choose to do so. In addition, future indebtedness may contain financial covenants limiting our ability to, for example, incur additional indebtedness, make certain investments, reduce liquidity below certain levels and pay dividends to our stockholders, and otherwise affect our operating policies. If we default on one or more of our debt agreements, it could have a material adverse effect on our business, prospects, liquidity, financial condition and results of operations.

In addition, during the year ended December 31, 2022, we entered into have several land banking financing arrangements with a third-party land banker to repurchase land that we sold to the land banker as a method of acquiring finished lots in staged takedowns. While we are not legally obligated to purchase the balance of the lots, we will be are subject to certain performance obligations, financial and other penalties if the lots are not purchased. We do not have any ownership interest or title to the assets that we have sold to the land banker and we do not guarantee any of the land banker's liabilities.

Interest expense on debt we incur may limit our cash available to fund our growth strategies.

As of December 31, 2022 December 31, 2023, we had total outstanding borrowings of \$828.4 million \$569.6 million under the Credit Agreement, and we could borrow an additional \$236.6 million \$354.8 million under the Credit Agreement. As of December 31, 2022 December 31, 2023, borrowings under the Credit Agreement bore interest at a rate of SOFR plus 1.85% per annum. In addition, as of December 31, 2022 December 31, 2023, we had outstanding \$300.0 million aggregate principal amount of the 2029 Senior Notes, which bear interest at a fixed rate of 4.000%, and \$400.0 million aggregate principal amount of the 2028 Senior Notes, which bear interest at a fixed rate of 8.750%. If our operations do not generate sufficient cash from operations at levels currently anticipated, we may seek additional capital in the form of debt financing. Our current indebtedness includes, and any additional indebtedness we subsequently incur may have, a floating rate of interest. Higher interest rates could increase debt service requirements on our current floating rate indebtedness and on any floating rate indebtedness we subsequently incur, and could reduce funds available for operations, future business opportunities or other purposes. If we need to repay existing indebtedness during periods of rising interest rates, we could be required to refinance our then-existing indebtedness on unfavorable terms or liquidate one or more of our assets to repay such indebtedness at times which may not permit realization of the maximum return on such assets and could result in a loss. The occurrence of either such event or both could materially and adversely affect our cash flows and results of operations.

We are a holding company, and we are accordingly dependent upon distributions from our subsidiaries to service our debt and pay dividends, if any, taxes and other expenses.

We are a holding company and have no material assets other than our ownership of membership interests or limited partnership interests in our subsidiaries. We have no independent means of generating revenue. We intend to cause our subsidiaries to make distributions to their members in an amount sufficient to cover all applicable taxes payable and dividends, if any, declared by us. Our ability to service our debt depends on the results of operations of our subsidiaries and upon the ability of such subsidiaries to provide us with cash, whether in the form of dividends, loans or other distributions, to pay amounts due on our obligations. Future financing arrangements may contain negative covenants that limit the ability of our subsidiaries to declare or pay dividends or make distributions. Our subsidiaries are separate and distinct legal entities; to the extent that we need funds, and our subsidiaries are restricted from declaring or paying such dividends or making such distributions under applicable law or regulations, or are otherwise unable to provide such funds (for example, due to restrictions in future financing arrangements that limit the ability of our operating subsidiaries to distribute funds), our liquidity and financial condition could be materially harmed.

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

Effective internal controls are necessary for us to provide reliable financial reports and effectively prevent fraud. We may in the future discover areas of our internal controls that need improvement. We cannot be certain that we will be successful in maintaining adequate internal control over our financial reporting and financial processes. Furthermore, as we grow our business, our internal controls will become more complex, and we will require significantly more resources to ensure our internal controls remain effective. Additionally, the existence of any material weakness or significant deficiency would require management to devote significant time and incur significant expense to remediate any such material weakness or significant deficiency and management may not be able to remediate any such material weakness or significant deficiency in a timely manner. The existence of any material weakness in our internal control over financial reporting could also result in errors in our

[Table of Contents](#)

financial statements that could require us to restate our financial statements, cause us to fail to meet our reporting obligations and cause investors to lose confidence in our reported financial information, all of which could materially and adversely affect us.

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

The Board will determine our operational policies, investment guidelines and our business and growth strategies. The Board may make changes to, or approve transactions that deviate from, those policies, guidelines and strategies without a vote of, or notice to, our stockholders. This could result in us conducting operational matters, making

investments or pursuing different business or growth strategies than those contemplated in this Annual Report on Form 10-K. Under any of these circumstances, we may expose ourselves to different and more significant risks in the future, which could have a material adverse effect on our business, prospects, liquidity, financial condition and results of operations.

We participate in certain unconsolidated entities where we may be adversely impacted by the failure of the limited partnership or joint venture or its participants to fulfill their obligations.

We currently participate through a real estate investment fund as a limited partner and operate through a mortgage service joint venture with independent third parties in which we do not have a controlling interest. As of December 31, 2022 December 31, 2023 and 2021, 2022, we have contributed a total of \$11.2 \$21.5 million and \$5.6 \$11.2 million, respectively, relating to our investment in the real estate investment fund and the mortgage joint venture. Contributions into these unconsolidated entities are used by the entities to invest in certain real estate transactions and residential mortgage services, respectively.

As a result of not having a controlling interest in these entities, we have limited influence over decisions made with regard to these entities and are not able to require these entities or their participants to honor their obligations. If these entities or their participants do not honor their obligations, we may be required to expend additional resources or suffer losses of our investments in these entities.

General Risk Factors

Failure to comply with laws and regulations may adversely affect us.

We are required to comply with laws and regulations governing many aspects of our business, such as land acquisition and development, home construction and sales, and employment practices. Despite our oversight, contractual protections, and other mitigation efforts, our employees or subcontractors could violate some of these laws or regulations, as a result of which we may incur fines, penalties or other liabilities, which could be significant, and our reputation with governmental agencies, customers, vendors or suppliers could be damaged.

We are subject to litigation, arbitration or other claims, which could materially and adversely affect us.

We are subject to litigation and we may in the future be subject to enforcement actions, such as claims relating to our operations, securities offerings and otherwise in the ordinary course of business. Some of these claims may result in significant defense costs and potentially significant judgments against us, some of which are not, or cannot be, insured against. Although we have established warranty, claim and litigation reserves that we believe are adequate, we cannot be certain of the ultimate outcomes of any claims that may arise in the future, and legal proceedings may result in the award of substantial damages against us beyond our reserves. Resolution of these types of matters against us may result in our having to pay significant fines, judgments, or settlements, which, if uninsured or in excess of insured levels, could adversely impact our earnings and cash flows, thereby materially and adversely affecting us. Furthermore, plaintiffs may in certain of these legal proceedings seek class action status with potential class sizes that vary from case to case. Class action lawsuits can be costly to defend, and if we were to lose any certified class action suit, it could result in substantial liability for us. Certain litigation or the resolution thereof may affect the availability or cost of some of our insurance coverage, which could materially and adversely impact us, expose us to increased risks that would be uninsured, and materially and adversely impact our ability to attract directors and officers.

We may suffer uninsured losses or material losses in excess of insurance limits.

We could suffer physical damage to property and liabilities resulting in losses that may not be fully recoverable by insurance. Insurance against certain types of risks, such as terrorism, earthquakes, floods or personal injury claims, may be unavailable, available in amounts that are less than the full market value or replacement cost of investment or underlying assets or subject to a large deductible or self-insurance retention amount. In addition, there can be no assurance that certain types of risks that are currently insurable will continue to be insurable on an economically feasible basis. Should an uninsured loss or a loss in excess of insured limits occur or be subject to deductibles or self-insurance retention, we could sustain financial loss or lose capital invested in the affected property, as well as anticipated future income from that property. Furthermore, we could be

Table of Contents

liable to repair damage or meet liabilities caused by risks that are uninsured or subject to deductibles. We may also be liable for any debt or other financial obligations related to affected property.

Information system failures, cyber incidents or breaches in security could adversely affect us.

We rely on accounting, financial, operational, management and other information systems, including the Internet and third-party hosted services, to conduct our operations, store personal data and sensitive data, process financial information and results of operations for internal reporting purposes and comply with financial reporting, legal and tax requirements. Our information systems, and those of our business partners, vendors and service providers, are subject to damage or interruption from power outages, outages, computer and telecommunication failures, failures; computer viruses, viruses; security breaches, including due to malware and phishing, phishing; cyberattacks, such as denial-of-service or ransomware attacks, attacks; natural disasters, disasters; usage errors by employees and other related risks. Any cyber incident, or attack, or breach or other disruption or failure in these information systems, or other systems or infrastructure upon which they rely, could adversely affect our ability to conduct our business and could have a material adverse effect on our business, prospects, liquidity, financial condition and results of operations. Furthermore, any failure or security breach of information systems or data could result in a violation of applicable privacy, data security, or other laws, laws; significant legal and financial exposure, exposure; damage to our reputation, reputation; or a loss of confidence in our security measures which could harm our business and could have a material adverse effect on our business, prospects, liquidity, financial condition and results of operations. We have been the target of a number of unsuccessful cyberattacks, and we expect these attacks to continue into the foreseeable future. We have employed administrative, physical and technical controls and processes to mitigate these types of risks and help protect our information systems, including appointing dedicated personnel responsible for overseeing the Company's information security posture, maintaining a suite of information security policies, providing routine employee cyber and information security training and conducting third-party assessments. In addition, our technical safeguards are designed to provide multiple, redundant safeguards to protect against exploitation of a vulnerability that may arise or if a security control fails. Although we have implemented these safeguards, systems and processes intended to secure our information systems, there can be no assurance that our efforts to maintain the security and integrity of our information systems will be effective or that future attempted security breaches or disruptions would not be successful or damaging.

Beyond our service providers, we depend on third parties to handle certain processes required to complete land purchases and home closings, including title insurers and escrow/settlement companies. Third parties, as well as independent mortgage lenders and other firms involved in real property transactions, could experience their own cybersecurity incidents or IT resource failures that disrupt or prevent their performance of necessary real estate transaction services. For example, the third-party lender in our mortgage solutions joint venture recently identified a cybersecurity incident that included unauthorized third-party access to its systems. Such cybersecurity incidents or IT resource failures could significantly disrupt our ability to close on land transactions or our customers' ability to close on their homes, as well as our production schedules and delivery forecasts, and could have a material impact on our operations or consolidated financial statements, including by causing home sales contract cancellations.

Our business is subject to complex and evolving U.S. laws and regulations regarding privacy and data security.

As part of our normal business activities, we collect, process and store certain information, including information specific to homebuyers, customers, employees, vendors and suppliers. We may share some of this information with third parties who assist us with certain aspects of our business. Personal privacy Privacy and data security have become significant issues and the subject of rapidly evolving regulation in the United States. Furthermore, federal, state and local government bodies or agencies have in the past adopted, and may in the future adopt, more laws and regulations affecting data privacy. Laws Such laws and regulations governing data privacy and the unauthorized disclosure of confidential personal information, including such as the California Colorado, Utah and Virginia, legislation and implementing regulation, Consumer Privacy Act (CCPA), may significantly impact our business activities and require substantial compliance costs, which could have a material adverse effect on our business, prospects, liquidity, financial condition and results of operations.

Any failure, actual or perceived failure by us to adequately address privacy and data security concerns even if unfounded, or comply with applicable privacy and data security laws, regulations and policies could result in proceedings or actions against us by governmental entities or others, others; subject us to significant fines, penalties, judgments and negative publicity, publicity; require us to change our business practices, practices; increase the costs and complexity of compliance, compliance; and adversely affect our business. If we are not able to adjust to changing laws, regulations and standards relating to privacy or data security, our business may be materially harmed. As noted above, we are also subject to the possibility of cyber incidents or attacks, which themselves may result in a violation of these privacy and data security laws. Additionally, if we acquire a company that has violated or is not in compliance with applicable privacy and data security laws, we may incur significant liabilities and penalties as a result.

Acts of war or terrorism may seriously harm our business.

Acts of war, any outbreak or escalation of hostilities between the United States and any foreign power, acts of terrorism, political uncertainty or conflicts, such as the conflict between Russia and Ukraine and the conflict in the Middle East, or civil unrest may cause disruption to the U.S. economy, or the local economies of the markets in which we operate, cause shortages of

[Table of Contents](#)

building materials, increase costs associated with obtaining building materials, result in building code changes that could increase costs of construction, result in uninsured losses, affect job growth and consumer confidence, or cause economic changes that we cannot anticipate, all of which could reduce demand for our homes and adversely impact our business, prospects, liquidity, financial condition and results of operations.

While we do not have any customer or direct supplier relationships in either Russia any of the foreign countries or Ukraine, regions involved in the current military conflict, conflicts, such conflicts and any related sanctions, as well as export controls or actions that may be initiated by nations (e.g., potential cyberattacks, disruption of energy flows, etc.) and other potential uncertainties could adversely affect our supply chain by causing shortages or increases in costs for materials necessary to construct homes and/or increases to the price of gasoline and other fuels. In

addition, such events could cause higher interest rates, inflation or general economic uncertainty, which could negatively impact our business partners, employees or customers, or otherwise adversely impact our business.

Negative publicity could adversely affect our reputation as well as our business, financial results and stock price.

Our reputation and brand are critical to our success. Unfavorable media related to our industry, company, brands, marketing, personnel, operations, business performance, or prospects may affect our stock price and the performance of our business, regardless of its accuracy or inaccuracy. The speed at which negative publicity can be disseminated has increased dramatically with the capabilities of electronic communication, including social media outlets, websites, blogs, newsletters, and other digital platforms. Our success in maintaining, extending and expanding our brand image depends on our ability to adapt to this rapidly changing media environment. Adverse publicity or negative commentary from any media outlet could damage our reputation and reduce the demand for our homes, which would adversely affect our business.

Changes in accounting rules, assumptions and/or judgments could materially and adversely affect us.

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

Access to financing sources may not be available on favorable terms, or at all, especially in light of current market conditions, which could adversely affect our ability to maximize our returns.

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

- general market conditions;
- the duration and effects of the COVID-19 pandemic;
- the market's perception of our growth potential;

- with respect to acquisition and/or development financing, the market's perception of the value of the land parcels to be acquired and/or developed;
- our current debt levels;
- our current and expected future earnings;
- our cash flow; and
- the market price per share of our common stock.

The global credit and equity markets and the overall economy can be extremely volatile, which could have a number of adverse effects on our operations and capital requirements. For the past decade, the domestic financial markets have experienced a high degree of volatility, uncertainty and, during certain periods, tightening of liquidity in both the high yield debt and equity capital markets, resulting in certain periods where new capital has been both more difficult and more expensive to access. If we are unable to access the credit markets, we could be required to defer or eliminate important business strategies and growth opportunities in the future. In addition, if there is prolonged volatility and weakness in the capital and credit markets, potential lenders may be unwilling or unable to provide us with financing that is attractive to us or may increase collateral requirements or may charge us prohibitively high fees in order to obtain financing. Consequently, our ability to access the credit market in order to attract financing on reasonable terms may be adversely affected. Investment returns on our assets and our ability to make acquisitions could be adversely affected by our inability to secure additional financing on reasonable terms, if at all.

Depending on market conditions at the relevant time, we may have to rely more heavily on additional equity financings or on less efficient forms of debt financing that require a larger portion of our cash flow from operations, thereby reducing funds available for our operations, future business opportunities and other purposes. We may not have access to such equity or debt capital on favorable terms at the desired times, or at all.

[Table of Contents](#)

Financial industry and capital markets turmoil may materially and adversely affect our liquidity and consolidated financial statements.

In 2023, federal and state banking regulators closed several U.S. banks, with which we had no banking, financing or other business relationships or dependencies, precipitating financial industry and capital markets turmoil centered on concerns about the stability and solvency of other banks and financial institutions and the attendant risk they may be closed and/or forced by governmental agencies into receivership or sale. The failure of other banks and financial institutions, if it occurs, could have a material adverse effect on our liquidity or consolidated financial statements if we have placed cash and cash equivalent deposits at such banks or financial institutions, or if such banks or financial institutions, or any substitute or additional banks or financial institutions, participate in the Credit Agreement. Under the Credit Agreement, non-defaulting lenders are not obligated to cover or acquire a defaulting lender's respective commitment to fund loans or to issue letters of credit, and may not issue additional letters of credit if we do not enter into arrangements to address the risk with respect to the defaulting lender (which may include cash collateral). If the non-defaulting lenders are unable or unwilling to cover or acquire a defaulting lender's respective commitment, potentially due to other demands they face under other credit instruments to which they are party, or because of regulatory restrictions, among other factors, we may not be able to access the Credit Agreement's full borrowing or letter of credit capacity.

Cautionary Statement about Forward-Looking Statements

From time to time we make statements concerning our expectations, beliefs, plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements that are not historical facts. These statements are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those expressed or implied by these statements. You can generally identify our forward-looking statements by the words "anticipate," "believe," "continue," "could," "estimate," "expect," "forecast," "goal," "intend," "may," "objective," "plan," "potential," "predict," "projection," "should," "will" or other similar words.

We have based our forward-looking statements on our management's beliefs and assumptions based on information available to our management at the time the statements are made. We caution you that assumptions, beliefs, expectations, intentions and projections about future events may, and often do, vary materially from actual results. Therefore, we cannot assure you that actual results will not differ materially from those expressed or implied by our forward-looking statements.

The following are some of the factors that could cause actual results to differ materially from those expressed or implied in forward-looking statements:

- adverse economic changes either nationally or in the markets in which we operate, including, among other things, potential impacts from political uncertainty, civil unrest, increases in unemployment, volatility of mortgage rates, increases in unemployment, supply chain disruptions, inflation, the possibility of recession and decreases in housing prices, political uncertainty, civil unrest (including due to the conflict between Russia and Ukraine and the wide-ranging sanctions the United States and other countries have imposed or may further impose on Russian business sectors, financial organizations, individuals and raw materials); materials and the conflict in the Middle East), inflation, the possibility of recession and decreases in housing prices;
- a slowdown in the homebuilding industry or changes in population growth rates in our markets;
- volatility and uncertainty in the credit markets and broader financial markets;
- disruption in the terms or availability of mortgage financing or increase in the number of foreclosures in our markets;
- the cyclical and seasonal nature of our business;
- our future operating results and financial condition;
- our business operations;
- changes in our business and investment strategy;
- the success of our operations in recently opened new markets and our ability to expand into additional new markets;
- our ability to successfully extend our business model to building homes with higher price points, developing larger communities and producing and selling multi-unit products, townhouses, wholesale products, and acreage home sites;
- our ability to develop our projects successfully or within expected timeframes;
- our ability to identify potential acquisition targets, close such acquisitions and realize the benefits of such acquisitions;
- increases in taxes or government fees;

- decline in the market value of our land portfolio;

[Table of Contents](#)

- our ability to successfully integrate any acquisitions with our existing operations;
- availability of land to acquire and our ability to acquire such land on favorable terms or at all;
- availability, terms and deployment of capital and ability to meet our ongoing liquidity needs;
- decisions of the Credit Agreement lender group;
- the cost and availability of insurance and surety bonds;
- shortages of or increased prices for labor, land, or raw materials used in land development and housing construction, including due to changes in trade policies;
- delays in land development or home construction resulting from natural disasters, adverse weather conditions or other events outside our control;
- uninsured losses in excess of insurance limits;
- our leverage and future debt service obligations;
- changes in, liabilities under, or the failure or inability to comply with, governmental laws and regulations, including environmental laws and regulations;
- the timing of receipt of regulatory approvals and the opening of projects;
- the degree and nature of our competition;
- information system failures, cyber incidents or breaches in security;

- our continued ability to qualify for additional federal energy efficient homes tax credits and the extension of the availability of such tax credits beyond 2032;
- our ability to retain our key personnel;
- the impact of **the COVID-19 an epidemic or** pandemic and its effect on us, our business, customers, subcontractors and suppliers (including associated supply chain disruptions);
- negative publicity or poor relations with the residents of our projects;
- existing and future litigation, arbitration or other claims;
- availability of qualified personnel and third-party contractors and subcontractors;
- the impact on our business of any future government shutdown;
- other risks and uncertainties inherent in our business; and
- other factors we discuss under the section entitled "[Management's Discussion and Analysis of Financial Condition and Results of Operations](#)."

You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement. We expressly disclaim any intent, obligation or undertaking to update or revise any forward-looking statements to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained in this Annual Report on Form 10-K.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Risk Management and Strategy

We have strategically integrated cybersecurity risk management into our broader risk management framework to promote a company-wide culture of cyber risk awareness. Our Vice President, Information Technology and our information technology group endeavor to evaluate and address cyber risks in alignment with our business objectives, operational needs and industry-accepted standards, such as the National Institute of Standards and Technology (NIST) and CIS Critical Security Controls frameworks.

We have processes and procedures in place to monitor the prevention, detection, mitigation and remediation of cybersecurity risks. These include but are not limited to:

- Maintaining a defined and practiced incident response plan;
- Employing appropriate incident prevention and detection safeguards;

[Table of Contents](#)

- Maintaining a defined disaster recovery policy and employing disaster recovery software, where appropriate;
- Educating, training and testing our user community on information security practices and identification of potential cybersecurity risks and threats; and
- Reviewing and evaluating new developments in the cyber threat landscape.

Recognizing the complexity and evolving nature of cybersecurity risk, we engage with a range of external support, including cybersecurity consultants, in evaluating, monitoring and testing our cyber management systems and related cyber risks. Our collaboration with these third parties includes audits, threat and vulnerability assessments, company-wide monitoring of cybersecurity risks and consultation on security enhancements.

We recognize the risks associated with the use of vendors, service providers and other third parties that provide information system services to us, process information on our behalf, or have access to our information systems, and we have processes in place to oversee and manage these risks. We conduct annual and periodic assessments of these third-party engagements to evaluate compliance with our cybersecurity standards.

To our knowledge, we have not been subject to cybersecurity incidents that have materially affected, or are reasonably likely to materially affect, the Company, its operations or financial standing.

Governance

Our cybersecurity risk management program is overseen by management at multiple levels. Our Vice President, Information Technology plays a key role in assessing, monitoring and managing our cybersecurity risks with support from dedicated information technology and security personnel. Our cybersecurity and risk management protocols are led by our Vice President of IT, who has served in this role since 2019. Our Vice President, Information Technology has an MS in Engineering and Technology Management and over 20 years of experience in managing and leading information technology or cybersecurity teams and oversees a team of information technology professionals who identify, assess, and manage cybersecurity threats on an ongoing basis.

Our information technology group monitors the latest developments in cybersecurity, including emerging threats and innovative risk management techniques. We have implemented and oversee processes for the regular monitoring of our information systems. This includes the deployment of advanced security measures and regular system audits to identify potential vulnerabilities. In the event of a cybersecurity incident, we are equipped with a defined and practiced incident response plan, which includes immediate actions to mitigate the impact and long-term strategies for remediation and prevention of future incidents.

Our Board of Directors is responsible for overseeing our cyber risk. Our Vice President, Information Technology or other members of our information technology group provide at least semi-annual in-person updates to the Board that encompass a broad range of topics, including:

- Current cybersecurity threat landscape and emerging threats;
- Status of ongoing cybersecurity initiatives and strategies;
- Incident reports and learnings from unique cybersecurity events, including those of other companies; and
- Compliance status and efforts with regulatory requirements and industry standards.

Furthermore, at the Board meetings at which our Vice President, Information Technology or other members of our information technology group do not provide in-person updates to the Board, our CEO or another executive team member provides current updates to the Board. In addition, our information technology group provides updates to the full Board upon request, or timely updates regarding unique developments such as regulatory updates or vulnerability developments. Our Board is composed of directors with diverse qualifications, skills and expertise, including risk management, technology and finance, that equips them to oversee cybersecurity risks effectively.

For additional information concerning cybersecurity risks we face, see "General Risk Factors — Information system failures, cyber incidents or breaches in security could adversely affect us" in Item 1A. Risk Factors in Part I of this Annual Report on Form 10-K.

ITEM 2. PROPERTIES

We lease approximately 25,000 square feet in The Woodlands, Texas for our corporate headquarters; this lease expires in 2028. In addition, to adequately meet the needs of our operations, we lease offices in Arizona, Nevada, California, Washington, Colorado, Florida, Georgia, Maryland, Minnesota, Nevada, North Carolina, Oregon, Tennessee, Texas, Utah, West Virginia and Oregon, Washington. See "Business—Land Acquisition Policies and Development" for a summary of the other property which we owned or controlled as of December 31, 2022 December 31, 2023.

[Table of Contents](#)

ITEM 3. LEGAL PROCEEDINGS

In the ordinary course of doing business, we are subject to claims or proceedings from time to time relating to the purchase, development, and sale of real estate and homes and other aspects of our homebuilding operations. Management believes that these claims include usual obligations incurred by real estate developers and residential homebuilders in the normal course of business. In the opinion of management, these matters will not have a material effect on our consolidated financial position, results of operations or cash flows.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

[Table of Contents](#)

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is listed on the NASDAQ Stock Market (NASDAQ) under the symbol "LGIH." As of February 17, 2023 February 16, 2024, the closing price of our common stock on the NASDAQ was \$114.29, \$126.94, and we had 21 stockholders of record, including Cede & Co. as nominee of The Depository Trust Company.

Stock Repurchase Program

In November 2018, we announced that February 2022, the Board approved a \$200.0 million increase to our previously authorized stock repurchase program, pursuant to which we may purchase up to \$50.0 million \$550.0 million of shares of our common stock. In October 2020 and February 2022, the Board approved an increase in our stock repurchase program by an additional \$300.0 million and \$200.0 million, respectively. Pursuant to our stock repurchase program, we may purchase shares of our common stock through open market transactions, privately negotiated transactions or otherwise in accordance with applicable laws. The timing, amount and other terms and conditions of any repurchases of shares of our common stock under our stock repurchase program will be determined by our management at its discretion based on a variety of factors, including the market price of our common stock, corporate considerations, general market and economic conditions and legal requirements. Our stock repurchase program may be modified, discontinued or suspended at any time.

During the three months ended December 31, 2022 December 31, 2023, we did not repurchase any shares of our common stock. A total of 2,939,472 shares of our common stock has been repurchased since our stock repurchase program commenced. As of December 31, 2022 December 31, 2023, we may purchase up to \$211.5 million of shares of common stock under our stock repurchase program.

Dividends

We have not previously declared or paid any cash dividends on our common stock. Any future determination to pay cash dividends on our common stock will be at the discretion of the Board and will depend on our financial condition, results of operations, capital requirements, restrictions contained in any of our financing arrangements and such other factors as the Board may deem relevant.

[Table of Contents](#)

Stock Performance Graph

This chart compares the cumulative total return on our common stock with that of the Standard & Poor's 500 Companies Stock Index (the "S&P 500 Index") and the Standard & Poor's Homebuilders Select Industry Index (the "S&P Homebuilders Index"). The chart assumes \$100.00 was invested at the close of market on December 31, 2017 December 31, 2018 and assumes the reinvestment of any dividends. The stock price performance on the following graph is not necessarily indicative of future stock price performance.

Comparison of Cumulative Total Return among LGI Homes, Inc. Common Stock, the S&P 500 Index, and the S&P Homebuilders Index for the years ended December 31, 2022 December 31, 2023, 2022, 2021, 2020 2019 and 2018. 2019.



		12/31/2017	12/31/2018	12/31/2019	12/31/2020	12/31/2021	12/31/2022			12/31/2018	12/31/2019	12/31/2020
		12/31/2018							12/31/2018	12/31/2019	12/31/2020	
LGIH	LGIH	\$100.00	\$60.27	\$94.16	\$141.08	\$205.89	\$123.42	LGIH	\$100.00	\$156.24	\$234.08	\$341.62
S&P 500	S&P 500							S&P 500				
Index	Index	\$100.00	\$93.76	\$120.84	\$140.49	\$178.27	\$143.61	Index	\$100.00	\$128.88	\$149.83	\$190.13
S&P	S&P							S&P				
Homebuilders	Homebuilders							Homebuilders				
Index	Index	\$100.00	\$73.44	\$102.91	\$129.82	\$193.19	\$135.92	Index	\$100.00	\$140.12	\$176.78	\$263.06

ITEM 6. [RESERVED]

[Table of Contents](#)

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to assist you in understanding our results of operations and our present financial condition. Our historical consolidated financial statements and the accompanying notes included elsewhere in this Annual Report on Form 10-K contain additional information that should be referred to when reviewing this material. This section covers fiscal years 2023 and 2022 and discusses the results of operations for fiscal year 2023 compared to fiscal year 2022. The discussion of fiscal year 2021 and the results of operations for fiscal year 2022 compared to fiscal year 2021 is included in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" under Part II of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, which was filed with the SEC on February 21, 2023, and is incorporated by reference into this Annual Report on Form 10-K. For purposes of this Management's Discussion and Analysis of Financial Condition and Results of Operation, references to "we," "our," "us" or similar terms refer to LGI Homes, Inc. and its subsidiaries.

Key Results

Key financial results as of and for the year ended December 31, 2022 December 31, 2023, as compared to the year ended December 31, 2021 December 31, 2022, were as follows:

- Home sales revenues decreased 24.4% increased 2.3% to \$2.3 billion \$2.4 billion from \$3.1 billion \$2.3 billion.
- Homes closed decreased 36.6% increased 1.6% to 6,621 6,729 homes from 10,442 6,621 homes.
- Average sales price per home closed increased 19.2% 0.7% to \$348,052 \$350,510 from \$292,104, \$348,052.
- Gross margin as a percentage of home sales revenues increased decreased to 28.1% 23.0% from 26.8% 28.1%.

- Adjusted gross margin (non-GAAP) as a percentage of home sales revenues increased decreased to 29.2% 24.7% from 28.2% 29.2%.
- Net income before income taxes decreased 23.0% 37.4% to \$418.1 million \$261.8 million from \$542.8 million \$418.1 million.
- Net income decreased 24.0% 39.0% to \$326.6 million \$199.2 million from \$429.6 million \$326.6 million.
- EBITDA (non-GAAP) as a percentage of home sales revenues remained at decreased to 12.6% from 19.1%.
- Adjusted EBITDA (non-GAAP) as a percentage of home sales revenues decreased to 18.2% 11.7% from 19.4% 18.2%.
- Active communities at the end of 2022 decreased 2023 increased to 99 117 from 101 99.
- Total owned and controlled lots decreased 21.7% 1.1% to 71,081 lots at December 31, 2023 from 71,904 lots at December 31, 2022 from 91,845 lots at December 31, 2021.

For reconciliations of the non-GAAP financial measures of adjusted gross margin, EBITDA and adjusted EBITDA to the most directly comparable GAAP financial measures, please see “[Non-GAAP Measures](#).”

Current Homebuilding and Inflationary Environment

For the first half of 2022, we saw robust demand for our homes and continued to benefit from pricing power that allowed us to pass through rising input costs related to supply chain constraints. In the second half of 2022, the Federal Reserve's aggressive actions to stem inflation caused mortgage interest rates to more than double between the end of 2021 and September 2022. The resulting increased costs of borrowing negatively impacted customer sentiment and accelerated existing affordability constraints for potential homebuyers. As a result, many homebuyers paused their home purchasing decisions. Additionally, challenges from ongoing supply chain disruptions and higher construction and development costs persisted during 2022. We anticipate this dynamic could continue in 2023, resulting in lower net orders and higher cancellation rates when compared to prior periods. Longer lead times relating to materials, municipality and labor activities increased our construction and development cycle times and slowed the timing of home closings. Our average home completion time was approximately 90 to 165 days in 2022 as compared to 90 to 130 days in 2021.

To address the demand headwinds and drive sales, we increased advertising spending to connect with more potential homebuyers, we began offering mortgage buy-down programs and other sales incentives to offset some of the affordability pressures and we increased our allocation of inventory available for sale to our wholesale channel. In addition, we evaluated our land position and significantly reduced our owned and controlled lots.

The decline in home closings for the year ended December 31, 2022 was primarily due to our strong prior year comparable numbers, combined with lower average community count and slower absorptions resulting from the impact of higher mortgage rates experienced during the second half of the year.

We expect that many of these challenges will persist in 2023 and could potentially worsen. However, we believe the long-term outlook for new homes remains strong, driven by solid fundamentals, including a historically low inventory of new and existing homes for sale, an aging housing stock, rising rents, strong household formations and low unemployment. We believe we are well positioned to meet the demands of this uncertain period based on our 100% spec-focused business model, targeted at the entry level buyers.

Continuing Impact [Table of COVID-19](#)

[We continue to see pressure on global supply chains due to disruptions created by the effects of COVID-19 and variants thereof \(collectively, “COVID-19”\), that extended construction and development cycles and delayed home closings and the opening of new communities. We continue to focus on meeting our customers' needs as we supply homes critical to maintaining essential infrastructure within the markets we serve.](#)

[Demand for our homes is dependent on a variety of macroeconomic factors, such as employment levels, mortgage rates, inflation, financial market stability, consumer confidence, housing demand, availability of financing for homebuyers, availability and prices of new homes compared to existing inventory, and demographic trends. These factors, and in particular consumer confidence, can be significantly adversely affected by a variety of factors beyond our control.](#)

For additional discussion regarding risks associated with our business and operations, see [Item 1A. Risk Factors](#) in Part I of this Annual Report on Form 10-K.

Results of Operations

The following table sets forth our results of operations for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021.

	Year Ended December 31,			Year Ended December 31,		
	2022	2021	2020	2023	2022	2021
(dollars in thousands, except per share data and average home sales price)						
Statement of Income Data:						
(dollars in thousands, except per share data and average home sales price)						
Statement of Income Data:						
Statement of Income Data:						
Home sales revenues						

Home sales revenues				
Home sales revenues	Home sales revenues	\$2,304,455	\$3,050,149	\$2,367,929
Expenses:	Expenses:			
Cost of sales				
Cost of sales				
Cost of sales	Cost of sales	1,657,855	2,232,115	1,764,832
Selling expenses	Selling expenses	144,928	170,005	148,366
General and administrative	General and administrative	111,565	100,331	90,021
Operating income	Operating income	390,107	547,698	364,710
Loss on extinguishment of debt	Loss on extinguishment of debt	—	13,976	—
Other income, net	Other income, net	(28,009)	(9,053)	(3,139)
Net income before income taxes	Net income before income taxes	418,116	542,775	367,849
Income tax provision	Income tax provision	91,549	113,130	43,954
Net income	Net income	\$ 326,567	\$ 429,645	\$ 323,895
Basic earnings per share	Basic earnings per share	\$ 13.90	\$ 17.46	\$ 12.89
Diluted earnings per share	Diluted earnings per share	\$ 13.76	\$ 17.25	\$ 12.76
Other Financial and Operating Data:	Other Financial and Operating Data:			
Average community count	Average community count	91.9	104.4	111.9
Average community count				
Average community count	Average community count			
Community count at end of period	Community count at end of period	99	101	116
Home closings	Home closings	6,621	10,442	9,339
Average sales price per home closed	Average sales price per home closed	\$ 348,052	\$ 292,104	\$ 253,553
Gross margin (1)	Gross margin (1)	\$ 646,600	\$ 818,034	\$ 603,097
Gross margin % (2)	Gross margin % (2)	28.1 %	26.8 %	25.5 %
Adjusted gross margin % (3)	Adjusted gross margin % (3)	\$ 673,745	\$ 860,544	\$ 648,350
Adjusted gross margin % (2)(3)	Adjusted gross margin % (2)(3)	29.2 %	28.2 %	27.4 %
Adjusted gross margin %				
		(2)(3)		
			24.7 %	28.1 %
			29.2 %	26.8 %
			28.2 %	23.0 %

EBITDA (4)	EBITDA (4)	\$ 439,968	\$ 581,475	\$ 408,940							
EBITDA margin % (2)(4)	EBITDA margin % (2)(4)	19.1 %	19.1 %	17.3 %	EBITDA margin % (2)(4)	12.6 %	19.1 %	19.1 %	19.1 %	19.1 %	%
Adjusted EBITDA (4)	Adjusted EBITDA (4)	\$ 418,828	\$ 591,362	\$ 410,673							
Adjusted EBITDA margin % (2)(4)	Adjusted EBITDA margin % (2)(4)	18.2 %	19.4 %	17.3 %	Adjusted EBITDA margin % (2)(4)	11.7 %	18.2 %	19.4 %	19.4 %	19.4 %	%

(1) Gross margin is home sales revenues less cost of sales.

(2) Calculated as a percentage of home sales revenues.

(3) Adjusted gross margin is a non-GAAP financial measure used by management as a supplemental measure in evaluating operating performance. We define adjusted gross margin as gross margin less capitalized interest and adjustments resulting from the application of purchase accounting included in the cost of sales. Our management believes this information is useful because it isolates the impact that capitalized interest and purchase accounting adjustments have on gross margin. However, because adjusted gross margin information excludes capitalized interest and purchase accounting adjustments, which have real economic effects and could impact our results, the utility of adjusted gross margin information as a measure of our operating performance may be limited. In addition, other companies may not calculate adjusted gross margin information in the same manner that we do. Accordingly, adjusted gross margin information should be considered only as a supplement to gross margin information as a measure of our performance. Please see "[Non-GAAP Measures](#)" for a reconciliation of adjusted gross margin to gross margin, which is the GAAP financial measure that our management believes to be most directly comparable.

(4) EBITDA and adjusted EBITDA are non-GAAP financial measures used by management as supplemental measures in evaluating operating performance. We define EBITDA as net income before (i) interest expense, (ii) income taxes, (iii) depreciation and amortization and (iv) capitalized interest charged to the cost of sales. We define adjusted EBITDA as net income before (i) interest expense, (ii) income taxes, (iii) depreciation and amortization, (iv) capitalized interest charged to the cost of sales, (v) loss on extinguishment of debt, (vi) other income, net and (vii) adjustments resulting from the application of purchase accounting. Our management believes that the presentation of EBITDA and adjusted EBITDA provides useful information to investors regarding our

Table of Contents

results of operations because it assists both investors and management in analyzing and benchmarking the performance and value of our business. EBITDA and adjusted EBITDA provide indicators of general economic performance that are not affected by fluctuations in interest rates or effective tax rates, levels of depreciation or amortization and items considered to be unusual or non-recurring. Accordingly, our management believes that these measures are useful for comparing general operating performance from period to period. Other companies may define these measures differently and, as a result, our measures of EBITDA and adjusted EBITDA may not be directly comparable to the measures of other companies. Although we use EBITDA and adjusted EBITDA as financial measures to assess the performance of our business, the use of these measures is limited because they do not include certain material costs, such as interest and taxes, necessary to operate our business. EBITDA and adjusted EBITDA should be considered in addition to, and not as a substitute for, net income in accordance with GAAP as a measure of performance. Our presentation of EBITDA and adjusted EBITDA should not be construed as an indication that our future results will be unaffected by unusual or non-recurring items. Our use of EBITDA and adjusted EBITDA is limited as an analytical tool, and you should not consider these measures in isolation or as substitutes for analysis of our results as reported under GAAP. Please see "[Non-GAAP Measures](#)" for reconciliations of EBITDA and adjusted EBITDA to net income, which is the GAAP financial measure that our management believes to be most directly comparable.

Table of Contents

Year Ended December 31, 2022 December 31, 2023 Compared to Year Ended December 31, 2021 December 31, 2022

Homes Sales. Our home sales revenues, home closings, average sales price per home closed (ASP), average community count and average monthly absorption rate and closing community count by reportable segment for the years ended December 31, 2022 December 31, 2023 and 2021 2022, and our community count as of December 31, 2023 and 2022, were as follows (revenues in thousands):

At December 31, 2022										Year Ended December 31, 2023									
Reportable Segment	Reportable Segment	Revenues	Home Closings	ASP	Average Community Count	Average Monthly Absorption Rate	Community Count at End of Period	Reportable Segment	Revenues	Home Closings	ASP	Average Community Count	Average Monthly Absorption Rate	Community Count at End of Period					
Central	Central	\$1,011,844	3,094	\$327,034	31.9	8.1	35												
Southeast	Southeast	455,340	1,404	324,316	21.5	5.4	25												
Northwest	Northwest	253,416	502	504,813	8.5	4.9	9												
West	West	300,968	751	400,756	11.5	5.4	13												

Florida	Florida	282,887	870	325,157	18.5	3.9	17
Total	Total	\$2,304,455	6,621	\$348,052	91.9	6.0	99

						At December 31, 2021
		Year Ended December 31, 2021				

Year Ended December 31, 2022								Year Ended December 31, 2022							
Reportable Segment	Reportable Segment	Home			Community Count	Average Monthly Absorption Rate	Community Count at End of Period	Reportable Segment	Home			Community Count	Average Monthly Absorption Rate	Community Count at End of Period	
		Revenues	Closings	ASP					Revenues	Closings	ASP				
Central	Central	\$1,252,782	4,665	\$268,549	36.5	10.7	35								
Southeast	Southeast	594,742	2,279	260,966	25.6	7.4	25								
Northwest	Northwest	510,497	1,166	437,819	11.1	8.8	11								
West	West	351,219	995	352,984	11.4	7.3	11								
Florida	Florida	340,909	1,337	254,981	19.8	5.6	19								
Total	Total	\$3,050,149	10,442	\$292,104	104.4	8.3	101								

Home Sales Revenues. Home sales revenues for the year ended December 31, 2022 December 31, 2023 were \$2.3 billion \$2.4 billion, a decrease an increase of \$0.7 billion \$54.1 million, or 24.4% 2.3%, from \$3.1 billion \$2.3 billion for the year ended December 31, 2021 December 31, 2022. The decrease increase in home sales revenues was primarily due to a 36.6% decrease 1.6% increase in homes closed in fewer communities, partially offset by an and a slight increase in the average sales price per home closed during the year ended December 31, 2022 December 31, 2023 as compared to the year ended December 31, 2021 December 31, 2022. We closed 6,621 6,729 homes during 2022, 2023, as compared to 10,442 6,621 homes closed during 2021, 2022. The overall decrease increase in home closings was a result of lower higher average community count, and offset by an overall lower absorption pace during the year ended December 31, 2022 December 31, 2023 as compared to the year ended December 31, 2021 December 31, 2022. Our average community count at December 31, 2022 decreased December 31, 2023 increased to 103.9 from 91.9 from 104.4 at December 31, 2021. The overall decrease in average community count relates to timing associated with the opening, close out or transition between certain active communities and longer development cycle times during the year ended December 31, 2022 as compared to the year ended December 31, 2021. The average sales price per home closed during the year ended December 31, 2022 December 31, 2023 was \$348,052, \$350,510, an increase of \$55,948, \$2,458, or 19.2% 0.7%, from the average sales price per home closed of \$292,104, \$348,052 for the year ended December 31, 2021 December 31, 2022. The increase in the average sales price per home closed in all reportable segments was primarily due to favorable pricing environments that allowed us our ability to pass through cost increases associated with increase prices in certain markets and the construction impact of fewer home closings in our homes wholesale channel. The overall decrease in absorption rate relates to the slowdown continued normalization of demand primarily resulting from increased higher mortgage rates and longer cycle times stemming rates.

Included within our home sales revenues for the year ended December 31, 2023 was \$202.3 million in wholesale revenues resulting from pandemic-related production disruptions. These disruptions have caused varying degrees 679 home closings, representing 10.1% of supply chain constraints in the markets we serve.

6,729 total homes closed during the year ended December 31, 2023. Included within our home sales revenues for the year ended December 31, 2022 was \$340.6 million in wholesale revenues related to resulting from 1,233 home closings, through our wholesale channel, representing 18.6% of the 6,621 total homes closed during the year ended December 31, 2022. Included within our home sales revenues during the year ended December 31, 2021 was \$349.3 million in wholesale revenues related to 1,515 home closings through our wholesale channel, representing 14.5% of the 10,442 total homes closed during the year ended December 31, 2021. The increase in home closings as a percentage of revenues through our wholesale channel was related to the slowdown in retail sales experienced during the second half of 2022 and our decision to allocate more inventory available for sale to our wholesale partners during the year ended December 31, 2022 as compared to the year ended December 31, 2021.

- Home sales revenues in our Central reportable segment decreased by \$240.9 million \$281.2 million, or 19.2% 27.8%, during the year ended December 31, 2022 December 31, 2023 as compared to the year ended December 31, 2021 December 31, 2022, primarily due to a 33.7% 27.6% decrease in the number of homes closed driven by and a slight decrease in the average community count at sales price per home closed. The decrease in home closings was the result of a lower absorption rate, partially offset by an increase in the average sales price per home closed. community count.

Table of Contents

- Home sales revenues in our Southeast reportable segment decreased increased by \$139.4 million \$101.5 million, or 23.4% 22.3%, during the year ended December 31, 2022 December 31, 2023 as compared to the year ended December 31, 2021 December 31, 2022, primarily due to a 38.4% decrease 22.2% increase in the number of homes closed driven by and a decrease in the average community count at a lower absorption rate, partially offset by an slight increase in the average sales price per home closed. The increase in home closings was the result of an increase in the average community count and a higher absorption rate.
- Home sales revenues in our Northwest reportable segment decreased by \$257.1 million \$2.2 million, or 50.4% 0.9%, during the year ended December 31, 2022 December 31, 2023 as compared to the year ended December 31, 2021 December 31, 2022, primarily due to a 56.9% 2.6% decrease in the number of homes closed driven by a decrease in the average community count at a lower absorption rate, partially offset by an increase in the average sales price per home closed.
- Home sales revenues in our West reportable segment decreased by \$50.3 million, or 14.3%, during the year ended December 31, 2022 as compared to the year ended December 31, 2021, primarily due to a 24.5% decrease in the number of homes closed driven by a decrease in the average community count at a lower absorption rate,

partially offset by an increase in the average sales price per home closed.

- Home sales revenues in our Florida reportable segment decreased by \$58.0 million, or 17.0%, during the year ended December 31, 2022 as compared to the year ended December 31, 2021, primarily due to a 34.9% decrease in the number of homes closed driven by a decrease in the average community count at a lower absorption rate, partially offset by an increase in the average sales price per home closed, for the majority of 2022.

Cost of Sales and Gross Margin (home sales revenues less cost of sales). Cost of sales decreased for the year ended December 31, 2022 to \$1.7 billion, a decrease of \$0.6 billion, or 25.7%, from \$2.2 billion for the year ended December 31, 2021. This decrease is primarily due to a 36.6% decrease in homes closed, offset by increased construction costs during 2022 as compared to 2021. Gross margin for the year ended December 31, 2022 was \$646.6 million, a decrease of \$171.4 million, or 21.0%, from \$818.0 million for the year ended December 31, 2021. Gross margin as a percentage of home sales revenues was 28.1% for the year ended December 31, 2022 and 26.8% for the year ended December 31, 2021. This increase in gross margin as a percentage of home sales revenues during the year ended December 31, 2022 as compared to the year ended December 31, 2021 was primarily due to raising prices higher than increases in input costs.

Selling Expenses. Selling expenses for the year ended December 31, 2022 were \$144.9 million, a decrease of \$25.1 million, or 14.8%, from \$170.0 million for the year ended December 31, 2021. Sales commissions decreased to \$82.7 million for the year ended December 31, 2022 from \$115.4 million for the year ended December 31, 2021 due to a 24.4% decrease in home sales revenues during 2022 as compared to 2021. Selling expenses as a percentage of home sales revenues were 6.3% and 5.6% for the years ended December 31, 2022 and 2021, respectively. The increase in selling expenses as a percentage of home sales revenues was driven primarily by higher advertising spend, partially offset by lower sales commission expensed during the year ended December 31, 2022 as compared to the year ended December 31, 2021.

General and Administrative. General and administrative expenses for the year ended December 31, 2022 were \$111.6 million, an increase of \$11.2 million, or 11.2%, from \$100.3 million for the year ended December 31, 2021. The increase in the amount of general and administrative expenses is primarily due to increased overhead expenses. General and administrative expenses as a percentage of home sales revenues were 4.8% and 3.3% for the years ended December 31, 2022 and 2021, respectively. The increase in general and administrative expenses as a percentage of home sales revenues reflects our increased personnel and associated overhead costs, as well as professional fees and terminated land purchase agreements, partially offset by a decrease in management bonus and stock compensation incurred during the year ended December 31, 2022 as compared to the year ended December 31, 2021.

Loss on extinguishment of debt. There was no loss on extinguishment of debt for the year ended December 31, 2022. Loss on extinguishment of debt was \$14.0 million for the year ended December 31, 2021 due to the redemption premium associated with our 2026 Senior Notes, as well as debt issuance costs and discount previously capitalized that were associated with our 2026 Senior Notes and debt issuance costs previously capitalized that were associated with our credit agreement then in effect. We redeemed all of our 2026 Senior Notes in July 2021.

Other Income. Other income, net of other expenses was \$28.0 million for the year ended December 31, 2022, an increase of \$19.0 million from \$9.1 million for the year ended December 31, 2021. The increase in other income primarily reflects the sale in July 2022 of the three-year interest rate cap of LIBOR prior to its expiration that resulted in \$7.1 million in other

income, income associated with our investments in unconsolidated entities and gains realized from the sale of land and lots not directly associated with our core homebuilding operations.

Operating Income and Net Income before Income Taxes. Operating income for the year ended December 31, 2022 was \$390.1 million, a decrease of \$157.6 million, or 28.8%, from \$547.7 million for the year ended December 31, 2021. Net income before income taxes for the year ended December 31, 2022 was \$418.1 million, a decrease of \$124.7 million, or 23.0%, from \$542.8 million for the year ended December 31, 2021. Our reportable segments contributed the following amounts and percentages of net income before income taxes during 2022: Central - \$213.2 million or 51.0%; Southeast - \$88.4 million or 21.1%; Northwest - \$51.0 million or 12.2%; West - \$26.6 million or 6.4%; and Florida - \$37.8 million or 9.0%. The decreases in operating income and net income before income taxes are primarily attributed to lower home sales revenues and lower home closings, partially offset by higher average sales price per home closed during the year ended December 31, 2022 as compared to the year ended December 31, 2021.

Income Taxes. Income tax provision for the year ended December 31, 2022 was \$91.5 million, a decrease of \$21.6 million, or 19.1%, from income tax provision of \$113.1 million for the year ended December 31, 2021. The increase in our effective tax rate to 21.9% from 20.8% results from an increase in the compensation limitation under Section 162(m) of the Code, and the retroactive extension of the 45L tax credit, offset by deductions in excess of compensation cost for share-based payments for the year ended December 31, 2021.

Net Income. Net income for the year ended December 31, 2022 was \$326.6 million, a decrease of \$103.1 million, or 24.0%, from \$429.6 million for the year ended December 31, 2021. The decrease in net income is primarily attributed to overall lower number of homes closed across all reportable segments, partially offset by higher average sales price per home closed at higher gross margins on a per home basis, during the year ended December 31, 2022.

Year Ended December 31, 2021 Compared to Year Ended December 31, 2020

Homes Sales. Our home sales revenues, home closings, average sales price per home closed (ASP), average community count, average monthly absorption rate and closing community count by reportable segment for the years ended December 31, 2021 and 2020 were as follows (revenues in thousands):

Year Ended December 31, 2021	At December 31, 2021
------------------------------	----------------------

Reportable Segment	Revenues	Home Closings	ASP	Community Count	Average		Community Count at End of Period
					Monthly	Absorption Rate	
Central	\$ 1,252,782	4,665	\$ 268,549	36.5	10.7		35
Southeast	594,742	2,279	260,966	25.6	7.4		25
Northwest	510,497	1,166	437,819	11.1	8.8		11
West	351,219	995	352,984	11.4	7.3		11
Florida	340,909	1,337	254,981	19.8	5.6		19
Total	\$ 3,050,149	10,442	\$ 292,104	104.4	8.3		101

Reportable Segment	Revenues	Home Closings	ASP	Community Count	Year Ended December 31, 2020		Community Count at End of Period
					Average	Monthly	
Central	\$ 850,375	3,654	\$ 232,724	34.6	8.8		38
Southeast	559,226	2,382	234,772	33.5	5.9		31
Northwest	389,523	1,000	389,523	11.9	7.0		13
West	286,130	1,043	274,334	13.9	6.2		13
Florida	282,675	1,260	224,345	18.0	5.8		21
Total	\$ 2,367,929	9,339	\$ 253,553	111.9	7.0		116

Home Sales Revenues. Home sales revenues for the year ended December 31, 2021 were \$3.1 billion, an increase of \$682.2 million, or 28.8%, from \$2.4 billion for the year ended December 31, 2020. The increase in home sales revenues is primarily due to an 11.8% increase in homes closed and an increase in the average sales price per home closed during the year ended December 31, 2021 as compared to the year ended December 31, 2020. We closed 10,442 homes during 2021, as compared to 9,339 homes closed during 2020. The average sales price per home closed during the year ended December 31, 2021 was \$292,104, an increase of \$38,551, or 15.2%, from the average sales price per home closed of \$253,553 for the year ended December 31, 2020. This increase in the average sales price per home closed was primarily due to higher price points in certain markets, partially offset by additional wholesale home closings. The overall increase in home closings was primarily driven by strong demand in all reportable segments during the year ended December 31, 2021 as compared to the year ended December 31, 2020. The overall decrease in average community count relates to timing associated with the opening, close out or transition between certain active communities during the year ended December 31, 2021 as compared to the year ended December 31, 2020.

We increased our home sales revenues in our reportable segments other than our Central reportable segment by \$279.8 million during the year ended December 31, 2021 as compared to the year ended December 31, 2020, representing a 1.6%^{1.8%} increase in the number of homes closed. The increase in these reportable segments and increased average sales price per home closed on closings was the result of a consolidated basis during 2021 as compared to 2020.

- Home sales revenues in our Central reportable segment increased by \$402.4 million, or 47.3%, during the year ended December 31, 2021 as compared to the year ended December 31, 2020, primarily due to an 20.0% increase in the number of homes closed at a higher average sales price per home closed and increased average community count, at a higher absorption rate in this reportable segment.
- Home sales revenues in our Southeast reportable segment increased by \$35.5 million, or 6.4%, during the year ended December 31, 2021 as compared to the year ended December 31, 2020, primarily due to higher average sales price per home closed and improved absorption rate associated with increased closings in certain markets in North Carolina and South Carolina, partially offset by a lower community count at December 31, 2021 as compared to December 31, 2020.
- Home sales revenues in our Northwest reportable segment increased by \$121.0 million, or 31.1%, during the year ended December 31, 2021 as compared to the year ended December 31, 2020, primarily due to a 16.6% increase in the number of homes closed in this reportable segment, as a result of increased demand, absorption rate.
- Home sales revenues in our West reportable segment increased by \$65.1 million^{\$80.1 million}, or 22.7%^{26.6%}, during the year ended December 31, 2021 December 31, 2023 as compared to the year ended December 31, 2020 December 31, 2022, primarily due to higher a 32.1% increase in the number of homes closed, partially offset by a 4.1% decrease in the average sales price per home closed and improved absorption rate associated with increased demand closed. The increase in certain markets home closings was the result of a 21.7% increase in this reportable segment, partially offset by lower the average community count, count and a higher absorption rate.
- Home sales revenues in our Florida reportable segment increased by \$58.2 million^{\$155.9 million}, or 20.6%^{55.1%}, largely during the year ended December 31, 2023 as compared to the year ended December 31, 2022, primarily due to a 45.9% increase in the number of 13.7% homes closed and a 6.3% increase in the average sales price per home closed as a closed. The increase in home closings was the result of strong demand a higher absorption rate and complemented by increased an increase in the average community count during the year ended December 31, 2021 as compared to the year ended December 31, 2020, count.

Cost of Sales and Gross Margin (home sales revenues less cost of sales). Cost of sales increased for the year ended December 31, 2021 December 31, 2023 to \$2.2 billion^{\$1.8 billion}, an increase of \$467.3 million^{\$158.5 million}, or 26.5%^{9.6%}, from \$1.8 billion^{\$1.7 billion} for the year ended December 31, 2020 December 31, 2022. This overall increase is was primarily due to an 11.8% increase in homes closed, higher construction costs and product mix during 2021 as compared to 2020, capitalized interest and a 1.6%

increase in homes closed. Gross margin for the year ended December 31, 2021 December 31, 2023 was \$818.0 million \$542.2 million, an increase a decrease of \$214.9 million \$104.4 million, or 35.6% 16.1%, from \$603.1 million \$646.6 million for the year ended December 31, 2020 December 31, 2022. Gross margin as a percentage of home sales revenues was 26.8% 23.0% for the year ended December 31, 2021 December 31, 2023 and 25.5% 28.1% for the year ended December 31, 2020 December 31, 2022. This increase The decrease in gross margin as a percentage of home sales revenues was primarily due to a combination of higher construction costs and capitalized interest and the impact of sales incentives offered during the year ended December 31, 2021 December 31, 2023 as compared to the year ended December 31, 2020 was primarily due to raising prices higher than increases in input costs, December 31, 2022.

Selling Expenses. Selling expenses for the year ended December 31, 2021 December 31, 2023 were \$170.0 million \$191.6 million, an increase of \$21.6 million \$46.7 million, or 14.6% 32.2%, from \$148.4 million \$144.9 million for the year ended December 31, 2020 December 31, 2022. Sales commissions increased to \$115.4 million \$102.8 million for the year ended December 31, 2021 December 31, 2023 from \$89.2 million \$82.7 million for the year ended December 31, 2020 partially December 31, 2022 due to a 28.8% 2.3% increase in home sales revenues and an increase in outside commissions during 2021 2023 as compared to 2020 2022. Selling expenses as a percentage of home sales revenues were 5.6% 8.1% and 6.3% for the years ended December 31, 2021 December 31, 2023 and 2020, 2022, respectively. The decrease increase in selling expenses as a percentage of home sales revenues was driven primarily by operating leverage obtained from the increase in home sales revenues and due to a lesser extent lower higher advertising expenses, fewer wholesale home closings and higher other expenses incurred during the year ended December 31, 2021 December 31, 2023 as compared to the year ended December 31, 2020 December 31, 2022.

General and Administrative. General and administrative expenses for the year ended December 31, 2021 December 31, 2023 were \$100.3 million \$117.4 million, an increase of \$10.3 million \$5.8 million, or 11.5% 5.2%, from \$90.0 million \$111.6 million for the year ended December 31, 2020 December 31, 2022. The increase in the amount of general and administrative expenses is was primarily due to higher personnel related costs and increased overhead, indirect overhead expenses, partially offset by a decrease in payroll related costs and lower terminated land purchase expenses for the year ended December 31, 2023 as compared to the year ended December 31, 2022. General and administrative expenses as a percentage of home sales revenues were 3.3% 5.0% and 3.8% 4.8% for the years ended December 31, 2021 December 31, 2023 and 2020, 2022, respectively. The decrease increase in general and administrative expenses as a percentage of home sales revenues reflects operating leverage realized from the increase our increased personnel and associated overhead costs, partially offset by a decrease in home sales revenues payroll related costs during the year ended December 31, 2021 December 31, 2023 as compared to the year ended December 31, 2020.

Loss on extinguishment of debt. Loss on extinguishment of debt was \$14.0 million for the year ended December 31, 2021 primarily due to the redemption premium associated with the optional redemption of our 6.875% Senior Notes due 2026 (the "2026 Senior Notes"), as well as debt issuance costs and discount previously capitalized that were associated with our 2026 Senior Notes and debt issuance costs previously capitalized that were associated with our credit agreement then in effect. There was no loss on extinguishment of debt for the year ended December 31, 2020 December 31, 2022.

Other Income. Other income, net of other expenses was \$9.1 million \$28.5 million for the year ended December 31, 2021 December 31, 2023, an increase of \$5.9 million \$0.5 million from \$3.1 million \$28.0 million for the year ended December 31, 2020 December 31, 2022. The increase in other income, net of other expenses, primarily reflects the gain realized from the sale of lots not directly an increase in income associated with our core homebuilding operations, investment in unconsolidated entities and rental properties for the year ended December 31, 2023 as compared to the year ended December 31, 2022.

Operating Income/Income and Net Income before Income Taxes. Operating income for the year ended December 31, 2021 December 31, 2023 was \$547.7 million \$233.3 million, an increase a decrease of \$183.0 million \$156.9 million, or 50.2% 40.2%, from \$364.7 million \$390.1 million for the year ended December 31, 2020 December 31, 2022. Net income before income taxes for the year ended December 31, 2021 December 31, 2023 was \$542.8 million \$261.8 million, an increase a decrease of \$174.9 million \$156.4 million, or 47.6% 37.4%, from \$367.8 million \$418.1 million for the year ended December 31, 2020 December 31, 2022. Our The following reportable segments contributed the following amounts and percentages of to net income before income taxes during 2021: the year ended December 31, 2023 as follows: Central - \$242.6 million \$87.2 million, or 44.7% 33.3%; Southeast - \$105.6 million \$79.7 million, or 19.5% 30.5%; Northwest - \$115.0 million \$23.9 million, or 21.2% 9.1%; West - \$50.8 million \$29.5 million, or 9.4% 11.3%; and Florida - \$49.9 million \$48.9 million, or 9.2% 18.7%. The increases overall decreases in operating income and net income before income taxes are were primarily attributed due to operating leverage realized from

the increase in home sales revenues a lower absorption rate, a lower gross margin, and higher advertising and other selling expenses incurred, partially offset by a higher average sales price per home closed community count during the year ended December 31, 2021 December 31, 2023 as compared to the year ended December 31, 2020 December 31, 2022.

Table of Contents

Income Taxes. Income tax provision for the year ended December 31, 2021 December 31, 2023 was \$113.1 million \$62.5 million, an increase a decrease of \$69.2 million \$29.0 million, or 157.4% 31.7%, from income tax provision of \$44.0 million \$91.5 million for the year ended December 31, 2020 December 31, 2022. The increase in the amount of income our effective tax provision is rate to 23.9% from 21.9% was primarily due to an increase in the rate for state income taxes, net of the federal benefit, the compensation limitation under Section 162(m) of the Internal Revenue Code, as amended, and the retroactive tax benefits relating to extension of the federal energy efficient homes tax credits we recognized during 2020 and the 47.6% increase in net income before taxes, which resulted in an increase in our effective tax rate for the year ended December 31, 2021 to 20.8% from 11.9% December 31, 2022, offset by a decrease in the rate for the year ended December 31, 2020 deductions in excess of compensation cost for share-based payments.

Net Income. Net income for the year ended December 31, 2021 December 31, 2023 was \$429.6 million \$199.2 million, an increase a decrease of \$105.8 million \$127.3 million, or 32.6% 39.0%, from \$323.9 million \$326.6 million for the year ended December 31, 2020 December 31, 2022. The increase decrease in net income is was primarily attributed to operating leverage realized from the increase in home sales revenues a lower gross margin and higher average sales price per home closed, partially offset by tax benefits relating

to the federal energy efficient homes tax credits we recognized for selling expenses as a percentage of revenues during the year ended December 31, 2020 December 31, 2023 as compared to the year ended December 31, 2022.

Non-GAAP Measures

In addition to the results reported in accordance with accounting principles generally accepted in the United States ("GAAP"), we have provided information in this Annual Report on Form 10-K relating to adjusted gross margin, EBITDA and adjusted EBITDA.

Adjusted Gross Margin

Adjusted gross margin is a non-GAAP financial measure used by management as a supplemental measure in evaluating operating performance. We define adjusted gross margin as gross margin less capitalized interest and adjustments resulting from the application of purchase accounting included in the cost of sales. Our management believes this information is useful because it isolates the impact that capitalized interest and purchase accounting adjustments have on gross margin. However, because adjusted gross margin information excludes capitalized interest and purchase accounting adjustments, which have real economic effects and could impact our results, the utility of adjusted gross margin information as a measure of our operating performance may be limited. In addition, other companies may not calculate adjusted gross margin information in the same manner that we do. Accordingly, adjusted gross margin information should be considered only as a supplement to gross margin information as a measure of our performance.

The following table reconciles adjusted gross margin to gross margin, which is the GAAP financial measure that our management believes to be most directly comparable (dollars in thousands):

		Year Ended December 31,			Year Ended December 31,		
		2022	2021	2020	2023	2022	2021
Home sales	Home sales						
revenues	revenues	\$2,304,455	\$3,050,149	\$2,367,929			
Cost of sales	Cost of sales	1,657,855	2,232,115	1,764,832			
Gross margin	Gross margin	646,600	818,034	603,097			
Capitalized interest charged to cost of sales	Capitalized interest charged to cost of sales	20,276	37,546	40,381			
Purchase accounting adjustments	Purchase accounting adjustments	(1)	6,869	4,964	4,872		
Adjusted gross margin	Adjusted gross margin	\$ 673,745	\$ 860,544	\$ 648,350			
Gross margin %	Gross margin %	(2)	28.1 %	26.8 %	25.5 %	Gross margin % (2)	23.0 %
Adjusted gross margin % (2)	Adjusted gross margin % (2)	29.2 %	28.2 %	27.4 %	Adjusted gross margin % (2)	24.7 %	28.1 %
							26.8 %
							28.2 %

(1) Adjustments result from the application of purchase accounting for acquisitions and represent the amount of the fair value step-up adjustments included in cost of sales for real estate inventory sold after the acquisition dates.

(2) Calculated as a percentage of home sales revenues.

EBITDA and Adjusted EBITDA

EBITDA and adjusted EBITDA are non-GAAP financial measures used by management as supplemental measures in evaluating operating performance. We define EBITDA as net income before (i) interest expense, (ii) income taxes, (iii) depreciation and amortization and (iv) capitalized interest charged to the cost of sales. We define adjusted EBITDA as net income before (i) interest expense, (ii) income taxes, (iii) depreciation and amortization, (iv) capitalized interest charged to the cost of sales, (v) loss on extinguishment of debt, (vi) other income, net and (vii) adjustments resulting from the application of purchase accounting included in cost of sales. Our management believes that the presentation of EBITDA and adjusted EBITDA provides useful information to investors regarding our results of operations because it assists both investors and management in analyzing and benchmarking the performance and value of our business. EBITDA and adjusted EBITDA provide indicators of general economic performance that are not affected by fluctuations in interest rates or effective tax rates,

Table of Contents

levels of depreciation or amortization and items considered to be unusual or non-recurring. Accordingly, our management believes that these measures are useful for comparing general operating performance from period to period. Other companies may define these measures differently and, as a result, our measures of EBITDA and adjusted EBITDA may not be directly comparable to the measures of other companies. Although we use EBITDA and adjusted EBITDA as financial measures to assess the performance of our business, the use of these measures is limited because they do not include certain material costs, such as interest and taxes, necessary to operate our business. EBITDA and adjusted EBITDA should be considered in addition to, and not as a substitute for, net income in accordance with GAAP as a measure of performance. Our presentation of EBITDA and adjusted EBITDA should not be construed as an indication that our future results will be unaffected by unusual or non-recurring items. Our use of EBITDA and adjusted EBITDA is limited as an analytical tool, and you should not consider these measures in isolation or as substitutes for analysis of our results as reported under GAAP. Some of these limitations are:

- (i) they do not reflect every cash expenditure, future requirements for capital expenditures or contractual commitments, including for purchase of land;
- (ii) they do not reflect the interest expense or the cash requirements necessary to service interest or principal payments on our debt;
- (iii) although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced or require improvements in the future, and EBITDA and adjusted EBITDA do not reflect any cash requirements for such replacements or improvements;
- (iv) they are not adjusted for all non-cash income or expense items that are reflected in our statements of cash flows;
- (v) they do not reflect the impact of earnings or charges resulting from matters we consider not to be indicative of our ongoing operations; and
- (vi) other companies in our industry may calculate them differently than we do, limiting their usefulness as a comparative measure.

Because of these limitations, our EBITDA and adjusted EBITDA should not be considered as measures of discretionary cash available to us to invest in the growth of our business or as measures of cash that will be available to us to meet our obligations. We compensate for these limitations by using our EBITDA and adjusted EBITDA along with other comparative tools, together with GAAP measures, to assist in the evaluation of operating performance. These GAAP measures include operating income, net income and cash flow data. We have significant uses of cash flows, including capital expenditures, interest payments and other non-recurring charges, which are not reflected in our EBITDA or adjusted EBITDA. EBITDA and adjusted EBITDA are not intended as alternatives to net income as indicators of our operating performance, as alternatives to any other measure of performance in conformity with GAAP or as alternatives to cash flows as a measure of liquidity. You should therefore not place undue reliance on our EBITDA or adjusted EBITDA calculated using these measures.

The following table reconciles EBITDA and adjusted EBITDA to net income, which is the GAAP measure that our management believes to be most directly comparable (dollars in thousands):

		Year Ended December 31,					
		2022	2021	2020			
		Year Ended December 31,			Year Ended December 31,		
		2023			2023	2022	2021
Net income	Net income	\$ 326,567	\$429,645	\$323,895			
Income tax provision	Income tax provision	91,549	113,130	43,954			
Depreciation and amortization	Depreciation and amortization	1,576	1,154	710			
Capitalized interest charged to cost of sales	Capitalized interest charged to cost of sales	20,276	37,546	40,381			
EBITDA	EBITDA	439,968	581,475	408,940			
Purchase accounting adjustments ⁽¹⁾	Purchase accounting adjustments ⁽¹⁾	6,869	4,964	4,872			
Loss on extinguishment of debt	Loss on extinguishment of debt	—	13,976	—			
Other income, net	Other income, net	(28,009)	(9,053)	(3,139)			
Adjusted EBITDA	Adjusted EBITDA	\$ 418,828	\$591,362	\$410,673			
EBITDA margin % ⁽²⁾	EBITDA margin % ⁽²⁾	19.1 %	19.1 %	17.3 %	EBITDA margin % ⁽²⁾	12.6 %	19.1 %
Adjusted EBITDA margin % ⁽²⁾	Adjusted EBITDA margin % ⁽²⁾	18.2 %	19.4 %	17.3 %	Adjusted EBITDA margin % ⁽²⁾	11.7 %	19.4 %

(1) Adjustments result from the application of purchase accounting for acquisitions and represent the amount of the fair value step-up adjustments included in cost of sales for real estate inventory sold after the acquisition dates.

(2) Calculated as a percentage of home sales revenues.

Table of Contents

Backlog

We sell our homes under standard purchase contracts, which generally require a homebuyer to pay a deposit at the time of signing the purchase contract. The amount of the required deposit is minimal (typically \$1,000 to \$10,000). We permit our retail homebuyers to cancel the purchase contract and obtain a refund of their deposit in the event mortgage

financing cannot be obtained within a certain period of time, as specified in their purchase contract. Typically, our retail homebuyers provide documentation regarding their ability to obtain mortgage financing within 14 days after the purchase contract is signed. If we determine that the homebuyer is not qualified to obtain mortgage financing or is not otherwise financially able to purchase the home, we will terminate the purchase contract. If a purchase contract has not been cancelled or terminated within 14 days after the purchase contract has been signed, then the homebuyer has met the preliminary criteria to obtain mortgage financing. Only purchase contracts that are signed by homebuyers who have met the preliminary criteria to obtain mortgage financing are included in new (gross) orders.

Our **backlog** "backlog" consists of homes that are under a purchase contract that has been signed by homebuyers who have met the preliminary criteria to obtain mortgage financing but have not yet closed and wholesale contracts for which vertical construction is generally set to occur within the next six to twelve months, with varying terms. Since our business model is generally based on building move-in ready homes before a purchase contract is signed, the majority of our homes in backlog are currently under construction or complete. Ending backlog represents the number of homes in backlog from the previous period plus the number of net orders (new orders for homes less cancellations) generated during the current period minus the number of homes closed during the current period. Our backlog at any given time will be affected by cancellations, the number of our active communities and the timing of home closings. Homes in backlog are generally closed within one to two months, although home closings have been, and may continue to be, delayed. In addition, we may experience cancellations of purchase contracts at any time prior to closing. It is important to note that net orders, backlog and cancellation metrics are operational, rather than accounting data, and should be used only as a general gauge to evaluate performance. Backlog may be impacted by customer cancellations for various reasons that are beyond our control, and in light of our minimal required deposit, there is little negative impact to the potential homebuyer from the cancellation of the purchase contract.

Our net orders decreased in 2022 increased for the year ended December 31, 2023 as compared to the year ended December 31, 2022, primarily due to the sharp rise an increase in mortgage rates as homebuyer demand softened, combined with historically low levels of finished lots resulting from years of sustained demand and the rapid pace of fluctuating rising costs for certain supplies and labor, previously experienced in 2021 average community count. Our wholesale orders decreased 67.4% 61.8% to 60 units at December 31, 2023 from 157 units at December 31, 2022 from 481 units.

The number of homes in our backlog at December 31, 2021 December 31, 2023 decreased 16.0% compared to December 31, 2022. The decrease in ending backlog is primarily a result of the continued increase in mortgage rates for our homebuyers during the year ended December 31, 2023 as compared to the year ended December 31, 2022.

As of the dates set forth below, our net orders, cancellation rate, and ending backlog homes and value were as follows (dollars in thousands):

Backlog Data	Backlog Data	Year Ended December 31,			Year Ended December 31,			
		2022 (4)	2021 (5)	2020 (6)	Backlog Data	2023 (4)	2022 (5)	2021 (6)
Net orders (1)	Net orders (1)	5,268	9,533	11,070				
Cancellation rate (2)	Cancellation rate (2)	24.4 %	19.3 %	21.6 %	Cancellation rate (2)	25.4 %	24.4 %	19.3 %
Ending backlog - homes (3)	Ending backlog - homes (3)	702	2,055	2,964				
Ending backlog - value (3)	Ending backlog - value (3)	\$252,002	\$659,234	\$775,468				

(1) Net orders are new (gross) orders for the purchase of homes during the period, less cancellations of existing purchase contracts during the period.

(2) Cancellation rate for a period is the total number of purchase contracts cancelled during the period divided by the total new (gross) orders for the purchase of homes during the period.

(3) Ending backlog consists of retail homes at the end of the period that are under a purchase contract that has been signed by homebuyers who have met our preliminary financing criteria but have not yet closed and wholesale contracts for which vertical construction is generally set to occur within the next six to twelve months, with varying terms. Ending backlog is valued at the contract amount.

(4) As of December 31, 2023, we had 60 units related to bulk sales agreements associated with our wholesale business.

(5) As of December 31, 2022, we had 157 units related to bulk sales agreements associated with our wholesale business.

(5) (6) As of December 31, 2021, we had 481 units related to bulk sales agreements associated with our wholesale business.

(6) [As of December 31, 2020, we had 1,139 units related to bulk sales agreements associated with our wholesale business.](#) [Contents](#)

Land Acquisition Policies and Development

See discussion included in "[Business—Land Acquisition Policies and Development](#)."

Homes in Inventory

See discussion included in "[Business—Homes in Inventory](#)."

Raw Materials and Labor

See discussion included in "[Business—Raw Materials and Labor](#)."

Seasonality

In all of our reportable segments, we have historically experienced similar variability in our results of operations and in capital requirements from quarter to quarter due to the seasonal nature of the homebuilding industry. We generally close more homes in our second, third and fourth quarters. Thus, our revenues may fluctuate on a quarterly basis and we may have higher capital requirements in our second, third and fourth quarters in order to maintain our inventory levels. Our revenues and capital requirements are generally similar across our second, third and fourth quarters.

As a result of seasonal activity, our quarterly results of operations and financial position at the end of a particular quarter, especially the first quarter, are not necessarily representative of the results we expect at year end. We expect this seasonal pattern to continue in the long term.

Liquidity and Capital Resources

Overview

As of December 31, 2022 December 31, 2023, we had \$32.0 million \$49.0 million of cash and cash equivalents. Cash flows for each of our active communities depend on the status of the development cycle and can differ substantially from reported earnings.

Our principal uses of capital are operating expenses, land and lot purchases, lot development, home construction, interest costs on our indebtedness and the payment of various liabilities. In addition, we may purchase land, lots, homes under construction or other assets as part of an acquisition and repurchase shares of our common stock. Early stages of development or expansion require significant cash outlays for land acquisitions, land development, plats, vertical development, construction of information centers, general landscaping and other amenities. Because these costs are a component of our inventory and are not recognized in our statement of operations until a home closes, we incur significant cash outflows prior to recognition of home sales revenues. In the later stages of an active community, cash inflows may exceed home sales revenues reported for financial statement purposes, as the costs associated with home and land construction were previously incurred.

Short-term Liquidity and Capital Resources

We generally rely on our ability to finance our operations by generating operating cash flows and borrowing under the Credit Agreement (as defined below) to adequately fund our short-term working capital obligations and to purchase land and other assets, develop lots and homes and repurchase shares of our common stock. As needed, we will consider accessing the debt and equity capital markets as part of our ongoing financing strategy. We rely on our ability to obtain performance, payment and completion surety bonds as well as letters of credit to finance our projects. Furthermore, we utilize, on a limited and strategic basis, land banking financing arrangements to access short-term liquidity.

As of the date of this Annual Report on Form 10-K, we believe that we will be able to fund our current and foreseeable liquidity needs for at least the next twelve months with our cash on hand, cash generated from operations and cash expected to be available from the Credit Agreement or through accessing debt or equity capital, as needed. However, with the uncertainty surrounding COVID-19, our ability to engage in the transactions described above may be constrained by volatile or tight economic, capital, credit and financial market conditions, as well as moderated investor or lender interest or capacity and our liquidity, leverage and net worth, and we can provide no assurance as to successfully completing the costs of, or the operational limitations arising from any one or series of such transactions.

Long-term Liquidity and Capital Resources

We believe that our long-term principal uses of liquidity and capital resources will be inventory related purchases concerning land, lot development, repurchases of shares of our common stock, other capital expenditures, and principal and interest payments on our debt obligations maturing in between 2025 and 2029. We believe that we will be able to fund our long-term liquidity needs with cash generated from operations and cash expected to be available to borrow under the Credit Agreement or through accessing debt or equity capital, as needed, although no assurance can be provided that such additional debt or equity capital will be available when needed or on terms that we find attractive. Additionally, we plan to further utilize,

Table of Contents

on a limited and strategic basis, land banking financing arrangements to maximize long-term liquidity for lot development projects where we have sufficient finished lot availability in certain markets. To the extent these sources of capital are insufficient to meet our needs, we may also conduct additional public or private offerings of our securities, refinance our indebtedness, or dispose of certain assets to fund our operating activities and capital needs.

Material Cash Requirements

The following is a summary of our material cash requirements from known contractual and other obligations as of December 31, 2022 December 31, 2023 and the effect such obligations are expected to have on our liquidity and cash flows in future periods.

Payments due by period (in thousands)						
		1 - 3 years		More than 5 years		
		Total	< 1 year	years	3 - 5 yrs	5 years
Payments due by period (in thousands)						
		Total				
Borrowings:	Borrowings:					
Credit Agreement	Credit Agreement					
(a)	(a)	\$ 828,350	—	828,350	\$ —	—
Credit Agreement (a)						
Credit Agreement (a)						
Senior Notes (b)	Senior Notes (b)	300,000	—	—	—	300,000
Land banking financing arrangements(c)						
Interest and fees (c) (d)	Interest and fees (c) (d)	205,025	63,869	93,138	24,012	24,006

Land banking financing arrangements ^(d)	141,792	66,198	75,594	—	—
Operating Leases	Operating Leases	5,915	1,517	2,272	1,657
Total	Total	\$1,481,082	\$131,584	\$999,354	\$25,669
					\$324,475

- (a) Represents borrowings under the Credit Agreement, which matures on April 28, 2025. Interest calculated using with respect to 20.3% of the effective rate as commitments thereunder and April 28, 2028 with respect to 79.7% of December 31, 2022, the commitments thereunder. See Note 6, "Notes Payable" to our consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K for additional information regarding our long-term debt.
- (b) Represents \$300.0 million aggregate principal amount of our 4.000% 2029 Senior Notes and \$400.0 million aggregate principal amount of our 8.750% 2028 Senior Notes. The 2029 Senior Notes mature on July 15, 2029, and the 2028 Senior Notes mature on December 15, 2028. See Note 6 "Notes Payable" to our consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K for additional information regarding our long-term debt.
- (c) The land banking financing arrangements are subject to certain performance obligations, financial and other penalties if the lots covered by such arrangements are not purchased. See Note 5, "Accrued Expenses and Other Liabilities" for additional information regarding our land banking financing arrangements.
- (d) All of the outstanding borrowings under the Credit Agreement are at variable rates based on SOFR, or subject to an interest rate floor. The interest rate for our variable rate indebtedness as of December 31, 2022 December 31, 2023 was SOFR plus 1.85%. Interest calculated using the effective rate as of December 31, 2023. Fees under the Credit Agreement are approximately \$0.1 million \$0.3 million per year. Interest on the 2029 Senior Notes accrues at a rate of 4.000% per annum, payable semi-annually in arrears on January 15 and July 15 of each year. Interest on the 2028 Senior Notes accrues at a rate of 8.750% per annum, payable semi-annually in arrears on June 15 and December 15 of each year, commencing on June 15, 2024. The land banking financing arrangements incur interest at the time of purchase. Interest of \$1.6 million related to the land banking financing arrangements is not included in the table.
- (d) The land banking financing arrangements may incur interest at time of purchase and are subject to certain performance obligations, financial and other penalties if the lots are not purchased and are excluded from the table.

In the ordinary course of business, we enter into land purchase contracts in order to procure land and lots for the construction of our homes. We are subject to customary obligations associated with entering into contracts for the purchase of land and improved lots. These contracts typically require cash deposits and the purchase of properties under these contracts is generally contingent upon satisfaction of certain requirements by the sellers, which may include obtaining applicable property and development entitlements or the completion of development activities and the delivery of finished lots. We also utilize contracts with land sellers as a method of acquiring lots and land in staged takedowns, which helps us manage the financial and market risk associated with land holdings and minimize the use of funds from our corporate financing sources. Such contracts generally require a non-refundable deposit for the right to acquire land or lots over a specified period of time at pre-determined prices. We generally have the right at our discretion to terminate our obligations under purchase contracts during the initial feasibility period and receive a refund of our deposit, or we may terminate the contracts after the end of the feasibility period by forfeiting our cash deposit with no further financial obligations to the land seller. In addition, our deposit may also be refundable if the land seller does not satisfy all conditions precedent in the respective contract. As of December 31, 2022 December 31, 2023, we had \$22.4 million \$27.0 million of cash deposits pertaining to land purchase contracts for 13,184 15,750 lots with an aggregate purchase price of \$411.8 million \$513.9 million. Approximately \$12.8 million \$11.4 million of the cash deposits as of December 31, 2022 December 31, 2023 are secured by third-party guarantees or indemnity mortgages on the related property.

Our utilization of land purchase contracts is dependent on, among other things, the availability of land sellers willing to enter into contracts at acceptable terms, which may include option takedown arrangements, the availability of capital to financial intermediaries to finance the development of optioned lots, general housing conditions, and local market dynamics.

Table of Contents

Land purchase contracts may be more difficult to procure from land sellers in strong housing markets and are more prevalent in certain markets.

Revolving Credit Facility

On April 29, 2022 December 5, 2023, we entered into that certain Lender Addition and Acknowledgement Agreement and Second a Fourth Amendment to Fifth Amended and Restated Credit Agreement with several financial institutions, and Wells Fargo Bank, National Association, as administrative agent (the "Second "Fourth Amendment" and, as so), which amended the "Credit Agreement"), which amended that certain Fifth Amended and Restated Credit Agreement, dated as of April 28, 2021, with several financial institutions, and Wells Fargo Bank, National Association, as administrative agent (the "2021 Credit (as amended to date, including the Fourth Amendment, the "Credit Agreement"). The Credit Agreement contains provides for a \$1.205 billion revolving commitments credit facility, which can be increased at the request of \$1.1 billion, the Company by up to \$95.0 million, subject to a borrowing base primarily consisting the terms and conditions of a percentage of commercial land, land held for development, lots under development and finished lots held by the Company and its subsidiaries that guarantee the obligations under the Credit Agreement.

The Credit Agreement matures on April 28, 2028 with respect to \$960.0 million, or 79.7%, of the \$1.205 billion of commitments thereunder and on April 28, 2025, with respect to 20.3% of the commitments thereunder.

Before each anniversary of the Credit Agreement, we may request a one-year extension of its maturity date. The Credit Agreement is guaranteed by, among others, each of our subsidiaries that have gross assets of at least \$0.5 million \$0.5 million, other than subsidiaries whose sole purpose is to own and operate single-family rental homes.

The borrowings and letters of credit outstanding under the Credit Agreement, together with the outstanding principal balance of our 4.000% Senior Notes due 2029 (the "2029 Senior Notes") and our 8.750% Senior Notes due 2028 (the "2028 Senior Notes"), may not exceed the borrowing base under the Credit Agreement. The borrowing base primarily consists of a percentage of commercial land, land held for development, lots under development and finished lots held by the Company and its subsidiaries that guarantee the obligations under the Credit Agreement. As of December 31, 2022 December 31, 2023, the borrowing base under the Credit Agreement was \$1.4 billion, \$1.7 billion, of which the maximum available to borrow was \$1.205 billion. As of December 31, 2023, borrowings including under the Credit Agreement and the outstanding principal amount of the 2029 Senior Notes of \$1.1 billion were outstanding, \$33.4 million and the 2028 Senior Notes totaled \$1.3 billion, \$28.1 million of letters of credit were outstanding and \$236.6 million \$354.8 million was available to borrow under the Credit Agreement.

For a further description of the Credit Agreement, please refer to [Note 6](#), "Notes Payable" to our consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Senior Notes Offering

On November 21, 2023, we issued \$400.0 million aggregate principal amount of the 2028 Senior Notes in an offering to persons reasonably believed to be qualified institutional buyers in the United States pursuant to Rule 144A ("Rule 144A") under the Securities Act of 1933, as amended (the "Securities Act"), and to certain non-U.S. persons in transactions outside the United States pursuant to Regulation S ("Regulation S") under the Securities Act. Interest on the 2028 Senior Notes accrues at a rate of 8.750% per annum, payable semi-annually in arrears on June 15 and December 15 of each year, commencing on June 15, 2024. The 2028 Senior Notes mature on December 15, 2028. The terms of the 2028 Senior Notes are governed by an Indenture, dated as of July 6, 2018, and Fourth Supplemental Indenture thereto, dated as of November 21, 2023, as may be supplemented from time to time, among us, our subsidiaries that guarantee our obligations under the Credit Agreement and Regions Bank, as trustee.

On June 28, 2021, we issued \$300.0 million aggregate principal amount of the 2029 Senior Notes in an offering to persons reasonably believed to be qualified institutional buyers in the United States pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to certain non-U.S. persons in transactions outside the United States pursuant to Regulation S under the Securities Act. Interest on the 2029 Senior Notes accrues at a rate of 4.000% per annum, payable semi-annually in arrears on January 15 and July 15 of each year. The 2029 Senior Notes mature on July 15, 2029. The terms of the 2029 Senior Notes are governed by an Indenture, dated as of July 6, 2018, and Third Supplemental Indenture thereto, dated as of June 28, 2021, as may be supplemented from time to time, among us, our subsidiaries that guarantee our obligations under the Credit Agreement and Wilmington Trust, National Association, as trustee.

Letters of Credit, Surety Bonds and Financial Guarantees

We are often required to provide letters of credit and surety bonds to secure our performance under construction contracts, development agreements and other arrangements. The amount of such obligations outstanding at any time varies in accordance with our pending development activities. In the event any such bonds or letters of credit are drawn upon, we would be obligated to reimburse the issuer of such bonds or letters of credit.

Under these letters of credit, surety bonds and financial guarantees, we are committed to perform certain development and construction activities and provide certain guarantees in the normal course of business. Outstanding letters of credit, surety bonds and financial guarantees under these arrangements, totaled ~~\$368.1 million~~ \$357.0 million as of December 31, 2022 December 31, 2023. Although significant development and construction activities have been completed related to the improvements at these sites, the letters of credit and surety bonds are not generally released until all development and construction activities are completed. We do not believe that it

[Table of Contents](#)

is probable that any outstanding letters of credit, surety bonds or financial guarantees as of December 31, 2022 December 31, 2023 will be drawn upon.

Stock Repurchase Program

In November 2018, we announced that February 2022, our Board of Directors (the "Board") approved a \$200.0 million increase to our previously authorized stock repurchase program, pursuant to which we may purchase up to \$50.0 million \$550.0 million of shares of our common stock through open market transactions, privately negotiated transactions or otherwise in accordance with applicable laws. In October 2020 and February 2022, During the Board approved an increase in year ended December 31, 2023, we did not repurchase any shares of our stock repurchase program by an additional \$300.0 million and \$200.0 million, respectively. For common stock. During the years ended December 31, 2022, and 2021, and 2020, we repurchased 892,916 shares of our common stock for \$95.1 million to be held as treasury stock and 1,288,563 shares of our common stock for \$193.8 million to be held as treasury stock and 718,993 shares of our common stock for \$48.1 million to be held as treasury stock, respectively. A total of 2,939,472 shares of our common stock has been repurchased since our stock repurchase program commenced. As of December 31, 2022 December 31, 2023, we may purchase up to \$211.5 million of shares of our common stock under our stock repurchase program. The timing, amount and other terms and conditions of any repurchases of shares of our common stock under our stock repurchase program will be determined by our management at its discretion based on a variety of factors, including the market price of our common stock, corporate considerations, general market and economic conditions and legal requirements. Our stock repurchase program may be modified, discontinued or suspended at any time.

Cash Flows

Operating Activities

Net cash used in operating activities was \$57.0 million during the year ended December 31, 2023. The primary drivers of operating cash flows are typically cash earnings and changes in inventory levels, including land acquisition and development. Net cash used in operating activities during the year ended December 31, 2023 was primarily driven by cash outflow from the \$255.5 million increase in the net change in real estate inventory, which was primarily related to our homes under construction and land acquisitions and development level of activity, partially offset by net income of \$199.2 million, as well as the \$16.2 million increase and \$18.3 million decrease in the net change in accounts receivable, and accrued expenses and other liabilities, respectively.

Net cash used in operating activities was \$370.5 million during the year ended December 31, 2022. The primary drivers of operating cash flows are typically cash earnings and changes in inventory levels, including land acquisition and development. Net cash used in operating activities during the year ended December 31, 2022 was primarily driven by cash outflow from the \$823.9 million increase in the net change in real estate inventory, which was primarily related to our homes under construction and land acquisitions and development level of activity, partially offset by net income of \$326.6 million, as well as the \$32.8 million decrease and \$58.1 million increase in the net change in accounts receivable, and accrued expenses and other liabilities, respectively.

Net cash provided by operating activities was \$21.7 million during the year ended December 31, 2021. The primary drivers of operating cash flows are typically cash earnings and changes in inventory levels, including land acquisition and development. Net cash provided by operating activities during the year ended December 31, 2021 was primarily driven by net income of \$429.6 million, and included cash outflows from the \$463.6 million increase in the net change in real estate inventory, which was primarily related to our homes under construction and land acquisitions and development level of activity and a \$58.0 million decrease in the net change in accounts receivable.

Investing Activities

Net cash provided by operating used in investing activities was **\$202.2 million** **\$13.6 million** during the year ended December 31, 2020. The primary drivers December 31, 2023, primarily due to additional investments in unconsolidated entities, net of operating cash flows are typically cash earnings and changes in inventory levels, including land acquisition and development. Net cash provided by operating activities during the year ended December 31, 2020 was primarily driven by net income return of **\$323.9 million**, offset by cash outflows capital from the **\$70.2 million increase in the net change in real estate inventory**, which was primarily related to our homes under construction and land acquisitions and development level of activity and a **\$59.5 million increase in the net change in accounts receivable**.

Investing Activities unconsolidated entities.

Net cash used in investing activities was \$6.0 million during the year ended December 31, 2022, primarily due to additional investments in unconsolidated entities.

Net cash used in investing activities was \$70.4 million during the year ended December 31, 2021, primarily due to the business acquisitions of certain real estate assets owned by KenRoe Inc. and its affiliated entities, including R Home LLC and Paxmar Land Development, and the real estate assets of Buffington Homebuilding Group, Ltd. in 2021.

Financing Activities

Net cash used in investing provided by financing activities was **\$5.6 million** **\$87.6 million** during the year ended December 31, 2020 December 31, 2023, which reflects the purchase primarily driven by \$887.3 million of property borrowings under our credit agreement then in effect and equipment and investment \$50.4 million of proceeds related to financing arrangements with a third-party land banker. These were partially offset by \$746.0 million of repayments on our credit agreement then in unconsolidated entity effect, net of payments of \$95.0 million related to a financing arrangement with a third-party land banker.

Financing Activities

Table of Contents

Net cash provided by financing activities was \$357.9 million during the year ended December 31, 2022, primarily driven by \$618.9 million of borrowings under the 2021 Credit Agreement and the Credit Agreement our credit agreement then in effect and \$149.5 million of proceeds related to financing arrangements with a third-party land banker. These were partially offset by \$308.0 million of repayments on the Credit Agreement our credit agreement then in effect and by \$95.1 million in payments for shares of our common stock repurchased under our stock repurchase program to be held as treasury stock.

Net cash provided by financing activities during the year ended December 31, 2021 was \$63.3 million, primarily driven by borrowings of \$1.2 billion under the 2021 Credit Agreement our credit agreement then in effect and the 2029 Senior Notes, offset by \$969.0 million of payments associated with the 2026 Senior Notes and our credit agreement then in effect and by the \$193.8 million payment for shares of our common stock repurchased under our stock repurchase program to be held as treasury stock.

Net cash used in financing activities during the year ended December 31, 2020 was \$198.9 million, primarily driven by \$530.0 million of payments under our credit agreement then in effect and by the \$48.1 million payment for shares of our common stock repurchased under our stock repurchase program to be held as treasury stock, offset by borrowings of \$377.1 million under our credit agreement then in effect.

Inflation

Our business can be adversely impacted by inflation, primarily from higher land, financing, labor, material and construction costs. In addition, inflation can lead to higher mortgage rates, which can significantly affect the affordability of mortgage financing to homebuyers. In June 2022 we began to experience a moderation of buyer demand resulting from the Federal Reserve's ongoing actions to stem inflation, which ultimately resulted in higher mortgage rates for our homebuyers.

During the year ended December 31, 2022, we have experienced a significant increase in land, labor, materials and construction costs, which we currently expect to continue throughout 2023. Generally, we have been able to increase the sales

prices of our homes to absorb such increased costs. See "Industry and Economic Risks—Inflation could adversely affect our business and financial results" in [Item 1A. Risk Factors](#) in Part I of this Annual Report on Form 10-K.

Critical Accounting Policies and Estimates

In preparing our Consolidated Financial Statements in accordance with GAAP and pursuant to the rules and regulations of the SEC, we make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. We base our estimates, judgments and assumptions on historical experience and various other factors that we believe to be reasonable under the circumstances. Actual results could differ materially from these estimates under different assumptions or conditions. We evaluate our estimates, judgments and assumptions on a regular basis. We also discuss our critical accounting policies and estimates with the Audit Committee of the Board. Discussed below are accounting policies that we believe are critical because of the significance of the activity to which they relate or because they require the use of significant judgment in their application.

Home Sales Revenue Recognition

We recognize home sales revenue upon the transfer of promised goods to our customers in an amount that reflects the consideration to which we expect to be entitled by applying the following five-step process:

- Identify the contract(s) with a customer
- Identify the performance obligations
- Determine the transaction price
- Allocate the transaction price
- Recognize revenue when the performance obligations are met

Our contracts with customers include a single performance obligation to transfer a completed home to the customer. We generally determine selling price per home on the expected cost plus margin. Our contracts contain no significant financing terms as customers who finance do so through a third party. Performance obligations are satisfied at a

moment in time when the home is complete and control of the asset is transferred to the customer at closing. Home sales proceeds are generally received from the title company within a few business days after closing. Little to no estimation is involved in recognizing such revenues.

Real Estate Inventory and Cost of Home Sales

Inventory consists of land, land under development, finished lots, information centers, homes in progress and completed homes. Inventory is stated at cost unless the carrying amount is determined not to be recoverable, in which case inventory is written down to fair value.

Pre-acquisition costs, land, development and other project costs, including interest and property taxes, incurred during development and home construction, and net of expected reimbursements of development costs, are capitalized to real estate inventory. Pre-acquisition costs, land development and other common costs that benefit the entire community, including field construction supervision and related direct overhead, are allocated to individual lots or homes, as appropriate, on a pro rata basis which we believe approximates the costs that would be determined using an allocation method based on relative sales values since the individual lots or homes within a community are similar in value.

We use judgements and assumptions to recognize the appropriate amount of cost of sales by estimating the total land development costs. We use estimates which are affected by changes to the land development project's schedule; the cost of labor, materials, and subcontractors; and potential cost reimbursements from various municipalities. Changes to estimated total remaining development costs subsequent to initial home closings in a community are allocated to the remaining unsold homes

Table of Contents

in the community on a prospective basis. Home construction costs and related carrying charges are allocated to the cost of individual homes using the specific identification method and are capitalized as they are incurred. Capitalized interest, property taxes, and other carrying costs are generally capitalized to real estate inventory from the point development begins to the point construction is completed. Costs associated with homes closed are charged to cost of sales simultaneously with revenue recognition. We believe that our policies provide for reasonably dependable estimates to be used in the calculation and reporting of land development and home construction costs.

Impairment of Real Estate Inventories

Real estate inventory is evaluated for indicators of impairment by each community during each reporting period. In conducting our review for indicators of impairment on a community level, we evaluate, among other things, the margins on homes that have been closed, communities with slow moving inventory, projected margins on future home sales over the life of the community, and the estimated fair value of the land. We pay particular attention to communities in which inventory is moving at a slower than anticipated absorption pace and communities whose average sales prices and/or margins are trending downward and are anticipated to continue to trend downward. Due largely to the relatively short development and construction periods for our communities and our growth, we have experienced limited circumstances during 2023, 2022 2021 or 2020 2021 that are indicators of impairment. Our future sales and margins may be impacted by our inability to realize continued growth, increased cost associated with holding and developing land, local economic factors, pressure on home sales prices, increased carrying costs, and insufficient access to labor and materials at reasonable costs. For individual communities with indicators of impairment, we perform additional analysis to estimate the community's undiscounted future cash flows. If the estimated undiscounted future cash flows are greater than the carrying value of the asset, no impairment adjustment is required. If the undiscounted cash flows are less than the asset's carrying value, the asset is impaired and is written down to its fair value. We estimate the fair value of communities using a discounted cash flow model; changes to the expected cash flows may lead to changes in the outcome of our impairment analysis.

We purchase both finished lots and land to be developed. Generally, the life cycle of a community ranges from two to five years. For projects we develop, the period between the acquisition of a raw piece of land and completion of the development of that land generally ranges from two to three years. During the life of a project, a constructed home is used as the community information center and then sold. Actual individual community lives will vary based on the size of the community, the sales absorption rate, and whether the property was purchased as raw land or finished lots. Sustained changes in the life cycle of a community, which is an indicator used for impairment, may negatively impact our results of operations.

Impairment of Land and Land Under Development

For raw land, land under development and completed lots that our management anticipates will be utilized for future homebuilding activities or to be sold as finished lots to individuals, the recoverability of assets is measured by comparing the carrying amount of the assets to future undiscounted cash flows expected to be generated by the assets based on home or lot sales, consistent with the evaluation of operating communities discussed above. As of December 31, 2022, we had not identified any raw land, land under development or completed lots that management intends to market for sale in bulk to a third-party.

Pre-acquisition Costs and Controlled Lots Not Owned

We enter into land purchase agreements in the ordinary course of business in order to secure land for the construction of homes in the future. Pursuant to these agreements, we typically provide a deposit to the seller as consideration for the right to purchase land at different times in the future, usually at predetermined prices. We do not have title to the property and our obligations with respect to the contracts are generally limited to the forfeiture of the related nonrefundable cash deposits.

To the extent that any deposits are nonrefundable and the associated land acquisition process is terminated or no longer determined probable, the deposit and any related pre-acquisition costs (e.g. due diligence costs) are charged to general and administrative expense. Assessments are made on each agreement based on criteria including, but not limited to, market absorption, historical and current average sales price per home, timing of purchase and size of land parcel. We terminated \$6.7 million \$3.6 million, \$2.4 million \$6.7 million and \$2.1 million \$2.4 million of nonrefundable pre-acquisition costs or controlled lots deposits for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021, respectively. We regularly review the likelihood of the acquisition of contracted lots in conjunction with our periodic real estate impairment analysis.

Warranty Reserves

We typically provide have provided homebuyers with a one-year warranty on the house and a ten-year limited warranty for major defects in structural elements. Estimated future direct warranty costs are assessed monthly on a consistent basis as part of our policy and accrued and charged to cost of sales in connection with our home sales.

The primary assumption to record amounts accrued for our warranty liability is based upon a trailing 120 month period of historical warranty cost experience on a per house basis established based on (i) trends in historical warranty payment levels, (ii) the historical range of amounts paid per house, (iii) any warranty expenditures not considered to be normal and recurring.

Table of Contents

and is adjusted as appropriate to reflect qualitative risks associated with the types of homes built, the geographic areas in which they are built, and potential impacts of our expansion. Our analysis also considers improvements in quality control and construction techniques expected to impact future warranty expenditures and the expertise of our personnel. Our warranty reserves are reviewed quarterly to assess the reasonableness and adequacy and we make adjustments to the balance of the pre-existing reserves, as needed, to reflect changes in trends and historical data as information becomes available. We increased our warranty reserve by \$2.9 million, **\$2.5 million** \$2.9 million and **\$1.9 million** \$2.5 million for the years ended **December 31, 2022** December 31, 2023, **2021** 2022 and **2020** 2021, respectively.

Business Acquisitions

We account for certain homebuilding asset purchases as business combinations using the acquisition method of accounting and allocate the purchase price of an acquired business to the assets acquired and liabilities assumed based upon their estimated fair values at the acquisition date with excess recorded as goodwill. The acquisition method of accounting requires us to make significant estimates and assumptions regarding the fair value of the acquired assets. We determine the estimated fair values of the real estate inventory with the assistance of appraisals performed by independent third-party specialists and estimates by management. Assumptions utilized in our estimates of the fair value of the assets acquired may include market comparisons, gross margin comparisons, future development costs and the timing of the completion of development activities, absorption rates, and mix of products sold in each community.

Taxes

We utilize the liability method of accounting for income taxes. Under the liability method, deferred tax assets and liabilities are recognized using enacted tax rates for the effect of temporary differences between the book and tax bases of recorded assets and liabilities, changes in tax rate are recognized in the year of enactment. Deferred tax assets are reduced by a valuation allowance if it is more likely than not that some portion or all of the net deferred tax assets will not be realized. Our ability to realize deferred tax assets is assessed throughout the year and a valuation allowance is established, if required. We compute our provision for income taxes based on the statutory tax rates. Judgment is required in evaluating our tax positions and determining our annual tax provision. We recognize the impact of a tax position only if it is more likely than not to be sustained upon examination based on the technical merits of the position. We recognize potential interest and penalties related to uncertain tax positions in income tax expense, as applicable.

[Table of Contents](#)

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our operations are interest rate sensitive. As overall housing demand is adversely affected by increases in interest rates, a significant increase in mortgage interest rates may negatively affect the ability of homebuyers to secure adequate financing. Higher interest rates could adversely affect our revenues, gross margin, and net income.

Quantitative and Qualitative Disclosures About Interest Rate Risk

We utilize both fixed-rate debt (\$300.0 million aggregate principal amount of the 2029 Senior Notes, **\$400.0 million aggregate principal amount of the 2028 Senior Notes** and certain inventory related obligations) and variable-rate debt (our **\$1.1 billion** \$1.205 billion Credit Agreement) as part of financing our operations. We do not have the obligation to prepay the 2029 Senior Notes, the 2028 Senior Notes or our fixed-rate inventory related obligations prior to maturity, and, as a result, interest rate risk and changes in fair market value should not have a significant impact on our fixed-rate debt.

In November 2020, we entered into a three-year interest rate cap of LIBOR of 0.70% to hedge a portion of the 2021 Credit Agreement risk exposure and future variable cash flows associated with LIBOR interest rates. In July 2022, we sold this three-year interest rate cap prior to its expiration. We currently do not hold derivatives for trading or speculative purposes, but we may do so in the future. Many of the statements contained in this section are forward looking and should be read in conjunction with our disclosures under the heading ["Cautionary Statement about Forward-Looking Statements"](#) in [Item 1A. Risk Factors](#).

We are exposed to market risks related to fluctuations in interest rates on our outstanding variable rate indebtedness. As of **December 31, 2022** December 31, 2023, we had **\$828.4 million** \$569.6 million of variable rate indebtedness outstanding under the Credit Agreement. All of the outstanding borrowings under the Credit Agreement are at variable rates based on SOFR. The interest rate for our variable rate indebtedness as of **December 31, 2022** December 31, 2023 was SOFR plus 1.85%. At **December 31, 2022** December 31, 2023, SOFR was **4.32%** 5.36%, subject to the 0.50% SOFR floor as included in the Credit Agreement. A hypothetical 100 basis point increase in the average interest rate above the SOFR floor on our variable rate indebtedness would increase our annual interest cost by approximately **\$8.3 million** \$5.7 million.

Based on the current interest rate management policies we have in place with respect to our outstanding indebtedness, we do not believe that the future interest rate risks related to our existing indebtedness will have a material adverse impact on our financial position, results of operations, or liquidity.

[Table of Contents](#)

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of LGI Homes, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of LGI Homes, Inc. (the Company) as of **December 31, 2022** December 31, 2023 and **2021**, 2022, the related consolidated statements of operations, equity, and cash flows for each of the three years in the period ended **December 31, 2022** December 31, 2023, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of

the Company at December 31, 2022 December 31, 2023 and 2021, 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022 December 31, 2023, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2022 December 31, 2023, based on criteria established in Internal Control – Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework), and our report dated February 21, 2023 February 20, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

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

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

Critical Audit Matter

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

[Table of Contents](#)

Land development costs

Description of the Matter

For the year ended December 31, 2022 December 31, 2023, the Company's cost of sales was approximately \$1.7 billion \$1.8 billion, which includes construction costs of each closed home and allocable land acquisition and land development costs, capitalized interest, and other related costs. As discussed in Note 2 to the consolidated financial statements, land development costs that are not specifically identifiable to a home are allocated on a pro rata basis. At the time of home closings, land development activities may not be finalized. To recognize the appropriate amount of cost of sales, the Company estimates the total remaining development costs. Estimates are affected by changes to the land development project's schedule; the cost of labor, materials, and subcontractors; and potential cost reimbursements from various municipalities.

Auditing the Company's land development cost measurement was complex and subjective due to the significant estimation required to determine the costs to complete land development. Specifically, the land development cost estimate is sensitive to significant management assumptions, including the project's schedule, estimated cost of labor, materials and subcontractors and potential reimbursements.

How We Addressed the Matter in Our Audit

We obtained an understanding and tested the design and operating effectiveness of the Company's process and controls over its land development cost measurement, including controls over management's review of the estimated costs to complete.

To test the Company's land development cost measurement, our audit procedures included, among others, testing the significant assumptions used to develop the estimated costs to complete the land development projects and testing the completeness and accuracy of the underlying data. For example, we sampled the Company's land development project budgets and agreed the estimated development costs and cost reimbursements to supporting documentation, including underlying contracts; and performed observational procedures to understand the completeness of development activities included in the estimated land development costs. In addition, we performed lookback analyses to historical actual costs to assess management's ability to estimate and performed sensitivity analyses of the significant assumptions to evaluate the changes in total costs of land development that would result from changes in these assumptions.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2013.

Houston, Texas

February 21, 2023 20, 2024

[Table of Contents](#)

LGI HOMES, INC.

REFINITIV CORPORATE DISCLOSURES | www.refinitiv.com | Contact Us

45/86

©2024 Refinitiv. All rights reserved. Republication or redistribution of Refinitiv content, including by framing or similar means, is prohibited without the prior written consent of Refinitiv. 'Refinitiv' and the Refinitiv logo are registered trademarks of Refinitiv and its affiliated companies.

REFINITIV 

CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share data)

	ASSETS		ASSETS		December 31, 2023	December 31, 2022
	December 31, 2022	2021	December 31, 2023	2022		
ASSETS						
Cash and cash equivalents						
Cash and cash equivalents						
Cash and cash equivalents	\$ 31,998	\$ 50,514				
Accounts receivable	25,143	57,909				
Real estate inventory	2,898,296	2,085,904				
Pre-acquisition costs and deposits	25,031	40,702				
Property and equipment, net	32,997	16,944				
Other assets	93,159	81,676				
Deferred tax assets, net	6,186	6,198				
Goodwill	12,018	12,018				
Total assets	\$3,124,828	\$2,351,865				
LIABILITIES AND EQUITY						
LIABILITIES AND EQUITY						
Accounts payable						
Accounts payable						
Accounts payable	\$ 25,287	\$ 14,172				
Accrued expenses and other liabilities	340,128	136,609				
Notes payable	1,117,001	805,236				
Total liabilities	1,482,416	956,017				
COMMITMENTS AND CONTINGENCIES						
COMMITMENTS AND CONTINGENCIES						
COMMITMENTS AND CONTINGENCIES						
EQUITY						
Common stock, par value \$0.01, 250,000,000 shares authorized, 27,245,278 shares issued and 23,305,806 shares outstanding as of December 31, 2022 and 26,963,915 shares issued and 23,917,359 shares outstanding as of December 31, 2021	272	269				

EQUITY

EQUITY

Common stock, par value \$0.01, 250,000,000 shares authorized, 27,521,120 shares issued and 23,581,648 shares outstanding as of December 31, 2023 and 27,245,278 shares issued and 23,305,806 shares outstanding as of December 31, 2022

Common stock, par value \$0.01, 250,000,000 shares authorized, 27,521,120 shares issued and 23,581,648 shares outstanding as of December 31, 2023 and 27,245,278 shares issued and 23,305,806 shares outstanding as of December 31, 2022

Common stock, par value \$0.01, 250,000,000 shares authorized, 27,521,120 shares issued and 23,581,648 shares outstanding as of December 31, 2023 and 27,245,278 shares issued and 23,305,806 shares outstanding as of December 31, 2022

Additional paid-in capital	Additional paid-in capital	306,673	291,577
Retained earnings	Retained earnings	1,690,489	1,363,922
Treasury stock, at cost, 3,939,472 shares and 3,046,556 shares, respectively		(355,022)	(259,920)
Treasury stock, at cost, 3,939,472 shares as of December 31, 2023 and December 31, 2022			
Total equity	Total equity	1,642,412	1,395,848
Total liabilities and equity	Total liabilities and equity	<u>\$3,124,828</u>	<u>\$2,351,865</u>

See accompanying notes to the consolidated financial statements.

[Table of Contents](#)

LGI HOMES, INC. CONSOLIDATED STATEMENTS OF OPERATIONS <small>(In thousands, except share and per share data)</small>						
	For the Year Ended December 31,			For the Year Ended December 31,		
	2022	2021	2020	2023	2022	2021
Home sales revenues	Home sales revenues	\$2,304,455	\$3,050,149	\$2,367,929		
Cost of sales	Cost of sales	1,657,855	2,232,115	1,764,832		

Selling expenses	Selling expenses	144,928	170,005	148,366
General and administrative	General and administrative	111,565	100,331	90,021
Operating income	Operating income	390,107	547,698	364,710
Loss on extinguishment of debt	Loss on extinguishment of debt	—	13,976	—
Other income, net	Other income, net	(28,009)	(9,053)	(3,139)
Net income before income taxes	Net income before income taxes	418,116	542,775	367,849
Income tax provision	Income tax provision	91,549	113,130	43,954
Net income	Net income	\$ 326,567	\$ 429,645	\$ 323,895
Earnings per share:	Earnings per share:			
Basic	Basic	\$ 13.90	\$ 17.46	\$ 12.89
Basic	Basic			
Diluted	Diluted	\$ 13.76	\$ 17.25	\$ 12.76
Weighted average shares outstanding:	Weighted average shares outstanding:			
Weighted average shares outstanding:	Weighted average shares outstanding:			
Basic	Basic			
Basic	Basic			
Basic	Basic	23,486,465	24,607,231	25,135,077
Diluted	Diluted	23,730,770	24,908,991	25,380,560

See accompanying notes to the consolidated financial statements.

[Table of Contents](#)

LGI HOMES, INC.
CONSOLIDATED STATEMENTS OF EQUITY
(in thousands, except share data)

	Common Stock		Additional Paid-In Capital			Retained Earnings	Treasury Stock	Total Equity	
	Shares	Amount							
BALANCE—December 31, 2019	26,398,409	\$ 264	\$252,603	\$ 610,382	\$ (18,056)	\$ 845,193			
Net income	—	—	—	323,895	—	323,895			
Stock repurchase	—	—	—	—	(48,081)	(48,081)			
Restricted stock units granted for accrued annual bonuses	—	—	222	—	—	222			
Compensation expense for equity awards	—	—	13,517	—	—	13,517			
Stock issued under employee incentive plans	343,145	3	4,256	—	—	4,259			
	Common Stock				Common Stock	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Total Equity

Shares							
BALANCE—December 31, 2020							
BALANCE—December 31, 2020							
BALANCE—	BALANCE—						
December 31,	December 31,						
2020	2020	26,741,554	\$ 267	\$270,598	\$ 934,277	\$ (66,137)	\$1,139,005
Net income	Net income	—	—	—	429,645	—	429,645
Stock repurchase	Stock repurchase	—	—	—	—	(193,783)	(193,783)
Restricted stock units granted for accrued annual bonuses	Restricted stock units granted for accrued annual bonuses	—	—	272	—	—	272
Compensation expense for equity awards	Compensation expense for equity awards	—	—	13,595	—	—	13,595
Stock issued under employee incentive plans	Stock issued under employee incentive plans	222,361	2	7,112	—	—	7,114
BALANCE—	BALANCE—						
December 31,	December 31,						
2021	2021	26,963,915	\$ 269	\$291,577	\$1,363,922	\$ (259,920)	\$1,395,848
Net income	Net income	—	—	—	326,567	—	326,567
Stock repurchase	Stock repurchase	—	—	—	—	(95,102)	(95,102)
Restricted stock units granted for accrued annual bonuses	Restricted stock units granted for accrued annual bonuses	—	—	294	—	—	294
Compensation expense for equity awards	Compensation expense for equity awards	—	—	9,188	—	—	9,188
Stock issued under employee incentive plans	Stock issued under employee incentive plans	281,363	3	5,614	—	—	5,617
BALANCE—	BALANCE—						
December 31,	December 31,						
2022	2022	27,245,278	\$ 272	\$306,673	\$1,690,489	\$ (355,022)	\$1,642,412
Net income							
Restricted stock units granted for accrued annual bonuses							
Restricted stock units granted for accrued annual bonuses							
Restricted stock units granted for accrued annual bonuses							
Compensation expense for equity awards							

Stock issued under employee incentive plans	
BALANCE— December 31, 2023	

See accompanying notes to the consolidated financial statements.

[Table of Contents](#)

LGI HOMES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	For the Year Ended December 31,			For the Year Ended December 31,		
	2022			2023		
	2022	2021	2020	2023	2022	2021
Cash flows from operating activities:						
Cash flows from operating activities:						
Net income	Net income	\$326,567	\$ 429,645	\$323,895		
Net income						
Net income						
Adjustments to reconcile net income to net cash provided by (used in) operating activities:	Adjustments to reconcile net cash provided by (used in) operating activities:					
Equity in income of unconsolidated entities						
Equity in income of unconsolidated entities						
Equity in income of unconsolidated entities	Equity in income of unconsolidated entities	(5,507)	—	—		
Distributions of earnings from unconsolidated entities	Distributions of earnings from unconsolidated entities	4,593	—	—		
Depreciation and amortization	Depreciation and amortization	1,576	1,154	710		
Loss on extinguishment of debt	Loss on extinguishment of debt	—	13,976	—		
Gain on sale of interest rate cap	Gain on sale of interest rate cap	(7,055)	—	—		
Gain on disposal of assets	Gain on disposal of assets	(2,206)	(717)	(4)		
Compensation expense for equity awards	Compensation expense for equity awards	9,188	13,595	13,517		
Deferred income taxes	Deferred income taxes	12	788	(2,365)		
Changes in assets and liabilities:	Changes in assets and liabilities:					

Accounts receivable	Accounts receivable	32,766	58,030	(59,549)
Accounts receivable				
Accounts receivable				
Real estate inventory	Real estate inventory	(823,919)	(463,643)	(70,228)
Pre-acquisition costs and deposits	Pre-acquisition costs and deposits	15,671	3,238	32
Other assets	Other assets	8,696	(28,689)	(25,686)
Accounts payable	Accounts payable	11,115	(760)	1,181
Accrued expenses and other liabilities	Accrued expenses and other liabilities	58,052	(4,917)	20,655
Net cash provided by (used in) operating activities	Net cash provided by (used in) operating activities	(370,451)	21,700	202,158
Cash flows from investing activities:	Cash flows from investing activities:			
Purchases of property and equipment	Purchases of property and equipment	(1,187)	(1,729)	(2,692)
Purchases of property and equipment				
Investment in unconsolidated entities	Investment in unconsolidated entities	(5,016)	(1,692)	(2,956)
Return of capital from unconsolidated entities	Return of capital from unconsolidated entities	235	—	—
Payment for business acquisitions	Payment for business acquisitions	—	(66,970)	—
Net cash used in investing activities	Net cash used in investing activities	(5,968)	(70,391)	(5,648)
Cash flows from financing activities:	Cash flows from financing activities:			
Proceeds from notes payable	Proceeds from notes payable			
Proceeds from notes payable	Proceeds from notes payable			
Proceeds from notes payable	Proceeds from notes payable	618,910	1,239,818	377,064
Payments on notes payable	Payments on notes payable	(308,000)	(969,000)	(530,000)
Proceeds from financing arrangements	Proceeds from financing arrangements	149,526	—	—
Payments on financing arrangements	Payments on financing arrangements	(8,813)	—	—

Redemption premium	Redemption premium	—	(10,314)	—
Loan issuance costs	Loan issuance costs	(4,235)	(10,572)	(2,155)
Proceeds from sale of stock, net of offering expenses	Proceeds from sale of stock, net of offering expenses	5,617	7,114	4,259
Stock repurchases	Stock repurchases	(95,102)	(193,783)	(48,081)
Net cash provided by (used in) financing activities		357,903	63,263	(198,913)
Net cash provided by financing activities				
Net cash provided by financing activities				
Net cash provided by financing activities				
Net increase (decrease) in cash and cash equivalents	Net increase (decrease) in cash and cash equivalents	(18,516)	14,572	(2,403)
Cash and cash equivalents, beginning of year	Cash and cash equivalents, beginning of year	50,514	35,942	38,345
Cash and cash equivalents, end of year	Cash and cash equivalents, end of year	\$ 31,998	\$ 50,514	\$ 35,942

See accompanying notes to the consolidated financial statements.

[Table of Contents](#)

LGI HOMES, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION AND BUSINESS

Organization and Description of the Business

LGI Homes, Inc., a Delaware corporation (the "Company", "we," "us," or "our"), is headquartered in The Woodlands, Texas. We engage in the development of communities and the design, construction and sale of new homes in markets in Texas, Arizona, Florida, Georgia, New Mexico, Colorado, North Carolina, South Carolina, Washington, Tennessee, Minnesota, Oklahoma, Alabama, California, Oregon, Nevada, West Virginia, Virginia, Pennsylvania, Maryland and Maryland, Utah.

Acquisitions

On May 6, 2021, we acquired certain real estate assets owned by KenRoe Inc. and its affiliated entities, including R Home LLC and Paxmar Land Development (collectively, "KenRoe"), and assumed certain related liabilities. As a result of the KenRoe acquisition, we expanded our Minnesota presence in the Minneapolis market. We acquired approximately 100 homes under construction and more than 3,000 owned and controlled lots. The total purchase price for the KenRoe assets, primarily consisting of inventory, was approximately \$27.3 million in cash, subject to certain potential post-closing adjustments. The acquisition was accounted for in accordance with Accounting Standards Codification ("ASC") Topic 805, Business Combinations ("ASC 805"). Our purchase accounting for KenRoe as of December 31, 2022 was final.

On July 14, 2021, we acquired the real estate assets of Buffington Homebuilding Group, Ltd. ("Buffington") and assumed certain related liabilities. The total purchase price for the Buffington assets, primarily consisting of inventory, was approximately \$39.1 million in cash, subject to certain potential post-closing adjustments. This acquisition further expands our land position in the Austin, Texas market. The acquired assets include over 100 homes under construction, and more than 500 owned and controlled lots. The acquisition is accounted for in accordance with ASC 805. Our purchase accounting for Buffington as of December 31, 2022 was final.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The consolidated financial statements have been prepared in accordance with U.S. Generally Accepted Accounting Principles ("GAAP") and include the accounts of the Company and its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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.

Actual results could differ from those estimates, and these differences could have a significant impact on the financial statements. The significant accounting estimates include land development cost of sales, impairment of real estate inventory, warranty reserves, loss contingencies, incentive compensation expense, and income taxes.

Cash and Cash Equivalents and Concentration of Credit Risk

Cash and cash equivalents are defined as cash on hand, demand deposits with financial institutions, and short-term liquid investments with an initial maturity date of less than three months. Our cash in demand deposit accounts may exceed federally insured limits and could be negatively impacted if the underlying financial institutions fail or are subject to other adverse conditions in the financial markets. To date, we have experienced no loss or diminished access to cash in our demand deposit accounts.

Accounts Receivable

Accounts receivable consist primarily of proceeds due from title companies for sales closed prior to period end and are generally collected within a few days from closing.

Real Estate Inventory

Inventory consists of land, land under development, finished lots, information centers, homes in progress, completed homes and real estate not owned. Inventory is stated at cost unless the carrying amount is determined not to be recoverable, in which case the affected inventory is written down to fair value.

Table of Contents

Land, development and other project costs, including interest and property taxes incurred during development and home construction, net of expected reimbursable development costs, are capitalized to real estate inventory. Land development and other common costs that benefit the entire community, including field construction supervision and related direct overhead, are allocated to individual lots or homes, as appropriate. The costs of lots are transferred to homes in progress when home construction begins. Home construction costs and related carrying charges are allocated to the cost of individual homes using the specific identification method. Costs that are not specifically identifiable to a home are allocated on a pro rata basis, which we believe approximates the costs that would be determined using an allocation method based on relative sales values since the individual lots or homes within a community are similar in value. Changes to estimated total development costs subsequent to initial home closings in a community are generally allocated to the remaining unsold lots and homes in the community on a pro rata basis. Inventory costs for completed homes are expensed to cost of sales as homes are closed.

We purchase both finished lots and land to be developed. Generally, the life cycle of a community ranges from two to five years. For projects we develop, the period between the acquisition of a raw piece of land and completion of the development of that land generally ranges from two to three years. During the life of a project, a constructed home is used as the community information center and then sold. Actual individual community lives will vary based on the size of the community, the sales absorption rate, and whether the property was purchased as raw land or finished lots.

Interest and financing costs incurred under our debt obligations, as more fully discussed in [Note 6](#), are capitalized to qualifying real estate projects under development and homes under construction.

We have land banking financing arrangements with a third-party land banker to repurchase land that we sold to the land banker as a method of acquiring finished lots in staged takedowns, while limiting risk and minimizing the use of funds from our available cash or other financing sources. In consideration for this repurchase option, we paid a non-refundable commitment fee. Based on our right to control the ultimate economic outcome of these finished lots, these assets will continue to be held as real estate not owned within our inventory as shown in tabular form in [Note 3](#) and have a corresponding obligation was established within our accrued liabilities as more fully discussed in [Note 5](#) to recognize this relationship. While we are not legally obligated to repurchase the balance of the lots, we will be are subject to certain performance obligations, financial and other penalties if the lots are not purchased. We do not have any ownership interest or title to the assets that we have sold to the land banker and we do not guarantee any of the land banker's liabilities.

Interest and financing costs incurred under our debt obligations and financing arrangements, as more fully discussed in [Note 6](#) and [Note 5](#), respectively, are capitalized to qualifying real estate projects under development and homes under construction.

In accordance with ASC Topic 360, *Property, Plant, and Equipment*, real estate inventory is evaluated for indicators of impairment by each community during each reporting period. In conducting its review for indicators of impairment on a community level, management evaluates, among other things, the margins on homes that have been closed, communities with slow moving inventory, projected margins on future home sales over the life of the community, and the estimated fair value of the land. For individual communities with indicators of impairment, additional analysis is performed to estimate the community's undiscounted future cash flows. If the estimated undiscounted future cash flows are greater than the carrying value of the community group of assets, no impairment adjustment is required. If the undiscounted cash flows are less than the community's carrying value, the asset group is impaired and is written down to its fair value. We estimate the fair value of communities using a discounted cash flow model. As of December 31, 2022 December 31, 2023 and 2021, 2022, the real estate inventory is stated at cost; there were no inventory impairment charges recorded during the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021.

Capitalized Interest

Interest and other financing costs are capitalized as cost of inventory during community development and home construction activities, in accordance with ASC Topic 835, *Interest and expensed in cost of sales as homes in the community are closed*. To the extent the debt exceeds qualified assets, a portion of the interest incurred is expensed.

Pre-Acquisition Costs and Deposits

Amounts paid for land options, deposits on land purchase contracts, and other pre-acquisition costs are capitalized and classified as deposits to purchase. Upon execution of the purchase, these deposits are applied to the acquisition price of the land and recorded as a cost component of the land in real estate inventory. To the extent that any deposits are nonrefundable and the associated land acquisition process is terminated or no longer determined probable, the deposit and related pre-acquisition costs are charged to general and administrative expenses. Management reviews the likelihood of the acquisition of contracted lots in conjunction with its periodic real estate impairment analysis.

Under ASC Topic 810, *Consolidation* ("ASC 810"), a nonrefundable deposit paid to an entity is deemed to be a variable interest that will absorb some or all of the entity's expected losses if they occur. Non-refundable land purchase and lot option

deposits generally represent our maximum exposure if we elect not to purchase the optioned property. In some instances, we may also expend funds for due diligence, development and construction activities with respect to optioned land prior to close. Such costs are classified as preacquisition costs, which we would have to absorb should the option not be exercised. Therefore, whenever we enter into a land option or purchase contract with an entity and make a nonrefundable deposit, we may have a variable interest in a variable interest entity ("VIE"). In accordance with ASC 810, we perform ongoing reassessments of

[Table of Contents](#)

whether we are the primary beneficiary of a VIE and would consolidate the VIE if we are deemed to be the primary beneficiary. As of **December 31, 2022** December 31, 2023 and **2021**, 2022, we were not deemed to be the primary beneficiary for any VIEs associated with non-refundable land deposits.

Deferred Loan Costs

Deferred loan costs represent debt issuance costs related to a recognized debt liability and are presented in the balance sheet as a direct deduction from the carrying amount of that debt liability.

Other Assets

Other assets consist primarily of municipal utility district reimbursements, **income tax receivables related to the federal energy efficient homes tax credit**, prepaid insurance, prepaid expenses, financing arrangement commitment fees, right-of-use ("ROU") assets, investments in unconsolidated entities, land held for sale, **forward commitments** and other receivables. Our prepaid insurance and prepaid expenses were **\$8.3 million** \$6.9 million and **\$12.0 million** \$8.3 million as of **December 31, 2022** December 31, 2023 and **2021**, 2022, respectively.

Investment in Unconsolidated Entities

We have investments in unconsolidated entities with independent third parties. The equity method of accounting is used for unconsolidated entities over which we have significant influence; generally, this represents ownership interests of at least 20% and not more than 50%. Under the equity method of accounting, we recognize our proportionate share of the earnings and losses of this entity.

We evaluate our investments in unconsolidated entities for recoverability in accordance with ASC Topic 323, *Investments - Equity Method and Joint Ventures*. If we determine that a loss in the value of any of the investments is other than temporary, we write down the investment to its estimated fair value. Any such losses are recorded to equity in (earnings) loss of unconsolidated entities, which is reflected in other income, net.

Property and Equipment, Net

Property and equipment are stated at cost, less accumulated depreciation. Depreciation expense is recorded in general and administrative **expenses**, **expenses and in other income, net for rental properties**. Upon sale or retirement, the costs and related accumulated depreciation are eliminated from the respective accounts and any resulting gain or loss is included in other income, net. Depreciation is generally computed using the straight-line method over the estimated useful lives of the assets, ranging from two to five years for property and equipment and **30** 27.5 years for our rental properties. Leasehold improvements are depreciated over the shorter of the asset life or the term of the lease. Maintenance and repair costs are expensed as incurred.

Impairments of long-lived assets are determined periodically when indicators of impairment are present. If such indicators are present, the determination of the amount of impairment is based on judgments as to the future undiscounted operating cash flows to be generated from these assets throughout the remaining estimated useful lives. If these undiscounted cash flows are less than the carrying amount of the related asset, impairment is recognized for the excess of the carrying value over its fair value. There were no impairments of property, equipment and leasehold improvements recorded during the years ended **December 31, 2022** December 31, 2023, **2021** 2022 and **2020**, 2021.

Goodwill

The excess of the purchase price of a business acquisition over the net fair value of assets acquired and liabilities assumed is capitalized as goodwill in accordance with ASC 805, *Business Combinations*. Goodwill that do not have finite lives are not amortized, but are assessed for impairment at least annually or more frequently if certain impairment indicators are present. The \$12.0 million of goodwill is related to the reorganization transactions completed in connection with the initial public offering of our common stock in November 2013. In applying the goodwill impairment test, we have the option to perform a qualitative test. Under the optional qualitative test, we first assess qualitative factors to determine whether it is more likely than not that the fair value of the reporting units is less than their carrying value. Qualitative factors may include, but are not limited to, economic conditions, industry and market considerations, cost factors, overall financial performance of the reporting unit and other entity and reporting unit specific events. If after assessing these qualitative factors, we determine it is "more-likely-than-not" that the fair value of the reporting unit is less than the carrying value, then performing a quantitative test is necessary. Annually, we have performed a qualitative analysis and determined that it is not "more likely than not" that the fair values of

the reporting units were less than their carrying amounts. No goodwill impairment charges were recorded in **2023**, 2022 **2021** and **2020** 2021.

Warranty Reserves

Future direct warranty costs are accrued and charged to cost of sales in the period when the related home is closed. Our warranty liability is based upon historical warranty cost experience and is adjusted as appropriate to reflect qualitative risks.

[Table of Contents](#)

associated with the types of homes built, the geographic areas in which they are built, and potential impacts of our continued expansion.

Warranty reserves are reviewed quarterly to assess the reasonableness and adequacy and adjusted, as needed, to reflect changes in trends and historical data as information becomes available.

Customer Deposits

Customer deposits are received upon signing a purchase contract and are typically \$1,000 to \$10,000. Deposits are generally refundable if the customer is unable to obtain financing. Forfeited buyer deposits related to home sales are recognized in other income in the period in which it is determined that the buyer will not complete the purchase of the property and the deposit is nonrefundable to the buyer.

Home Sales

In accordance with ASC Topic 606, *Revenue from Contracts with Customers*, revenues from home sales are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. Revenues from home sales are recorded at the time each home sale is closed, title and possession are transferred to the customer and we have no significant continuing involvement with the home. Home sales discounts and incentives granted to customers, which are related to the customers' closing costs that we pay on the customers' behalf, are recorded as a reduction of revenue in our consolidated financial statements of operations.

Cost of Sales

As discussed under "Real Estate Inventory" above, cost of sales for homes closed include the construction costs of each home and allocable land acquisition and land development costs, capitalized interest, and other related common costs (both incurred and estimated to be incurred).

Selling and Commission Costs

Sales commissions are paid and expensed based on homes closed. Other selling costs are expensed in the period incurred.

Advertising Costs

Advertising costs are expensed as incurred. Advertising costs were \$18.7 million \$33.1 million, \$7.7 million \$18.7 million and \$10.7 million \$7.7 million for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, respectively.

Income Taxes

We are a taxable entity subject to federal and state taxes. We utilize the liability method of accounting for income taxes. Under the liability method, deferred tax assets and liabilities are recognized using enacted tax rates for the effect of temporary differences between the book and tax bases of recorded assets and liabilities. Changes in tax rates are recognized in the year of enactment. Deferred tax assets are reduced by a valuation allowance if it is more likely than not that some portion or all of the net deferred tax assets will not be realized. Our ability to realize deferred tax assets is assessed throughout the year and a valuation allowance is established, if required. We recognize the impact of a tax position only if it is more likely than not to be sustained upon examination based on the technical merits of the position. We recognize potential interest and penalties related to uncertain tax positions in income tax expense.

Earnings Per Share

Basic earnings per share is based on the weighted average number of shares of common stock outstanding. Diluted earnings per share is based on the weighted average number of shares of common stock and dilutive securities outstanding. Diluted earnings per share excludes all dilutive potential shares of common stock if their effect is antidilutive.

Stock-Based Compensation

Compensation costs for non-performance-based restricted stock awards are measured using the closing price of our common stock on the date of grant and are expensed on a straight-line basis over the requisite service period of the award. Compensation costs for performance-based restricted stock awards also contain a market condition. These costs are measured

using the derived grant date fair value, based on a third party valuation analysis, and are expensed in accordance with ASC 718-10-25-20, *Compensation - Stock Compensation*, which requires an assessment of probability of attainment of the performance target. Once the performance target outcome is determined to be probable, the cumulative expense is adjusted, as needed, to recognize compensation expense on a straight-line basis over the award's requisite service period.

Recent

[Table of Contents](#)

Recently Issued Accounting Pronouncements

Effective April 29, 2022, we adopted In December 2023, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2020-04, "Reference Rate Reform ("Topic 848") 2023-09, "Income Taxes (Topic 740): Facilitation of the Effects of Reference Rate Reform on Financial Reporting" Improvements to Income Tax Disclosures" ("ASU 2020-04" 2023-09"), which provides optional expedites intended to enhance the transparency and exceptions decision usefulness of income tax disclosures. This amendment modifies the rules on income tax disclosures to require entities to disclose (1) specific categories in the rate reconciliation and additional information for applying GAAP reconciling items that meet a quantitative threshold, (2) the amount of income taxes paid (net of refunds received) (disaggregated by federal, state, and foreign taxes) as well as individual jurisdictions in which income taxes paid is equal to contracts, hedging relationships or greater than 5 percent of total income taxes paid net of refunds, (3) the income or loss from continuing operations before income tax expense or benefit (disaggregated between domestic and other transactions affected foreign) and (4) income tax expense or benefit from continuing operations (disaggregated by federal, state and foreign). The guidance is effective for annual periods beginning after December 15, 2024, with early adoption permitted for annual financial statements that have not yet been issued or made available for issuance. ASU 2023-09 should be applied on a prospective basis, while retrospective application is permitted. We are currently evaluating the discontinuation of impact that this standard will have on our financial statements.

In November 2023, the London Interbank Offered Rate FASB issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures" ("LIBOR" ASU 2023-07") or by another reference rate expected, which is intended to improve reportable segment disclosure requirements, primarily through additional and more detailed information about a reportable segment's expenses. The guidance 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 guidance is to be discontinued because applied retrospectively to all prior periods presented in the financial statements. Upon transition, the segment expense categories and amounts disclosed in the prior periods should be based on the significant segment expense categories identified and disclosed in the period of reference rate reform. Effective April 28, 2022, we adopted FASB ASU No. 2021-01, "Reference Rate Reform (Topic 848): Scope" ("ASU 2021-01"), which clarified adoption. We are currently evaluating the scope and application of the original guidance. The adoption of both ASU 2020-04 and ASU 2021-01 replaced LIBOR as the benchmark interest rate with the Secured Overnight Financing Rate ("SOFR") and did not impact that this standard will have a material effect on our consolidated financial statements or related disclosures, statements.

3. REAL ESTATE INVENTORY

Our real estate inventory consists of the following (in thousands):

	December 31,		December 31,	
	December		31,	
	2022	2021	2023	2022
Land, land under development, and finished lots	Land, land under development, and finished lots	\$1,911,307	\$1,499,761	
Information centers	Information centers	35,074	28,665	
Homes in progress	Homes in progress	287,069	449,742	
Completed homes	Completed homes	523,054	107,736	
Total owned inventory	Total owned inventory	2,756,504	2,085,904	
Real estate not owned	Real estate not owned	141,792	—	
Total real estate inventory	Total real estate inventory	\$2,898,296	\$2,085,904	

Our real estate not owned relates to land banking financing arrangements with a third-party land banker to repurchase land that we sold to the land banker as a method of acquiring finished lots in staged takedowns, while limiting risk and minimizing the use of funds from our available cash or other financing sources. See "Real Estate Inventory" under [Note 2](#) for more information.

Interest and financing costs incurred under our debt obligations and financing arrangements, as more fully discussed in

[Note Table of Contents](#) and [Note 5](#), respectively, are capitalized to qualifying real estate projects under development and homes under construction.

4. PROPERTY AND EQUIPMENT

Property and equipment consist of the following (in thousands):

	December 31,	
	Asset Life	2022
		(years)

Rental properties	30	29,833	13,390
Computer software and equipment	2-5	\$ 3,894	\$ 2,950
Leasehold improvements	5-10	1,466	1,345
Furniture and fixtures	2-5	1,060	979
Machinery and equipment	5	127	87
Total property and equipment		36,380	18,751
Less: Accumulated depreciation		(3,383)	(1,807)
Property and equipment, net		\$ 32,997	\$ 16,944

	December 31,	
	2023	2022
Rental properties	\$ 43,324	\$ 29,833
Computer software and equipment	3,946	3,894
Leasehold improvements	1,722	1,466
Furniture and fixtures	2,091	1,060
Machinery and equipment	231	127
Total property and equipment	51,314	36,380
Less: Accumulated depreciation	(5,792)	(3,383)
Property and equipment, net	\$ 45,522	\$ 32,997

During the year ended December 31, 2022 December 31, 2023, we transferred \$16.4 million \$13.5 million of home assets from real estate inventory to rental properties within property and equipment, equipment, net. We are lessors of homes. Contracts the homes representing these home assets. Our leasing contracts are typically for terms of one year or less.

year.

Depreciation expense incurred for the years ended December 31, 2022 December 31, 2023, 2022 and 2021 was \$2.4 million, \$1.6 million and 2020 was \$1.6 million, \$1.1 million and \$0.7 million, respectively.

5. ACCRUED EXPENSES AND OTHER LIABILITIES

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

	December 31,			
	December		31,	
	2022	2021	2023	2022
Land banking financing arrangements	Land banking financing arrangements	141,792	—	
Real estate inventory development and construction payable	Real estate inventory development and construction payable	73,678	48,656	
Accrued compensation, bonuses and benefits	Accrued compensation, bonuses and benefits	12,900	24,914	
Taxes payable	Taxes payable	47,037	11,604	
Contract deposits		5,545	12,182	
Inventory related obligations		13,039	8,803	

Warranty reserve	Warranty reserve	10,750	7,850
Accrued interest	Accrued interest	10,906	7,431
Inventory related obligations			
Lease liability	Lease liability	5,182	5,333
Contract deposits			
Other	Other	19,299	9,836
Total accrued expenses and other liabilities	Total accrued expenses and other liabilities	\$340,128	\$136,609

Land Banking Financing Arrangements

We have entered into land banking financing arrangements with a third-party land banker to repurchase land that we sold to the land banker as a method of acquiring finished lots in staged takedowns. Principal payments on these financing arrangements will generally coincide with the repurchase of lot takedowns from the land banker. We expect to complete the repurchase of all lots via takedowns associated with these transactions over the course of approximately two to four years.

Inventory Related Obligations

We own lots in certain communities in Arizona, Florida, and Texas that have Community Development Districts or similar utility and infrastructure development special assessment programs that allocate a fixed amount of debt service associated with development activities to each lot. This obligation for infrastructure development is attached to the land, which is typically payable over a 30-year period, and is ultimately assumed by the homebuyer when home sales are closed. The obligations assumed by the homebuyer represent a non-cash cost of the lots.

Table of Contents

Estimated Warranty Reserve

We typically provide homebuyers with a one-year warranty on the house and a ten-year limited warranty for major defects in structural elements such as framing components and foundation systems.

Changes to our warranty accrual are as follows (in thousands):

	December 31,			December 31,		
	2022	2021	2020	2023	2022	2021
Warranty reserves, beginning of period	Warranty reserves, beginning of period	\$ 7,850	\$ 5,350	\$ 3,500		
Warranty provision	Warranty provision	11,488	11,223	7,040		
Warranty expenditures	Warranty expenditures	(8,588)	(8,723)	(5,190)		
Warranty reserves, end of period	Warranty reserves, end of period	\$10,750	\$7,850	\$5,350		

6. NOTES PAYABLE

Revolving Credit Agreement

On April 29, 2022 December 5, 2023, we entered into that certain Lender Addition and Acknowledgement Agreement and Second a Fourth Amendment to Fifth Amended and Restated Credit Agreement with several financial institutions, and Wells Fargo Bank, National Association, as administrative agent (the "Second "Fourth Amendment" and, as so amended, the "Credit Agreement"), which amended that certain the Fifth Amended and Restated Credit Agreement, dated as of April 28, 2021, with several financial institutions, and Wells Fargo Bank, National Association, as administrative agent (the "2021 Credit (as amended to date, including the Fourth Amendment, the "Credit Agreement"). The Second Amendment, among other things, (a) increased the commitments under the 2021 Credit Agreement provides for a \$1.205 billion revolving credit facility, which can be increased at the request of the Company by an additional \$250.0 up to \$95.0 million, bringing subject to the total commitments under terms and conditions of the Credit Agreement to \$1.1 billion, and (b) replaced LIBOR as the benchmark interest rate with SOFR.

Borrowings under the Credit Agreement bear interest, payable monthly in arrears, at the Company's option, at either (1) term SOFR (based on 1, 3 or 6 month interest periods, as selected by the Company) plus a 10, 15 or 25 basis point adjustment, respectively, which rate is subject to a 50 basis point floor, plus an applicable margin (ranging from 145 basis points to 210 basis points (the "Applicable Margin")) based on the Company's leverage ratio as determined in accordance with a pricing grid, and (2) term SOFR based on a 1 month interest period plus a 10 basis point adjustment, subject to a 50 basis point floor, plus the Applicable Margin.

Agreement. The Credit Agreement matures on April 28, 2028 with respect to \$960.0 million, or 79.7%, of the \$1.205 billion of commitments thereunder and on April 28, 2025, with respect to 20.3% of the commitments thereunder.

Before each anniversary of the Credit Agreement, we may request a one-year extension of its maturity date. The Credit Agreement is guaranteed by, among others, each of our subsidiaries that have gross assets of at least \$0.5 million, \$0.5 million, other than subsidiaries whose sole purpose is to own and operate single-family rental homes.

The borrowings and letters of credit outstanding under the Credit Agreement, together with the outstanding principal balance of our 4.000% Senior Notes due 2029 (the "2029 Senior Notes") and our 8.750% Senior Notes due 2028 (the "2028 Senior Notes"), may not exceed the borrowing base under the Credit Agreement. The borrowing base primarily consists of a percentage of commercial land, land held for development, lots under development and finished lots held by the Company and its subsidiaries that guarantee the obligations under the Credit Agreement. As of December 31, 2022 December 31, 2023, the borrowing base under the Credit Agreement was \$1.4 billion, \$1.7 billion, of which the maximum available to borrow was \$1.205 billion. As of December 31, 2023, borrowings including under the Credit Agreement and the outstanding principal amount of the 2029 Senior Notes of \$1.1 billion were outstanding, \$33.4 million and the 2028 Senior Notes totaled \$1.3 billion, \$28.1 million of letters of credit were outstanding and \$236.6 million \$354.8 million was available to borrow under the Credit Agreement.

Interest is paid monthly on borrowings. Borrowings under the Credit Agreement bear interest, payable monthly in arrears, at the Company's option, at either (1) the Adjusted Term SOFR (defined as a term SOFR that is based on a fixed 1, 3 or 6 month interest period, as selected by the Company, plus 1.85%). The Credit Agreement a 10, 15 or 25 basis point adjustment, respectively), which rate is subject to a 50 basis point floor, plus an applicable margin for SOFR loans ranges ranging from 1.45% 145 basis points to 2.10% 210 basis points (the "Applicable Margin") based on our the Company's leverage ratio, ratio as determined in accordance with a pricing grid, or (2) the Base Rate (defined as a term SOFR that is based on a daily variable 1 month interest period plus a 10 basis point adjustment), subject to a 50 basis point floor, plus the Applicable Margin. At December 31, 2022 December 31, 2023, the Applicable Margin was 1.85%, and SOFR was 4.32% 5.36%, subject to the 0.50% SOFR floor as included in the Credit Agreement.

The Credit Agreement contains various financial covenants, including a minimum tangible net worth, a leverage ratio, a minimum liquidity amount and an EBITDA to interest expense ratio. The Credit Agreement contains various covenants that, among other restrictions, limit the amount of our additional debt and our ability to make certain investments. At December 31, 2022 December 31, 2023, we were in compliance with all of the covenants contained in the Credit Agreement.

Senior Notes Offering

On November 21, 2023, we issued \$400.0 million aggregate principal amount of the 2028 Senior Notes in an offering to persons reasonably believed to be qualified institutional buyers in the United States pursuant to Rule 144A ("Rule 144A") under the Securities Act of 1933, as amended (the "Securities Act"), and to certain non-U.S. persons in transactions outside the United States pursuant to Regulation S ("Regulation S") under the Securities Act. Interest on the 2028 Senior Notes accrues at a rate of 8.750% per annum, payable semi-annually in arrears on June 15 and December 15 of each year, commencing on June

Table of Contents

15, 2024. The 2028 Senior Notes mature on December 15, 2028. The terms of the 2028 Senior Notes are governed by an Indenture, dated as of July 6, 2018, and Fourth Supplemental Indenture thereto, dated as of November 21, 2023, as may be supplemented from time to time, among us, our subsidiaries that guarantee our obligations under the Credit Agreement and Regions Bank, as trustee.

On June 28, 2021, we issued \$300.0 million aggregate principal amount of the 2029 Senior Notes in an offering to persons reasonably believed to be qualified institutional buyers in the United States pursuant to Rule 144A, under the Securities Act of 1933, as amended (the "Securities Act"), and to certain non-U.S. persons in transactions outside the United States pursuant to Regulation S under the Securities Act. Interest on the 2029 Senior Notes accrues at a rate of 4.000% per annum, payable semi-annually in arrears on January 15 and July 15 of each year. The 2029 Senior Notes mature on July 15, 2029. The terms of the 2029 Senior Notes are governed by an Indenture, dated as of July 6, 2018, and Third Supplemental Indenture thereto, dated as of June 28, 2021, as may be supplemented from time to time, among us, our subsidiaries that guarantee our obligations under the Credit Agreement and Wilmington Trust, National Association, as trustee.

Notes payable consist of the following (in thousands):

		December		December 31,	
		31,		2023	
		December 31,		2022	
		2022	2021		2023
Notes payable under the Credit Agreement (\$1.1 billion revolving credit facility at December 31, 2022) maturing on April 28, 2025; interest paid monthly at SOFR plus 1.85%.		\$ 828,350	\$ 517,439		

Notes payable under the Credit Agreement (\$1.205 billion revolving credit facility at December 31, 2023) maturing in part on April 28, 2025 and in part on April 28, 2028; interest paid monthly at SOFR plus 1.85%.	4.000%	4.000%	Senior Notes due July 15, 2029; interest paid semi-annually at 4.000%.	Senior Notes due July 15, 2029; interest paid semi-annually at 4.000%.	300,000	300,000
8.750% Senior Notes due December 15, 2028; interest paid semi-annually at 8.750%.						
Net debt issuance costs	Net debt issuance costs		(11,349)	(12,203)		
Total notes payable	Total notes payable		\$1,117,001	\$805,236		

As of December 31, 2022 December 31, 2023, the annual aggregate maturities of notes payable during each of the next five fiscal years are as follows (in thousands):

		Amount
2023		\$ —
		Amount
2024	2024	—
2025	2025	828,350
2026	2026	—
2027	2027	—
2028		
Thereafter	Thereafter	300,000
Total notes payable	Total notes payable	1,128,350
Less: Debt issuance costs	Less: Debt issuance costs	(11,349)

Net notes payable	Net notes payable	\$ 1,117,001
-------------------	-------------------	--------------

[Table of Contents](#)

Capitalized Interest

Interest activity, including other financing costs, for **financial arrangements and notes payable and financing arrangements** for the periods presented is as follows (in thousands):

	Year Ended December 31,			2023	Year Ended December 31,			2022	2021
	2022	2021	2020						
Interest incurred	Interest incurred	\$49,281	\$28,360	\$37,285					
Less: Amounts capitalized	Less: Amounts capitalized	(49,281)	(28,360)	(37,285)					
Interest expense	Interest expense	\$ —	\$ —	\$ —					
Cash paid for interest	Cash paid for interest	\$41,593	\$28,850	\$34,924					
Cash paid for interest	Cash paid for interest								
Cash paid for interest	Cash paid for interest								

Included in interest incurred was amortization of deferred financing costs and applicable discounts for notes payable and financing arrangements of \$4.0 million, \$3.5 million for the year ended December 31, 2022 and \$2.9 million for each of the years ended December 31, 2021 December 31, 2023, 2022 and 2020, 2021, respectively.

7. INCOME TAXES

The provision for income taxes consisted of the following (in thousands):

	Year ended December 31,			2023	2022	2021			
	Year ended December 31,								
	2022	2021	2020						
Current: Current:									
Federal									
Federal									
Federal	Federal	\$77,922	\$ 95,343	\$35,207					
State	State	13,615	16,999	11,112					
Current tax provision	Current tax provision	91,537	112,342	46,319					
Deferred: Deferred:									
Federal	Federal	33	751	(2,136)					
Federal	Federal								
State	State	(21)	37	(229)					
Deferred tax provision (benefit)	Deferred tax provision (benefit)	12	788	(2,365)					
Total income tax provision	Total income tax provision	\$91,549	\$113,130	\$43,954					

Income taxes paid were \$56.9 million \$96.5 million, \$127.9 million \$56.9 million and \$68.4 million \$127.9 million for the years ended December 31, 2022 December 31, 2023, 2022 and 2021, and 2020, respectively.

A reconciliation of the provision for income taxes and the amount computed by applying the statutory federal income tax rate to income before provision for income taxes for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021 (in thousands):

		Year Ended December 31,								
		Year Ended December 31,							Year Ended D	
		2022	2021	2020	2023		2022		2021	
Tax at federal statutory rate	Tax at federal statutory rate	\$87,805	21.0 %	\$114,081	21.0 %	\$77,248	21.0 %	\$87,805	21.0 %	\$114,081
State income taxes (net of federal benefit)	State income taxes (net of federal benefit)	10,749	2.6	13,467	2.5	8,530	2.3			
Stock-based compensation	Stock-based compensation	(2,199)	(0.5)	(2,243)	(0.4)	(994)	(0.3)			
Stock-based compensation	Stock-based compensation									
Non deductible expenses and other	Non deductible expenses and other	4,313	1.0	4,343	0.8	439	0.1			
Change in tax rates - deferred taxes	Change in tax rates - deferred taxes	23	—	(367)	(0.1)	(78)	—			
Federal energy efficient homes tax credits	Federal energy efficient homes tax credits	(9,142)	(2.2)	(16,151)	(3.0)	(11,488)	(3.1)			
Retroactive federal energy efficient homes tax credits		—	—	—	—	(29,703)	(8.1)			
Tax at effective rate	Tax at effective rate	\$91,549	21.9 %	\$113,130	20.8 %	\$43,954	11.9 %			
Tax at effective rate										
Tax at effective rate						\$62,527	23.9 %	\$91,549	21.9 %	\$113,130

The 2022 2023 effective tax rate differs from the federal statutory rate primarily due to state income tax expense on current year earnings and non-deductible salaries related to Section 162(m) of the U.S. Internal Revenue Code, as amended (the "Code"), partially offset by the deductions in excess of compensation cost ("windfalls") for share-based payments and benefits associated with the federal energy efficient homes tax credits enacted into law in December 2019 (the "45L Tax Credits"). The 2022

[Table of Contents](#)

effective tax rate differs from the federal statutory rate primarily due to state income tax expense on current year earnings and non-deductible salaries related to Section 162(m) of the Code, partially offset by benefits associated with the 45L Tax Credits and the deductions in excess of compensation cost ("windfalls") for share-based payments. The 2021 effective tax rate differs from the federal statutory rate primarily due to benefits associated with the federal energy efficient homes tax credits enacted into law in December 2019 45L Tax Credits and the windfalls for share-based payments, partially offset by state income tax expense on current year earnings and non-deductible salaries related to Section 162(m) of the Code. The 2020 effective tax rate differs from the federal statutory rate primarily due to benefits associated with the federal energy efficient homes tax credits enacted into law in December 2019, partially offset by state income tax expense on current year earnings.

Income tax expense for 2023, 2022 and 2021 includes a benefit of \$1.2 million, \$9.1 million and \$16.2 million, respectively, associated with the extension of federal energy efficient homes tax credits. Income tax expense for 2020 includes a benefit of \$41.2 million associated with the extension of federal energy efficient homes tax credits, including \$29.7 million related to homes closed in prior open tax years. The federal energy efficient homes tax credit provision applies to qualifying homes closed through December 31, 2022 December 31, 2023.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

The components of net deferred tax assets and liabilities at December 31, 2022 December 31, 2023 and 2021 2022 are as follows (in thousands):

		December 31,			
		December 31,		December 31,	
		2022	2021	2023	2022
Deferred tax assets:	Deferred tax assets:				
Accruals and reserves	Accruals and reserves				
Accruals and reserves	Accruals and reserves	\$ 3,947	\$ 5,163		
Stock-based compensation	Stock-based compensation	3,210	4,397		
Inventory	Inventory	1,060	470		
Leases	Leases	926	959		
Other	Other	1,673	310		
Other	Other				
Total deferred tax assets	Total deferred tax assets	10,816	11,299		
Deferred tax liabilities:	Deferred tax liabilities:				
Prepays	Prepays				
Prepays	Prepays	(1,550)	(2,433)		
Leases	Leases	(1,103)	(1,137)		
Goodwill and other assets amortized for tax	Goodwill and other assets amortized for tax	(982)	(860)		
Tax depreciation in excess of book	Tax depreciation in excess of book	(707)	(488)		
Other	Other	(288)	(183)		
Total deferred tax liabilities	Total deferred tax liabilities	(4,630)	(5,101)		
Total net deferred tax assets	Total net deferred tax assets	\$ 6,186	\$ 6,198		

All Company operations are domestic. We file U.S. and state income tax returns in jurisdictions with varying statutes of limitations. The statute of limitations with regards to our federal income tax filings is three years. The statute of limitations for our state tax jurisdictions is three to four years depending on the jurisdiction. In the normal course of business, we are subject to tax audits in various jurisdictions, and such jurisdictions may assess additional income taxes. We do not expect the outcome of any audit to have a material effect on our consolidated financial statements; however, audit outcomes and the timing of audit adjustments are subject to significant uncertainty.

8. EQUITY

We are authorized to issue 250,000,000 shares of common stock, par value \$0.01 per share, and 5,000,000 shares of preferred stock, par value \$0.01 per share. As of December 31, 2022 December 31, 2023 and 2021, 2022, no shares of preferred stock were issued or outstanding.

At December 31, 2023, we had 27,521,120 shares of common stock issued and 23,581,648 shares of common stock outstanding, including 3,939,472 treasury shares of our common stock. At December 31, 2022, we had 27,245,278 shares of common stock issued and 23,305,806 shares of common stock outstanding, including 3,939,472 treasury shares of our common stock. At December 31, 2021, we had 26,963,915 shares of common stock issued and 23,917,359 shares of common stock outstanding, including 3,046,556 treasury shares of our common stock.

Stock Repurchase Program

In November 2018, we announced that February 2022, our Board of Directors (the "Board") approved a \$200.0 million increase to our previously authorized stock repurchase program, pursuant to which we may purchase up to \$50.0 million \$550.0 million of shares of our common stock through open market transactions, privately negotiated transactions or otherwise in accordance with applicable laws. In October 2020 and February 2022, During the Board approved an increase in year ended December 31, 2023, we did not repurchase any shares of our stock repurchase program by an additional \$300.0 million and \$200.0 million, respectively. For common stock. During the years ended December 31, 2022,

Table of Contents

and 2021, and 2020, we repurchased 892,916 shares of our common stock for \$95.1 million to be held as treasury stock, 1,288,563 shares of our common stock for \$193.8 \$95.1 million to be held as treasury stock and 718,993 1,288,563 shares of our common stock for \$48.1 \$193.8 million to be held as treasury stock, respectively. A total of 2,939,472 shares of our common stock has been repurchased since our stock repurchase program commenced. As of December 31, 2022 December 31, 2023, we may purchase up to \$211.5 million of shares of our common stock under our stock repurchase program. The timing, amount and other terms and conditions of any repurchases of shares of our common stock under our stock repurchase program will be determined by our management at its discretion based on a variety of factors, including the market price of our common stock, corporate considerations, general market and economic conditions and legal requirements. Our stock repurchase program may be modified, discontinued or suspended at any time.

Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share for the years ended December 31, 2022 December 31, 2023, 2021 2022, and 2020, 2021.

		For the Year Ended December 31,		
		2022	2021	2020
		For the Year Ended December 31,		
		2023	2022	2021
Numerator (in thousands):	Numerator (in thousands):			
Net income (Numerator for basic and dilutive earnings per share)				
Net income (Numerator for basic and dilutive earnings per share)				
Net income (Numerator for basic and dilutive earnings per share)	Net income (Numerator for basic and dilutive earnings per share)	\$ 326,567	\$ 429,645	\$ 323,895
Denominator:	Denominator:			
Basic weighted average shares outstanding	Basic weighted average shares outstanding	23,486,465	24,607,231	25,135,077
Basic weighted average shares outstanding				
Basic weighted average shares outstanding				
Effect of dilutive securities:	Effect of dilutive securities:			
Stock-based compensation units				
Stock-based compensation units				

Stock-based compensation units	Stock-based compensation units	244,305	301,760	245,483
Diluted weighted average shares outstanding	Diluted weighted average shares outstanding	23,730,770	24,908,991	25,380,560
Basic earnings per share	Basic earnings per share	\$ 13.90	\$ 17.46	\$ 12.89
Basic earnings per share	Basic earnings per share			
Diluted earnings per share	Diluted earnings per share	\$ 13.76	\$ 17.25	\$ 12.76
Antidilutive non-vested restricted stock units excluded from calculation of diluted earnings per share	Antidilutive non-vested restricted stock units excluded from calculation of diluted earnings per share	50,003	5,970	9,482

9. STOCK-BASED COMPENSATION

Non-performance Based Restricted Stock Units

A total of 2,680,172 shares of our common stock have been reserved for issuance under the LGI Homes, Inc. Amended and Restated 2013 Equity Incentive Plan (the "2013 Incentive Plan"). There were **146,239** **133,359** restricted stock units ("RSUs") outstanding at **December 31, 2022** **December 31, 2023**, issued at a \$0.00 exercise price.

The following table summarizes the activity of our time-vested RSUs:

		Shares	Weighted Average Grant Date Fair Value
Balance at December 31, 2020		142,738	\$ 62.54
Granted		29,664	\$ 144.17
Vested		(47,213)	\$ 65.99
Forfeited		(7,315)	\$ 76.15
Balance at December 31, 2021		117,874	\$ 80.85
Granted		83,251	\$ 110.03
Vested		(46,981)	\$ 66.57
Forfeited		(7,905)	\$ 101.48
Balance at December 31, 2022		146,239	\$ 100.93
Granted		48,946	\$ 109.47
Vested		(53,894)	\$ 71.84
Forfeited		(7,932)	\$ 115.05
Balance at December 31, 2023		133,359	\$ 114.98
		Shares	Weighted Average Grant Date Fair Value
Balance at December 31, 2019		162,686	\$ 50.84
Granted		56,735	\$ 67.63
Vested		(73,360)	\$ 40.77
Forfeited		(3,323)	\$ 57.26
Balance at December 31, 2020		142,738	\$ 62.54
Granted		29,664	\$ 144.17
Vested		(47,213)	\$ 65.99
Forfeited		(7,315)	\$ 76.15
Balance at December 31, 2021		117,874	\$ 80.85
Granted		83,251	\$ 110.03
Vested		(46,981)	\$ 66.57

Forfeited		(7,905)	\$	101.48
Balance at December 31, 2022		146,239	\$	100.93

Table of Contents

In 2023, we issued 22,912 RSUs to senior management for the time-based portion of our 2023 long-term incentive compensation program and 8,256 RSUs for 2022 annual bonuses to managers, which generally cliff vest on the third anniversary of the grant date. In 2022, we issued 16,731 RSUs to senior management for the time-based portion of our 2022 long-term incentive compensation program and 10,404 RSUs for 2021 annual bonuses to managers, which generally cliff vest on the third anniversary of the grant date. In 2021, we issued 11,511 RSUs to senior management for the time-based portion of our 2021 long-term incentive compensation program and 8,094 RSUs for 2020 annual bonuses to managers, which generally cliff vest on the third anniversary of the grant date. In 2020, we issued 22,141 RSUs to senior management for the time-based portion of our 2020 long-term incentive compensation program and 15,585 RSUs for 2019 annual bonuses to managers, which generally cliff

vest on the third anniversary of the grant date. In addition, during the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, we issued 17,778, 56,116 10,059 and 19,009 10,059 RSUs, respectively, to certain employees, executives and non-employee directors, which vest over periods ranging from one to three years. Under the terms of the grant award agreements, all of the RSUs may only be settled in shares of our common stock.

We recognized \$3.6 million \$4.9 million, \$3.3 million \$3.6 million, and \$3.5 million \$3.3 million of stock-based compensation expense related to outstanding RSUs for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively. At December 31, 2022 December 31, 2023, we had unrecognized compensation cost of \$8.7 million \$7.8 million related to unvested RSUs, which is expected to be recognized over a weighted average period of 2.21.8 years.

Performance-Based Restricted Stock Units

The Compensation Committee of the Board has granted awards of performance-based RSUs ("PSUs") under the 2013 Incentive Plan to certain members of senior management based on three-year performance cycles. At December 31, 2022 December 31, 2023, there were 192,828 178,906 PSUs outstanding that have been granted to certain members of management at a \$0.00 exercise price. The PSUs provide for shares of our common stock to be issued based on the attainment of certain performance metrics over the applicable three-year periods. The number of shares of our common stock that may be issued to the recipients for the PSUs range from 0% to 200% of the target amount depending on actual results as compared to the target performance metrics. The terms of the PSUs provide that the payouts will be capped at 100% of the target number of PSUs granted if absolute total stockholder return is negative during the performance period, regardless of EPS performance; this market condition applies for amounts recorded above target. The compensation expense associated with the PSU grants is determined using the derived grant date fair value, based on a third-party valuation analysis, and expensed over the applicable period. The PSUs vest upon the determination date for the actual results at the end of the three-year period and require that the recipients continue to be employed by us through the determination date. The PSUs can only be settled in shares of our common stock.

The following table summarizes the activity of our PSUs:

Period	Target PSUs Outstanding			Target PSUs Outstanding			Weighted Average
	Period	Performance	at	Target	Target	Target	
			December	PSUs	PSUs	PSUs	
Granted	Granted	Period	31, 2021	Granted	Forfeited	Vested	December Date Fair Value
2019	2019 - 2021	81,242	—	(767)	(80,475)	—	\$ 56.49
Period Granted							
Period Granted	Target PSUs Outstanding			Target PSUs Outstanding			Weighted Average
	Performance	at	Target	Target	Target	Target	
		December	PSUs	PSUs	PSUs	PSUs	
2020	2020	2020 - 2022	88,538	—	(4,103)	—	84,435 \$ 59.81
2021	2021	2021 - 2023	46,027	—	(2,016)	—	44,011 \$ 141.00
2022	2022	2022 - 2024	—	66,909	(2,527)	—	64,382 \$ 118.80
2023							
Total	Total		215,807	66,909	(9,413)	(80,475)	192,828

At December 31, 2022 December 31, 2023, management estimates that the recipients will receive approximately 50% 101%, 97% 0%, and 200% 83.2% of the 2023, 2022, 2021, and 2020 2021 target number of PSUs, respectively, at the end of the applicable three-year performance cycle based on projected performance compared to the target performance metrics. We recognized \$4.5 million \$2.9 million, \$9.0 million \$4.5 million, and \$9.2 million \$9.0 million of total stock-based compensation expense related to PSUs for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively. The 2019 2020 - 2021 2022 performance period PSUs vested and issued on March 15, 2022 February 27, 2023 at 200% of the target number. At December 31, 2022 December 31, 2023, we had unrecognized compensation cost of \$6.2 million, based on the probable amount, related to unvested PSUs, which is expected to be recognized over a weighted average period of 1.6 2.1 years.

Employee Stock Purchase Plan

The LGI Homes, Inc. Employee Stock Purchase Plan (the "ESPP") provides for employees to make quarterly elections for payroll withholdings to purchase shares of our common stock at a 15% discount from the closing price of our common stock on the purchase date, which is the last business day of each calendar quarter. During the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, we issued 53,078, 73,461, 55,068, and 60,918 55,068 shares of our common stock to the ESPP participants. We received net proceeds of approximately \$5.6 million \$5.3 million, \$7.1 million \$5.6 million and \$4.3 million \$7.1 million related to the ESPP for 2023, 2022, 2021, and 2020, 2021, respectively. We recognized \$1.0 million \$0.9 million, \$1.3 million \$1.0 million, and \$0.8 million \$1.3 million in stock compensation expense related to the ESPP for 2023, 2022, 2021, and 2020, 2021, respectively. The ESPP contributions are not refundable (other than in the case of termination of employment) and, therefore, the shares purchasable with the amounts withheld are included in weighted-average shares outstanding for both basic

[Table of Contents](#)

and diluted earnings per share. The maximum aggregate number of shares of our common stock which may be issued pursuant to the ESPP is 500,000 shares, and as of December 31, 2022 December 31, 2023, 159,793 106,715 shares of our common stock remain available for issuance under the ESPP.

10. FAIR VALUE DISCLOSURES

ASC Topic 820, *Fair Value Measurements* ("ASC 820"), defines fair value as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date" within an entity's principal market, if any. The principal market is the market in which the reporting entity would sell the asset or transfer the liability with the most significant volume and level of activity, regardless of whether it is the market in which the entity will ultimately transact for a particular asset or liability or if a different market is potentially more advantageous. Accordingly, this exit price concept may result in a fair value that differs from the transaction price or market price of the asset or liability.

ASC 820 provides a framework for measuring fair value under GAAP, expands disclosures about fair value measurements, and establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The three levels of the fair value hierarchy are summarized as follows:

Level 1 - Fair value is based on quoted prices in active markets for identical assets or liabilities.

Level 2 - Fair value is determined using significant observable inputs, generally either quoted prices in active markets for similar assets or liabilities, or quoted prices in markets that are not active.

Level 3 - Fair value is determined using one or more significant inputs that are unobservable in active markets at the measurement date, such as a pricing model, discounted cash flow, or similar technique.

We utilize fair value measurements to account for certain items and account balances within our consolidated financial statements. Fair value measurements may also be utilized on a nonrecurring basis, such as for the impairment of long-lived assets. The fair value of financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and certain accrued liabilities, approximate their carrying amounts due to the short-term nature of these instruments. As of December 31, 2022 December 31, 2023, the Credit Agreement's carrying value approximates market value since it has a floating interest rate, which increases or decreases with market interest rates and our leverage ratio.

In order to determine the fair value of each of the 2029 Senior Notes and the 2028 Senior Notes, the future contractual cash flows are discounted at our estimate of current market rates of interest, which were determined based upon the average interest rates of similar senior notes within the homebuilding industry (Level 2 measurement).

The following table below shows the level and measurement of liabilities at December 31, 2022 December 31, 2023 and 2021 2022 (in thousands):

	Fair Value Hierarchy	December 31, 2022		December 31, 2021	
		Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
2029 Senior Notes (1)	Level 2	\$ 300,000	\$ 246,969	\$ 300,000	\$ 299,302

	Fair Value Hierarchy	December 31, 2023		December 31, 2022	
		Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
2029 Senior Notes (1)	Level 2	\$ 300,000	\$ 296,381	\$ 300,000	\$ 246,969
2028 Senior Notes (1)	Level 2	\$ 400,000	\$ 486,306	\$ —	\$ —

(1) See [Note 6](#) for more details regarding the offering offerings of the 2029 Senior Notes and the 2028 Senior Notes.

11. RELATED PARTY TRANSACTIONS

Land Purchases from Affiliates

We did not enter into or complete any related party transactions during the year ending December 31, 2022, years ended December 31, 2023 and 2022.

For the year ended December 31, 2021, we completed a land purchase contract to purchase a total of 110 finished lots in Pasco County, Florida, from an affiliate of one of our directors for a total base purchase price of approximately \$4.0 million.

For the year ended December 31, 2021, we completed a land purchase contract to purchase a total of 25 finished lots in Burnet County, Texas, from an affiliate of a family member of our chief executive officer for a total base purchase price of approximately \$2.5 million.

12. RETIREMENT BENEFITS

Our employees are eligible to participate in a 401(k) savings plan. Employees are eligible to participate beginning in the quarterly period after completing 30 days of service and attaining the age of 21. Salary deferrals are allowed in amounts up to 100% of an eligible employee's salary, not to exceed the maximum permitted by law. We may make a discretionary match of

[Table of Contents](#)

up to 100% of the first 4% of an eligible employee's deferral, not to exceed the maximum allowed by law. For each of the years ended **December 31, 2022** **December 31, 2023**, **2021** **2022** and **2020**, our matching contributions were **\$4.5 million** **\$4.4 million**, **\$4.6 million** **\$4.5 million** and **\$4.0 million** **\$4.6 million**, respectively.

13. COMMITMENTS AND CONTINGENCIES

Contingencies

In the ordinary course of doing business, we are subject to claims or proceedings from time to time relating to the purchase, development and sale of real estate and homes and other aspects of our homebuilding operations. Management believes that these claims include usual obligations incurred by real estate developers and residential home builders in the normal course of business. In the opinion of management, these matters will not have a material effect on our consolidated financial position, results of operations or cash flows.

We have provided unsecured environmental indemnities to certain lenders and other counterparties. In each case, we have performed due diligence on the potential environmental risks including obtaining an independent environmental review from outside environmental consultants. These indemnities obligate us to reimburse the guaranteed parties for damages related to environmental matters. There is no term or damage limitation on these indemnities; however, if an environmental matter arises, we may have recourse against other previous owners. In the ordinary course of doing business, we are subject to regulatory proceedings from time to time related to environmental and other matters. In the opinion of management, these matters will not have a material effect on our consolidated financial position, results of operations or cash flows.

Land Deposits

We have land purchase contracts, generally through cash deposits, for the right to purchase land or lots at a future point in time with predetermined terms. We do not have title to the property, and obligations with respect to the land purchase contracts are generally limited to the forfeiture of the related nonrefundable cash deposits. The following is a summary of our land purchase deposits included in pre-acquisition costs and deposits (in thousands, except for lot count):

	December 31,		
	2022	2021	
	December 31,		December 31,
	2023	2023	2022
Land deposits and option payments ⁽¹⁾	Land deposits and option payments ⁽¹⁾	\$ 22,406	\$ 37,499
Commitments under the land purchase contracts if the purchases are consummated	Commitments under the land purchase contracts if the purchases are consummated	\$ 411,776	\$ 921,345
Lots under land purchase contracts ⁽¹⁾	Lots under land purchase contracts ⁽¹⁾	13,184	36,978

(1) Includes land banking financing arrangements, see [Note 3](#) and [Note 5](#) for more details regarding real estate not owned.

As of **December 31, 2022** **December 31, 2023** and **2021**, approximately **\$12.8 million** **\$11.4 million** and **\$19.3 million** **\$12.8 million**, respectively, of the land deposits are related to purchase contracts to deliver finished lots that are refundable under certain circumstances, such as feasibility or specific performance, and secured by mortgages or letters of credit or guaranteed by the seller or its affiliates.

Lease Obligations

We recognize lease obligations and associated right-of-use ("ROU") assets for our existing non-cancelable leases. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants. We have non-cancelable operating leases primarily associated with our corporate and regional office facilities. Operating lease expense is recognized on a straight-line basis over the lease term, subject to any changes in the lease or expectations regarding the terms. Variable lease costs such as common area costs and property taxes are expensed as incurred. Leases with an initial term of 12 months or less are not recorded on the balance sheet. The lease term may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. As our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. ROU assets, as included in other assets on the consolidated balance sheets, were **\$4.9 million** **\$4.6 million** and **\$5.1 million** as of **December 31, 2022** **December 31, 2023** and **2021**, respectively. Lease obligations, as included in accrued expenses and other liabilities on the consolidated balance sheets, were **\$5.2 million** and **\$5.2 million** as of **December 31, 2022** **December 31, 2023** and **2021**, respectively.

Operating lease cost, as included in general and administrative expense in our consolidated statements of operations, totaled \$2.1 million \$2.5 million, \$1.7 million \$2.1 million and \$1.6 million \$1.7 million for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively. Cash paid for amounts included in the measurement of lease liabilities for operating leases during the years ended December 31, 2022 December 31, 2023 and 2021 2022 was \$1.8 million \$1.9 million and \$1.6 \$1.8 million, respectively. As of December 31, 2022 December 31, 2023, the weighted-average discount rate was 5.5% 5.9% and our weighted-average remaining life was 4.7 2.6 years. We do not have any significant lease contracts that have not yet commenced at December 31, 2022 December 31, 2023.

Table of Contents

The table below shows the future minimum payments under non-cancelable operating leases at December 31, 2022 December 31, 2023 (in thousands):

Year	Year	Operating	
Ending	Ending	leases	Year Ending December 31,
December	December		
31,	31,		
2023		\$ 1,517	Operating leases
2024	2024	1,252	
2025	2025	1,020	
2026	2026	885	
2027	2027	772	
2028			
Thereafter	Thereafter	469	
Total	Total	5,915	
Lease	Lease		
amount	amount		
representing	representing		
interest	interest	(733)	
Present	Present		
value of	value of		
lease	lease		
liabilities	liabilities	\$ 5,182	

Bonding and Letters of Credit

We have outstanding letters of credit and performance and surety bonds totaling \$368.1 million \$357.0 million (including \$33.4 million \$28.1 million of letters of credit issued under the Credit Agreement) and \$206.8 million \$368.1 million (including \$9.1 million of letters of credit issued under the Credit Agreement) our credit agreement then in effect) at December 31, 2022 December 31, 2023 and 2021, 2022, respectively, related to our obligations for site improvements at various projects. Management does not believe that draws upon the letters of credit, surety bonds, or financial guarantees if any, will have a material effect on our consolidated financial position, results of operations, or cash flows.

Investment in Unconsolidated Entities

In 2019, As of December 31, 2023, we entered as a limited partner into a real estate investment fund with a maximum \$30.0 million commitment. The term of the commitment is eight years and includes renewals of up to two additional years. Additionally, in 2021, we entered into a had one equity-method land joint venture with a and two additional joint ventures engaged in mortgage lender, and insurance activities that primarily provide services to our homebuyers. As of December 31, 2022 December 31, 2023 and 2021, 2022, we have a total of \$11.2 \$21.5 million and \$5.6 \$11.2 million, respectively, within other assets on the balance sheet relating to our investment in this real estate investment fund and the mortgage joint venture, ventures associated with our operations. Contributions into the unconsolidated entities are for the use of investing in certain real estate transactions and residential mortgage services, respectively. Income associated with our investment in unconsolidated entities was \$5.5 million \$12.8 million and \$5.5 million, within other income, net on the statement of operations for the year years ended December 31, 2022, December 31, 2023 and 2022, respectively. We did not have any income recognized for our investment in unconsolidated entities for the year ended December 31, 2021.

14. REVENUES

Revenue Recognition

Revenues from home sales are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. Revenues from home sales are recorded at the time each home sale is closed, title and possession are transferred to the customer and we have no significant continuing involvement with the home. Home sales discounts and incentives granted to customers, which are related to the customers' closing costs that we pay on the customers' behalf, are recorded as a reduction of revenue in our consolidated financial statements of operations.

The following table presents our home sales revenues disaggregated by revenue stream (in thousands):

For the Year Ended December 31,			For the Year Ended December 31,
2022	2021	2020	
For the Year Ended			
December 31,			

		2023	2023	2022	2022	2021
Retail home sales revenues	Retail home sales revenues	\$ 1,963,896	\$ 2,700,866	\$ 2,191,301		
Wholesale home sales revenues	Wholesale home sales revenues	340,559	349,283	176,628		
Total home sales revenues	Total home sales revenues	\$ 2,304,455	\$ 3,050,149	\$ 2,367,929		

[Table of Contents](#)

The following table presents our home sales revenues disaggregated by geography, based on our determined reportable segments in [Note 15](#) (in thousands):

		For the Year Ended December 31,				
		2022	2021	2020		
		For the Year Ended December 31,			For the Year Ended December 31,	
		2023		2023		2021
Central	Central	\$ 1,011,844	\$ 1,252,782	\$ 850,375		
Southeast	Southeast	455,340	594,742	559,226		
Northwest	Northwest	253,416	510,497	389,523		
West	West	300,968	351,219	286,130		
Florida	Florida	282,887	340,909	282,675		
Home sales revenues	Home sales revenues	\$ 2,304,455	\$ 3,050,149	\$ 2,367,929		

Home Sales Revenues

We generate revenues primarily by delivering move-in ready entry-level and move-up spec homes sold under our LGI Homes brand and our luxury series spec homes sold under our Terrata Homes brand.

Retail homes sold under both our LGI Homes brand and Terrata Homes brand focus on providing move-in ready homes with standardized features within favorable markets that meet certain demographic and economic conditions. Our LGI Homes brand primarily markets to entry-level or first-time homebuyers, while our Terrata Homes brand primarily markets to move-up homebuyers.

Wholesale homes are primarily sold under a bulk sales agreement and focus on providing move-in ready homes with standardized features to real estate investors that will ultimately use the single-family homes as rental properties.

Performance Obligations

Our contracts with customers include a single performance obligation to transfer a completed home to the customer. We generally determine selling price per home on the expected cost plus margin. Our contracts contain no significant financing terms as customers who finance do so through a third party. Performance obligations are satisfied at a moment in time when the home is complete and control of the asset is transferred to the customer at closing. Home sales proceeds are generally received from the title company within a few business days after closing.

Sales and broker commissions are incremental costs incurred to obtain a contract with a customer that would not have been incurred if the contract had not been obtained. Sales and broker commissions are expensed upon fulfillment of a home closing. Advertising costs are costs to obtain a contract that would have been incurred regardless of whether the contract was obtained and are recognized as an expense when incurred. Sales and broker commissions and advertising costs are recorded within sales and marketing expense presented in our consolidated statements of operations as selling expenses.

15. SEGMENT INFORMATION

We operate one principal homebuilding business that is organized and reports by division. We have seven operating segments (our Central, Midwest, Southeast, Mid-Atlantic, Northwest, West and Florida divisions) that we aggregate into five qualifying reportable segments at [December 31, 2022](#) [December 31, 2023](#): our Central, Southeast, Northwest, West and Florida divisions. These segments reflect the way the Company evaluates its business performance and manages its operations. The Central division is our largest division and comprised approximately [43.9%](#) [31.0%](#), [41.1%](#) [43.9%](#) and [35.9%](#) [41.1%](#) of total home sales revenues for the years ended [December 31, 2022](#) [December 31, 2023](#), [2021](#) [2022](#) and [2020](#) [2021](#), respectively.

In accordance with ASC 280, *Segment Reporting*, operating segments are defined as components of an enterprise for which separate financial information is available that is evaluated regularly by the chief operating decision-makers ("CODMs") in deciding how to allocate resources and in assessing performance. The CODMs primarily evaluate performance based on the number of homes closed, gross margin and average sales price per home closed.

In determining the most appropriate reportable segments, we consider operating segments' economic and other characteristics, including home floor plans, average selling prices, gross margin percentage, geographical proximity, production construction processes, suppliers, subcontractors, regulatory environments, customer type and underlying demand and supply. Each operating segment follows the same accounting policies and is managed by our management team. We have no inter-segment sales, as all sales are to external customers. Operating results for each segment may not be indicative of the results for such segment had it been an independent, stand-alone entity for the periods presented.

[Table of Contents](#)

Financial information relating to our reportable segments was as follows (in thousands):

		For the Year Ended December 31,		
		2022	2021	2020
		For the Year Ended December 31,		
		2023	2022	2021
Revenues:	Revenues:			
Central	Central			
Central	Central			
Central	Central	\$ 1,011,844	\$ 1,252,782	\$ 850,375
Southeast	Southeast	455,340	594,742	559,226
Northwest	Northwest	253,416	510,497	389,523
West	West	300,968	351,219	286,130
Florida	Florida	282,887	340,909	282,675
Total home sales revenues	Total home sales revenues	\$ 2,304,455	\$ 3,050,149	\$ 2,367,929
Net income (loss) before income taxes:	Net income (loss) before income taxes:			
Net income (loss) before income taxes:	Net income (loss) before income taxes:			
Central	Central			
Central	Central			
Central	Central	\$ 213,151	\$ 242,615	\$ 154,772
Southeast	Southeast	88,382	105,572	79,394
Northwest	Northwest	51,006	115,002	71,256
West	West	26,643	50,809	35,847
Florida	Florida	37,786	49,927	32,550
Corporate	Corporate			
(1)	(1)	1,148	(21,150)	(5,970)
Total net income before income taxes	Total net income before income taxes	\$ 418,116	\$ 542,775	\$ 367,849
(1) The Corporate balance consists of general and administration unallocated costs for various shared service functions and non-strategic other income, as well as our warranty reserve. Actual warranty expenses are reflected within the reportable segments. For the year ended December 31, 2021, the Corporate balance includes \$14.0 million of loss on extinguishment of debt. Additionally, for the year ended December 31, 2022, the Corporate balance includes the \$7.1 million gain on the sale of the three-year interest rate cap of LIBOR prior to its expiration. Also, for the year ended December 31, 2021, the Corporate balance includes \$14.0 million of loss on extinguishment of debt.				
		December 31,		
		December 31,		
		December 31,		

Assets:	Assets:	2022	2021	Assets:	2023	2022
Central	Central	\$ 986,779	\$ 857,174			
Southeast	Southeast	633,542	438,423			
Northwest	Northwest	485,086	349,752			
West	West	599,714	384,548			
Florida	Florida	334,824	221,763			
Corporate	Corporate					
(1)	(1)	84,883	100,205			
Total assets	Total assets	\$3,124,828	\$2,351,865			

(1) The Corporate balance consists primarily of cash and investments in unconsolidated entities and entities. Additionally, at December 31, 2022, the Corporate balance includes tax receivables.

[Table of Contents](#)

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, management has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934) as of December 31, 2022 December 31, 2023. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, our disclosure controls and procedures are effective to ensure information is recorded, processed, summarized and reported within the periods specified in the Securities and Exchange Commission's rules and forms and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

Management of LGI Homes, Inc. (the "Company") is responsible for establishing and maintaining effective internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting. The Company's internal control over financial reporting is a process designed, as defined in Rule 13a-15(f) under the Exchange Act, to provide reasonable assurance to the Company's management and board of directors regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles in the United States.

In connection with respect to the preparation of the Company's annual consolidated financial statements, and the processes under which they were prepared, management of the Company has undertaken an assessment of the effectiveness of the Company's internal control over financial reporting based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the 2013 COSO framework). Management's assessment included an evaluation of the design of the Company's internal control over financial reporting and testing of the operational effectiveness of the Company's internal control over financial reporting. Based on this assessment, management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2022 December 31, 2023.

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

Ernst & Young LLP, the independent registered public accounting firm that audited the Company's consolidated financial statements included in this Annual Report on Form 10-K, has issued an attestation report on the effectiveness of the Company's internal control over financial reporting which appears below.

Changes in Internal Controls

No change in our internal control over financial reporting as such term is defined in Exchange Act Rule 13a-15(f) occurred during the year ended December 31, 2022 December 31, 2023 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

[Table of Contents](#)

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of LGI Homes, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited LGI Homes, Inc.'s internal control over financial reporting as of December 31, 2022 December 31, 2023, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, LGI Homes, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022 December 31, 2023, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2022 December 31, 2023 and 2021, 2022, the related consolidated statements of operations, equity and cash flows for each of the three years in the period ended December 31, 2022 December 31, 2023, and the related notes and our report dated February 21, 2023 February 20, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying "Management's Report on Internal Control Over Financial Reporting". Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

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

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

/s/ Ernst & Young LLP

Houston, Texas
February 21, 2023 20, 2024

[Table of Contents](#)

ITEM 9B. OTHER INFORMATION

[None. Rule 10b5-1 Trading Arrangements](#)

During the three months ended December 31, 2023, no director or officer (as defined in Rule 16a-1(f) under the Exchange Act) of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

[Table of Contents](#)

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information called for by Item 10, to the extent not set forth in "Business—Executive Officers" in Item 1, will be set forth in the definitive proxy statement relating to the 2023 2024 annual meeting of stockholders of LGI Homes, Inc. pursuant to SEC Regulation 14A. Such definitive proxy statement relates to a meeting of stockholders involving the election of directors and the portions thereof called for by Item 10 are incorporated herein by reference pursuant to Instruction G to Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

The information called for by Item 11 will be set forth in the definitive proxy statement relating to the 2023 2024 annual meeting of stockholders of LGI Homes, Inc. pursuant to SEC Regulation 14A. Such definitive proxy statement relates to a meeting of stockholders involving the election of directors and the portions thereof called for by Item 11 are incorporated herein by reference pursuant to Instruction G to Form 10-K.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information called for by Item 12 will be set forth in the definitive proxy statement relating to the **2023** **2024** annual meeting of stockholders of LGI Homes, Inc. pursuant to SEC Regulation 14A. Such definitive proxy statement relates to a meeting of stockholders involving the election of directors and the portions thereof called for by Item 12 are incorporated herein by reference pursuant to Instruction G to Form 10-K.

ITEM 13. CERTAIN RELATIONSHIPS, RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information called for by Item 13 will be set forth in the definitive proxy statement relating to the **2023** **2024** annual meeting of stockholders of LGI Homes, Inc. pursuant to SEC Regulation 14A. Such definitive proxy statement relates to a meeting of stockholders involving the election of directors and the portions thereof called for by Item 13 are incorporated herein by reference pursuant to Instruction G to Form 10-K.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information called for by Item 14 will be set forth in the definitive proxy statement relating to the **2023** **2024** annual meeting of stockholders of LGI Homes, Inc. pursuant to SEC Regulation 14A. Such definitive proxy statement relates to a meeting of stockholders involving the election of directors and the portions thereof called for by Item 14 are incorporated herein by reference pursuant to Instruction G to Form 10-K.

[**Table of Contents**](#)

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENTS SCHEDULES

(1) The following Consolidated Financial Statements as set forth in Item 8 of this report are filed herein.

Consolidated Financial Statements

The report of LGI Homes, Inc.'s independent registered public accounting firm (PCAOB ID:42) with respect to the below-referenced financial statements and their report on internal control over financial reporting are included in Item 8 and Item 9A of this Form 10-K. Their consent appears as Exhibit 23.1 of this Form 10-K.

[Report of Independent Registered Public Accounting Firm](#)

[Consolidated Balance Sheets as of December 31, 2022 December 31, 2023 and 2021 2022](#)

[Consolidated Statements of Operations for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021](#)

[Consolidated Statements of Equity from December 31, 2019 December 31, 2020 to December 31, 2022 December 31, 2023](#)

[Consolidated Statements of Cash Flows for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021](#)

[Notes to the Consolidated Financial Statements for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021](#)

(2) Financial Statement Schedules

All schedules are omitted because the required information is not present, in amounts sufficient to require submission of the schedule, or because the required information is included in the financial statements and related notes thereto.

[**Table of Contents**](#)

(3) Exhibits

The exhibits filed or furnished as part of this annual report on Form 10-K are listed in the Index to Exhibits, which Index includes the management contracts or compensatory plans or arrangements required to be filed as exhibits to this Annual Report on Form 10-K by Item 601(b)(10)(iii) of Regulation S-K, and is incorporated in this Item by reference.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Incorporation of LGI Homes, Inc. (incorporated herein by reference to Exhibit 3.1 to the Registration Statement on Form S-1 (Registration No. 333-190853) of LGI Homes, Inc. filed with the SEC on August 28, 2013).
3.2	Certificate of Amendment of Certificate of Incorporation of LGI Homes, Inc. (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-36126) of LGI Homes, Inc. filed with the SEC on May 1, 2023).
3.3	Bylaws of LGI Homes, Inc. (incorporated herein by reference to Exhibit 3.2 to the Registration Statement on Form S-1 (Registration No. 333-190853) of LGI Homes, Inc. filed with the SEC on August 28, 2013).
4.1	Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated herein by reference to Exhibit 4.1 to the Annual Report on Form 10-K for the year ended December 31, 2019 (File No. 001-36126) of LGI Homes, Inc. filed with the SEC on February 25, 2020).
4.2	Indenture, dated as of July 6, 2018, among LGI Homes, Inc., the potential subsidiary guarantors listed therein and Wilmington Trust, National Association, as trustee (incorporated herein by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-36126) of LGI Homes, Inc. filed with the SEC on July 6, 2018).
4.3	Third Supplemental Indenture, dated as of June 28, 2021, among LGI Homes, Inc., the subsidiary guarantors listed therein and Wilmington Trust, National Association, as trustee, governing LGI Homes, Inc.'s 4.000% Senior Notes due 2029, including the form of the Notes (incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K (File No. 001-36126) of LGI Homes, Inc. filed with the SEC on June 28, 2021).
4.4	Fourth Supplemental Indenture, dated as of November 21, 2023, among LGI Homes, Inc., the subsidiary guarantors listed therein and Regions Bank, as trustee, governing LGI Homes, Inc.'s 8.750% Senior Notes due 2028, including the form of the Notes (incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K (File No. 001-36126) of LGI Homes, Inc. filed with the SEC on November 21, 2023).
10.1+	Employment Agreement, dated as of November 13, 2018, between the Company and Eric Lipar, the Company's Chief Executive Officer and Chairman of the Board (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-36126) of LGI Homes, Inc. filed with the SEC on November 16, 2018).
10.2+	LGI Homes, Inc. Amended and Restated 2013 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.1 to Amendment No. 1 to the Registration Statement on Form S-1 (Registration No. 333-190853) of LGI Homes, Inc. filed with the SEC on May 9, 2017).
10.3+	LGI Homes, Inc. 2016 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.1 to the Registration Statement on Form S-8 (Registration No. 333-211843) of LGI Homes, Inc. filed with the SEC on June 3, 2016).
10.4	Fifth Amended and Restated Credit Agreement, dated as of April 28, 2021, by and among LGI Homes, Inc., each of the financial institutions initially a signatory thereto, and Wells Fargo Bank, National Association, as administrative agent (incorporated herein by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (File No. 001-36126) of LGI Homes, Inc. filed with the SEC on May 4, 2021).
10.5	First Amendment to Fifth Amended and Restated Credit Agreement, dated as of February 22, 2022, by and among LGI Homes, Inc., each of the financial institutions initially a signatory thereto, and Wells Fargo Bank, National Association, as administrative agent (incorporated herein by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 (File No. 001-36126) of LGI Homes, Inc. filed with the SEC on May 3, 2022).
10.6	Lender Addition and Acknowledgement Agreement and Second Amendment to Fifth Amended and Restated Credit Agreement, dated as of April 29, 2022, by and among LGI Homes, Inc., each of the financial institutions initially a signatory thereto, and Wells Fargo Bank, National Association, as administrative agent (incorporated herein by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 (File No. 001-36126) of LGI Homes, Inc. filed with the SEC on May 3, 2022).
10.7	Third Amendment to Fifth Amended and Restated Credit Agreement, dated as of April 28, 2023, by and among LGI Homes, Inc., each of the financial institutions initially a signatory thereto, and Wells Fargo Bank, National Association, as administrative agent (incorporated herein by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2023 (File No. 001-36126) of LGI Homes, Inc. filed with the SEC on May 2, 2023).

Table of Contents

10.8	Fourth Amendment to Fifth Amended and Restated Credit Agreement dated as of December 5, 2023, by and among LGI Homes, Inc., each of the financial institutions initially a signatory thereto, and Wells Fargo Bank, National Association, as administrative agent (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K(File No. 001-36126) of LGI Homes, Inc. filed with the SEC on December 11, 2023).
21.1*	List of Subsidiaries of LGI Homes, Inc.
23.1*	Consent of Independent Registered Public Accounting Firm
31.1*	CEO Certification, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	CFO Certification, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
97.1*	Policy for the Recovery of Erroneously Awarded Compensation
101.INST	Inline XBRL Instance Document — the instance document does not appear in the Interactive Data File because its 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.

+ Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Form 10-K.

XBRL information is deemed not filed or a part of a registration statement or Annual Report for purposes of Sections 11 and 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under such sections.

[Table of Contents](#)

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LGI Homes, Inc.

Date: February 21, 2023 20, 2024

/s/ Eric Lipar

Eric Lipar

Chief Executive Officer and Chairman of the Board

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Eric Lipar Eric Lipar	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	February 21, 2023 20, 2024
/s/ Charles Merdian Charles Merdian	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	February 21, 2023 20, 2024
/s/ Ryan Edone Ryan Edone	Director	February 21, 2023 20, 2024
/s/ Shailee Parikh Shailee Parikh	Director	February 21, 2023 20, 2024
/s/ Bryan Sansbury Bryan Sansbury	Director	February 21, 2023 20, 2024
/s/ Maria Sharpe Maria Sharpe	Director	February 21, 2023 20, 2024
/s/ Steven Smith Steven Smith	Director	February 21, 2023 20, 2024
/s/ Robert Vaharadian Robert Vaharadian	Director	February 21, 2023 20, 2024

84 82

Exhibit 21.1

LIST OF SUBSIDIARIES OF LGI HOMES, INC.

LGI HOMES GROUP – ALABAMA, LLC, a Texas an Alabama limited liability company
 LGI HOMES - DECKER OAKS, ARIZONA, LLC, a Texas limited liability company
 LGI HOMES - E SAN ANTONIO, LLC, a Texas limited liability company
 LGI HOMES - FW, LLC, a Texas limited liability company
 LGI HOMES - GEORGIA, LLC, a Georgia limited liability company
 LGI HOMES - LAKES OF MAGNOLIA, LLC, a Texas limited liability company
 LGI HOMES - PRESIDENTIAL GLEN, LLC, a Texas limited liability company
 LGI HOMES - QUAIL RUN, LLC, a Texas limited liability company
 LGI HOMES - SALTGRASS, LLC, a Texas limited liability company
 LGI HOMES - STEWARTS FOREST, LLC, a Texas limited liability company
 LGI HOMES - TEXAS, LLC, a Texas limited liability company
 LGI HOMES - WINDMILL FARMS, LLC, a Texas limited liability company
 LGI HOMES - WOODLAND CREEK, LLC, a Texas an Arizona limited liability company
 LGI HOMES AZ CONSTRUCTION, LLC, an Arizona limited liability company
 LGI HOMES AZ SALES, LLC, an Arizona limited liability company
 LGI HOMES – CALIFORNIA, LLC, a California limited liability company
 LGI REALTY – CALIFORNIA, INC, a California for profit corporation
 LGI HOMES - ARIZONA, COLORADO, LLC, an Arizona a Colorado limited liability company
 LGI REALTY – COLORADO, LLC, a Colorado limited liability company
 LGI HOMES CORPORATE, LLC, a Texas limited liability company
 LGI HOMES GROUP, LLC, a Texas limited liability company
 LGI LIVING, LLC, a Texas limited liability company
 LGI LIVING – LEASING, LLC, a Delaware limited liability company
 LGI LIVING – SFR 1, LLC, a Delaware limited liability company
 LGI HOMES - FLORIDA, LLC, a Florida limited liability company
 LGI HOMES - GLENNWILDE, LLC, an Arizona limited liability company
 LGI HOMES - SAN TAN HEIGHTS, LLC, an Arizona limited liability company
 LGI HOMES - NEW MEXICO, REALTY – FLORIDA, LLC, a New Mexico limited liability company

LGI HOMES NM CONSTRUCTION, LLC, a New Mexico limited liability company
LGI HOMES - COLORADO, LLC, a Colorado limited liability company
LGI HOMES - NC, LLC, a North Carolina limited liability company
LGI HOMES - SC, LLC, a South Carolina limited liability company
LGI FUND III HOLDINGS, LLC, a Texas limited liability company
LGI CROWLEY LAND PARTNERS, LLC, a Texas limited liability company
LGI HOMES AVONDALE, LLC, a Georgia limited liability company
LGI HOMES - MAPLE PARK, LLC, a Georgia limited liability company
LGI HOMES - MAPLE LEAF, LLC, a Texas limited liability company
LGI HOMES - SHALE CREEK, LLC, a Texas limited liability company
LGI HOMES - STERLING LAKES PARTNERS, LLC, a Texas limited liability company
LGI HOMES CORPORATE, LLC, a Texas limited liability company
LGI HOMES SERVICES, LLC, a Texas limited liability company
LGI HOMES - BLUE HILLS, LLC, an Arizona Florida limited liability company
LGI HOMES - KRENSON WOODS, LLC, a Delaware limited liability company
LUCKY RANCH PARTNERS, LLC, a Delaware limited liability company
LGI HOMES - CANYON CROSSING, GEORGIA, LLC, a Texas limited liability company
LGI HOMES - DEER CREEK, LLC, a Texas limited liability company
LGI HOMES II, LLC, a Texas limited liability company
LGI HOMES - SUNRISE MEADOW, LLC, a Texas limited liability company
RIVERCHASE ESTATES PARTNERS, LLC, a South Carolina Georgia limited liability company
LGI HOMES REALTY LLC, a Georgia limited liability company
LGI HOMES – TENNESSEE, MARYLAND, LLC, a Tennessee limited liability company
LGI HOMES – WASHINGTON, LLC, a Washington limited liability company
LGI REALTY – WASHINGTON, LLC, a Washington limited liability company
LGI HOMES – OREGON LLC, an Oregon limited liability company
LGI HOMES – ALABAMA, LLC, an Alabama Maryland limited liability company
LGI HOMES – MINNESOTA, LLC, a Minnesota limited liability company
LGI REALTY – MINNESOTA, LLC, a Minnesota limited liability company
LGI HOMES – NEVADA, LLC, a Nevada limited liability company
LGI HOMES - NEW MEXICO, LLC, a New Mexico limited liability company
LGI HOMES NM CONSTRUCTION, LLC, a New Mexico limited liability company
LGI HOMES - NC, LLC, a North Carolina limited liability company
LGI REALTY – NC, LLC, a North Carolina limited liability company
LGI HOMES – OKLAHOMA, LLC, an Oklahoma limited liability company
LGI LEASING, REALTY – OKLAHOMA, LLC, a Texas limited liability company
LGI LIVING, LLC, a Texas an Oklahoma limited liability company
LGI HOMES – CALIFORNIA, OREGON LLC, a California limited liability company

Exhibit 21.1

LGI HOMES – MARYLAND, LLC, a Maryland an Oregon limited liability company
LGI HOMES – PENNSYLVANIA, LLC, a Pennsylvania limited liability company
LGI HOMES - SC, LLC, a South Carolina limited liability company
RIVERCHASE ESTATES PARTNERS, LLC, a South Carolina limited liability company
LGI HOMES – TENNESSEE, LLC, a Tennessee limited liability company
LGI HOMES - TEXAS, LLC, a Texas limited liability company
LGI HOMES - E SAN ANTONIO, LLC, a Texas limited liability company
LGI CROWLEY LAND PARTNERS, LLC, a Texas limited liability company
LUCKY RANCH PARTNERS, LLC, a Delaware limited liability company
LGI HOMES - STERLING LAKES PARTNERS, LLC, a Texas limited liability company
LGI HOMES – UTAH, LLC, a Utah limited liability company
LGI HOMES – VIRGINIA, LLC, a Virginia limited liability company
LGI REALTY – VIRGINIA, LLC, a Virginia limited liability company
LGI HOMES – WASHINGTON, LLC, a Washington limited liability company
LGI REALTY – WASHINGTON, LLC, a Washington limited liability company
LGI HOMES – WEST VIRGINIA, LLC, a West Virginia limited liability company
LGI REALTY – WEST VIRGINIA, LLC, a West Virginia limited liability company
LGI HOMES – WISCONSIN, LLC, a Wisconsin limited liability company
LGI REALTY – CALIFORNIA, INC, a California for profit corporation
LGI REALTY – NC, LLC, a North Carolina limited liability company
LGI REALTY – OKLAHOMA, LLC, an Oklahoma limited liability company
LGI REALTY – WEST VIRGINIA, LLC, a West Virginia limited liability company
LGI HOMES – UTAH, LLC, a Utah limited liability company

EXHIBIT 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-217811) of LGI Homes, Inc. pertaining to the Amended and Restated LGI Homes, Inc. 2013 Equity Incentive Plan, and
- (2) Registration Statement (Form S-8 No. 333-211843) of LGI Homes, Inc. pertaining to the LGI Homes, Inc. 2016 Employee Stock Purchase Plan;

of our reports dated **February 21, 2023** **February 20, 2024**, with respect to the consolidated financial statements of LGI Homes, Inc. and the effectiveness of internal control over financial reporting of LGI Homes, Inc. included in this Annual Report (Form 10-K) of LGI Homes, Inc. for the year ended **December 31, 2022** **December 31, 2023**.

/s/ Ernst & Young LLP

Houston, Texas

February **21, 2023** **20, 2024**

nt-size:9pt;font-weight:400;line-height:120%">>1

EXHIBIT 31.1

CEO CERTIFICATION
PURSUANT TO SECTION 302 OF THE
SARBANES - OXLEY ACT OF 2002

I, Eric Lipar, certify that:

1. I have reviewed this Annual Report on Form 10-K of LGI Homes, Inc. (the "Registrant");
2. Based on my knowledge, this Annual 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 Annual Report;
3. Based on my knowledge, the financial statements, and other financial information included in this Annual 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 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Annual 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 Annual Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Annual 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 Registrant's Board of Directors (or persons performing the equivalent functions):

- a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
- b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: **February 21, 2023** **February 20, 2024**

By:	/s/ Eric Lipar
	Eric Lipar
	Chief Executive Officer and Chairman of the Board
	LGI Homes, Inc.

EXHIBIT 31.2

CFO CERTIFICATION
PURSUANT TO SECTION 302 OF THE
SARBANES - OXLEY ACT OF 2002

I, Charles Merdian, certify that:

1. I have reviewed this Annual Report on Form 10-K of LGI Homes, Inc. (the "Registrant");
2. Based on my knowledge, this Annual 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 Annual Report;
3. Based on my knowledge, the financial statements, and other financial information included in this Annual 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 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Annual 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 Annual Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Annual 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 Registrant's Board of Directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: **February 21, 2023** **February 20, 2024**

By:

/s/ Charles Merdian

Charles Merdian
Chief Financial Officer and Treasurer
LGI Homes, Inc.

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 Annual Report of LGI Homes, Inc. (the "Company") on Form 10-K for the fiscal year ended **December 31, 2022** **December 31, 2023** as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Eric Lipar, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February **21, 2023** **20, 2024**

/s/ Eric Lipar

Eric Lipar
Chief Executive Officer and Chairman of the Board
LGI Homes, Inc.

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 Annual Report of LGI Homes, Inc. (the "Company") on Form 10-K for the fiscal year ended **December 31, 2022** **December 31, 2023** as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Charles Merdian, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February **21, 2023** **20, 2024**

/s/ Charles Merdian

Charles Merdian
Chief Financial Officer and Treasurer
LGI Homes, Inc.

EX 97.1

LGI HOMES, INC.

POLICY FOR THE RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION

1. Purpose. The purpose of this Policy is to describe circumstances in which the Company will recover Erroneously Awarded Compensation and the process for such recovery. This Policy is intended to comply with (a) Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, as codified in Section 10D of the Exchange Act, and implemented by Rule 10D-1 thereunder adopted by the Commission and (b) Rule 5608 of the Nasdaq Stock Market LLC Rules.

2. Administration. This Policy shall be administered by the Compensation Committee. Any determinations made by the Compensation Committee shall be final and binding on all affected individuals.

3. Definitions. For purposes of this Policy, the following capitalized terms shall have the meanings set forth below.

a. **"Audit Committee"** means the Audit Committee of the Board.

b. **"Board"** means the Board of Directors of the Company.

c. **"Commission"** means the Securities and Exchange Commission.

d. **"Company"** means LGI Homes, Inc., a Delaware corporation.

e. **"Compensation Committee"** means the Compensation Committee of the Board.

f. **"Compensation Eligible for Recovery"** means Incentive-based Compensation received by an individual:

i. after beginning service as an Executive Officer,

ii. who served as an Executive Officer at any time during the performance period for the applicable Incentive-based Compensation (regardless of whether such individual is serving as an Executive Officer at the time the Erroneously Awarded Compensation is required to be repaid to the Company),

iii. while the Company had a class of securities listed on a national securities exchange or a national securities association,

iv. during the applicable Recovery Period, and v. after the Effective Date.

g. **"Effective Date"** means October 1, 2023.

h. **"Erroneously Awarded Compensation"** means the Compensation Eligible for Recovery less the amount of such compensation as it would have been determined based on the restated amounts, computed without regard to any taxes paid.

i. **"Exchange Act"** means the Securities Exchange Act of 1934, as amended.

j. **"Executive Officer"** means the Company's principal executive officer, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice president of the Company in charge of a principal business unit, division, or function (such as sales, administration or finance) and any other officer who performs a significant policy-making function, and any other person who performs similar policy-making functions for the Company. For purposes of this policy, Executive Officers would include, at a minimum, executive officers identified pursuant to 17 C.F.R. 229.401(b).

k. **"Financial Reporting Measure"** means measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures that are derived wholly or in part from such measures. Stock price and total shareholder return are considered Financial Reporting Measures. For the avoidance of doubt, a Financial Reporting Measure need not be presented within the financial statements or included in a filing with the Commission.

l. **"Incentive-based Compensation"** means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

m. **"NASDAQ"** means the Nasdaq Stock Market LLC.

n. **"Policy"** means this Policy for the Recovery of Erroneously Awarded Compensation, as the same may be amended or amended and restated from time to time.

o. **"Recovery Period"** means the three (3) completed fiscal years immediately preceding the Restatement Date and any transition period (that results from a change in the Company's fiscal year) of less than nine (9) months within or immediately following those three (3) completed fiscal years.

p. **"Restatement"** means an accounting restatement:

- i. due to material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or ii. that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

q. **"Restatement Date"** means the earlier of:

- i. the date the Audit Committee concludes, or reasonably should have concluded, that the Company is required to prepare a Restatement, or ii. the date a court, regulator, or other legally authorized body directs the Company to prepare a Restatement.

4. Recovery of Erroneously Awarded Compensation.

a. The Chief Financial Officer or Chief Accounting Officer of the Company shall promptly report to the Audit Committee any instance in which the Company is required to prepare a Restatement.

b. Upon learning of a required Restatement, the Audit Committee shall determine the Restatement Date and shall promptly report to the Compensation Committee such determination.

c. The Chief Financial Officer (or another appropriate officer or third party designated by the Compensation Committee) shall promptly (but in any event within ninety (90) days following the Restatement) calculate the Erroneously Awarded Compensation for each affected individual, which calculation shall be subject to Compensation Committee approval. For purposes of calculating Erroneously Awarded Compensation:

i. Incentive-based Compensation shall be deemed received in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-based Compensation award is attained, even if the payment or grant of the Incentive-based Compensation occurs after the end of that period.

ii. Incentive-based Compensation based on (or derived from) stock price or total shareholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in a Restatement, shall be based on a reasonable estimate of the effect of the Restatement on the stock price or total shareholder return upon which the Incentive-based Compensation was received. The Company shall maintain documentation of the determination of such reasonable estimate and provide such documentation to NASDAQ.

d. Promptly following the Compensation Committee's approval of the Erroneously Awarded Compensation calculated by the Chief Financial Officer (or another appropriate officer designated by the Compensation Committee), the Company shall notify in writing each individual who received Erroneously Awarded Compensation of the amount of Erroneously Awarded Compensation received by such individual and shall demand payment or return, as applicable, of such Erroneously Awarded Compensation.

e. The Company shall demand recovery and recover Erroneously Awarded Compensation in compliance with this Policy except to the extent that the Compensation Committee determines that (I) recovery of the Erroneously Awarded Compensation would be duplicative of compensation recovered by the Company from the individual pursuant to Section 304 of the Sarbanes-Oxley Act or pursuant to other recovery obligations (in which case, the amount of Erroneously Awarded Compensation shall be appropriately reduced to avoid such duplication), or (II) recovery would be impracticable, and one of the following conditions applies:

i. the direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement, the Company must make a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover, and provide that documentation to NASDAQ;

ii. recovery would violate home country law where that law was adopted prior to November 28, 2022. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on violation of home country law, the Company must obtain an opinion of home country counsel, acceptable to NASDAQ, that recovery would result in such a violation, and must provide such opinion to NASDAQ; or iii. recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

f. Except as provided in Section 4(e), in no event may the Company accept repayment from the affected individual of less than the full amount of the Erroneously Awarded Compensation received by such individual.

g. The Compensation Committee shall determine, in its sole discretion, the method of recovering any Erroneously Awarded Compensation pursuant to this Policy, taking into account all facts and circumstances (including the time value of money and the cost to shareholders of delayed recovery), so long as such method complies with the terms of Rule 5608 of the Nasdaq Stock Market LLC Rules. If the Compensation Committee determines that an appropriate method of recovery is one other than the prompt repayment by the affected individual in cash or property, the Company may offer to enter into a repayment agreement with the affected individual (in a form and with terms reasonably acceptable to the Compensation Committee); provided, however, that if the affected individual does not sign and return the repayment agreement within thirty (30) days after the Company extends such offer, the affected individual will be required to repay the Erroneously Awarded Compensation received by such individual in a lump sum on or prior to the one hundred twentieth (120th) day following the Restatement.

h. If the affected individual fails to repay to the Company when due the full amount of the Erroneously Awarded Compensation received by such affected individual, the Company shall take all actions reasonable and appropriate to recover the full amount of the Erroneously Awarded Compensation from the affected individual.

5. **Disclosure.** The Company shall file all disclosures with respect to this Policy in accordance with the requirements of the securities laws, including the disclosure required by the applicable Commission filings.

6. **No Indemnification.** The Company shall not indemnify any current or former Executive Officer against the loss of Erroneously Awarded Compensation, and shall not pay, or reimburse any current or former Executive Officers for premiums for any insurance policy to fund such Executive Officer's potential recovery obligations.

7. **Effective Date.** This Policy shall be effective as of the Effective Date.

8. **Amendment and Interpretation.** The Compensation Committee may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary or advisable to reflect the regulations adopted by the Commission and to comply with any rules or standards adopted by NASDAQ. The Compensation Committee may at any time in its sole discretion, supplement, amend or terminate any provision of this Policy in any respect as the Compensation Committee determines to be necessary or appropriate. The Compensation Committee shall interpret and construe this Policy and make all determinations necessary or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act and Rule 10D-1 thereunder and Rule 5608 of the Nasdaq Stock Market LLC Rules and any other applicable rules adopted by the Commission.

9. **Other Recoupment Rights.** The Compensation Committee intends that this Policy will be applied to the fullest extent of the law. The Compensation Committee may require that any employment agreement, equity award agreement or similar agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require the party thereto to agree to abide by the terms of this Policy or implement arrangements designed to facilitate the administration hereof. Although not a prerequisite to enforcement of this Policy, each Executive Officer shall be required to sign and return to the Company the Acknowledgment Form attached hereto as **Exhibit A** pursuant to which such Executive Officer will agree to be bound by the terms and comply with this Policy. Any right of recovery under this Policy is in addition to, and not in lieu of, any other remedies or rights of recovery that may be available to the Company pursuant to the terms of any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the Company.

10. **Successors.** This Policy shall be binding and enforceable against all current and former Executive Officers and their beneficiaries, heirs, executors, administrators or other legal representatives.

EXHIBIT A

LGI HOMES, INC.

POLICY FOR THE RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION

ACKNOWLEDGEMENT FORM

By signing below, the undersigned acknowledges and confirms the undersigned has received and reviewed a copy of the LGI Homes, Inc. Policy for the Recovery of Erroneously Awarded Compensation (the "**Policy**"). Capitalized terms used but not otherwise defined in this Acknowledgement Form shall have the meanings ascribed to such terms in the Policy.

By signing this Acknowledgement Form, the undersigned acknowledges and agrees that the undersigned is and will continue to be subject to the Policy and that the Policy will apply both during and after the undersigned's employment with the Company. Further, by signing below, the undersigned agrees to abide by the terms of the Policy, including, without limitation, by returning any Erroneously Awarded Compensation (as defined in the Policy) to the Company to the extent required by, and in a manner permitted by, the Policy. For the avoidance of doubt, any recovery affected under the Policy shall not constitute grounds to terminate the undersigned's employment for "Good Reason" (or any term of similar meaning) under any employment or compensation arrangements, agreements, plans or programs.

Signed

Name (Printed)

Date

A-1

DISCLAIMER

THE INFORMATION CONTAINED IN THE REFINITIV CORPORATE DISCLOSURES DELTA REPORT™ IS A COMPARISON OF TWO FINANCIALS PERIODIC REPORTS. THERE MAY BE MATERIAL ERRORS, OMISSIONS, OR INACCURACIES IN THE REPORT INCLUDING THE TEXT AND THE COMPARISON DATA AND TABLES. IN NO WAY DOES REFINITIV OR THE APPLICABLE COMPANY ASSUME ANY RESPONSIBILITY FOR ANY INVESTMENT OR OTHER DECISIONS MADE BASED UPON THE INFORMATION PROVIDED IN THIS REPORT. USERS ARE ADVISED TO REVIEW THE APPLICABLE COMPANY'S ACTUAL SEC FILINGS BEFORE MAKING ANY INVESTMENT OR OTHER DECISIONS.

©2024, Refinitiv. All rights reserved. Patents Pending.