

TRI Pointe Group, Inc.  
Form 10-Q  
April 26, 2017

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

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FORM 10-Q

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(Mark One)

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

For the quarterly period ended March 31, 2017

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 1-35796

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

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

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19540 Jamboree Road, Suite 300  
Irvine, California 92612  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code (949) 438-1400

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes No

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

Large accelerated filer Accelerated filer  
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company  
Emerging Growth Company

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

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

158,765,743 shares of common stock were issued and outstanding as of April 17, 2017.

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**EXPLANATORY NOTE**

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

TRI POINTE GROUP, INC.  
FORM 10-Q  
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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

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

	March 31, 2017 (unaudited)	December 31, 2016
Assets		
Cash and cash equivalents	\$ 128,519	\$ 208,657
Receivables	65,999	82,500
Real estate inventories	3,046,092	2,910,627
Investments in unconsolidated entities	17,113	17,546
Goodwill and other intangible assets, net	161,361	161,495
Deferred tax assets, net	122,105	123,223
Other assets	58,527	60,592
Total assets	\$3,599,716	\$3,564,640
Liabilities		
Accounts payable	\$ 74,115	\$ 70,252
Accrued expenses and other liabilities	251,891	263,845
Unsecured revolving credit facility	250,000	200,000
Seller financed loan	—	13,726
Senior notes, net	1,169,914	1,168,307
Total liabilities	1,745,920	1,716,130
Commitments and contingencies (Note 13)		
Equity		
Stockholders' Equity:		
Preferred stock, \$0.01 par value, 50,000,000 shares authorized; no shares issued and outstanding as of March 31, 2017 and December 31, 2016, respectively	—	—
Common stock, \$0.01 par value, 500,000,000 shares authorized; 159,047,862 and 158,626,229 shares issued and outstanding at March 31, 2017 and December 31, 2016, respectively	1,590	1,586
Additional paid-in capital	882,352	880,822
Retained earnings	955,232	947,039
Total stockholders' equity	1,839,174	1,829,447
Noncontrolling interests	14,622	19,063
Total equity	1,853,796	1,848,510
Total liabilities and equity	\$3,599,716	\$3,564,640

See accompanying condensed notes to the unaudited consolidated financial statements.



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

	Three Months Ended	
	March 31,	
	2017	2016
Homebuilding:		
Home sales revenue	\$392,004	\$ 423,055
Land and lot sales revenue	578	355
Other operations revenue	568	580
Total revenues	393,150	423,990
Cost of home sales	318,404	324,499
Cost of land and lot sales	654	779
Other operations expense	560	566
Sales and marketing	26,700	26,321
General and administrative	34,649	28,531
Homebuilding income from operations	12,183	43,294
Equity in income (loss) of unconsolidated entities	138	(14 )
Other income, net	77	115
Homebuilding income before income taxes	12,398	43,395
Financial Services:		
Revenues	241	148
Expenses	74	58
Equity in income of unconsolidated entities	266	715
Financial services income before income taxes	433	805
Income before income taxes	12,831	44,200
Provision for income taxes	(4,614 )	(15,490 )
Net income	8,217	28,710
Net income attributable to noncontrolling interests	(24 )	(160 )
Net income available to common stockholders	\$8,193	\$ 28,550
Earnings per share		
Basic	\$0.05	\$ 0.18
Diluted	\$0.05	\$ 0.18
Weighted average shares outstanding		
Basic	158,769,478	161,895,640
Diluted	159,390,586	162,192,610

See accompanying condensed notes to the unaudited consolidated financial statements.

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

	Number of Shares of Common Stock (Note 1)	Common Stock	Additional Paid-in Capital	Retained Earnings	Total Stockholders' Equity	Noncontrolling Interests	Total Equity
Balance at December 31, 2015	161,813,750	\$ 1,618	\$ 911,197	\$ 751,868	\$ 1,664,683	\$ 21,780	\$ 1,686,463
Net income	—	—	—	195,171	195,171	962	196,133
Shares issued under share-based awards	373,332	4	583	—	587	—	587
Excess tax deficit of share-based awards, net	—	—	(165 )	—	(165 )	—	(165 )
Minimum tax withholding paid on behalf of employees for restricted stock units	—	—	(1,359 )	—	(1,359 )	—	(1,359 )
Stock-based compensation expense	—	—	12,612	—	12,612	—	12,612
Share repurchases	(3,560,853 )	(36 )	(42,046 )	—	(42,082 )	—	(42,082 )
Distributions to noncontrolling interests, net	—	—	—	—	—	(3,363 )	(3,363 )
Net effect of consolidations, de-consolidations and other transactions	—	—	—	—	—	(316 )	(316 )
Balance at December 31, 2016	158,626,229	1,586	880,822	947,039	1,829,447	19,063	1,848,510
Net income	—	—	—	8,193	8,193	24	8,217
Shares issued under share-based awards	461,020	4	742	—	746	—	746
Minimum tax withholding paid on behalf of employees for restricted stock units	—	—	(2,561 )	—	(2,561 )	—	(2,561 )
Stock-based compensation expense	—	—	3,841	—	3,841	—	3,841
Share repurchases	(39,387 )	—	(492 )	—	(492 )	—	(492 )
Distributions to noncontrolling interests, net	—	—	—	—	—	(415 )	(415 )
Net effect of consolidations, de-consolidations and other transactions	—	—	—	—	—	(4,050 )	(4,050 )
Balance at March 31, 2017	159,047,862	\$ 1,590	\$ 882,352	\$ 955,232	\$ 1,839,174	\$ 14,622	\$ 1,853,796

See accompanying condensed notes to the unaudited consolidated financial statements.





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

	Three Months Ended March 31,	
	2017	2016
Cash flows from operating activities:		
Net income	\$8,217	\$28,710
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	822	1,792
Equity in income of unconsolidated entities, net	(404)	(701)
Deferred income taxes, net	1,118	3,845
Amortization of stock-based compensation	3,841	2,605
Charges for impairments and lot option abandonments	321	182
Changes in assets and liabilities:		
Real estate inventories	(138,011)	(180,540)
Receivables	16,702	11,141
Other assets	2,326	2,871
Accounts payable	3,863	2,761
Accrued expenses and other liabilities	(11,952)	(14,828)
Returns on investments in unconsolidated entities, net	866	2,486
Net cash used in operating activities	(112,291)	(139,676)
Cash flows from investing activities:		
Purchases of property and equipment	(1,173)	(411)
Proceeds from sale of property and equipment	5	—
Investments in unconsolidated entities	(231)	(13)
Net cash used in investing activities	(1,399)	(424)
Cash flows from financing activities:		
Borrowings from debt	50,000	75,000
Repayment of debt	(13,726)	(2,434)
Net repayments of debt held by variable interest entities	—	(132)
Contributions from noncontrolling interests	—	808
Distributions to noncontrolling interests	(415)	(2,527)
Proceeds from issuance of common stock under share-based awards	746	6
Minimum tax withholding paid on behalf of employees for share-based awards	(2,561)	(1,087)
Share repurchases	(492)	—
Net cash provided by financing activities	33,552	69,634
Net decrease in cash and cash equivalents	(80,138)	(70,466)
Cash and cash equivalents - beginning of period	208,657	214,485
Cash and cash equivalents - end of period	\$128,519	\$144,019

See accompanying condensed notes to the unaudited consolidated financial statements.

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

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

Organization

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

Basis of Presentation

The accompanying financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP"), as contained within the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC"), for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. They should be read in conjunction with our consolidated financial statements and footnotes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2016. In the opinion of management, all adjustments consisting of normal recurring adjustments, necessary for a fair presentation with respect to interim financial statements, have been included.

The consolidated financial statements include the accounts of TRI Pointe Group and its wholly owned subsidiaries, as well as other entities in which TRI Pointe Group has a controlling interest and variable interest entities ("VIEs") in which TRI Pointe Group is the primary beneficiary. The noncontrolling interests as of March 31, 2017 and December 31, 2016 represent the outside owners' interests in the Company's consolidated entities and the net equity of the VIE owners. All significant intercompany accounts have been eliminated upon consolidation.

Use of Estimates

The preparation of our financial statements requires our management to make estimates and judgments that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from our estimates.

Reclassifications

Certain amounts in our consolidated financial statements for the prior year period have been reclassified to conform to the current year period presentation, including the Company's reclassification of restructuring charges, which was presented as a separate line item on the consolidated statement of operations in the prior year, and has been reclassified to general and administrative expense for both the current and prior years. This reclassification had no material impact on the Company's condensed consolidated financial statements.

### Recently Issued Accounting Standards

In May 2014, the FASB issued Accounting Standards Update 2014-09, Revenue from Contracts with Customers (“ASU 2014-09”). The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps: identify the contract(s) with a customer; identify the performance obligations in the contract; determine the transaction price; allocate the transaction price to the performance obligations in the contract; and recognize revenue when (or as) the entity satisfies a performance obligation. ASU 2014-09 supersedes the revenue-recognition requirements in ASC Topic 605, Revenue Recognition, most industry-specific guidance throughout the industry topics of the accounting standards codification, and some cost guidance related to construction-type and production-type contracts. On July 9, 2015, the FASB voted to defer the effective date of ASU No. 2014-09 by one year and it is now effective for public entities for the annual periods ending after December 15, 2017, and for annual and interim periods thereafter. Companies may use either a full retrospective or a modified retrospective approach to adopt ASU 2014-09, and we expect to adopt the new standard under the modified retrospective approach. We are still evaluating the accounting for marketing costs and it is possible that the adoption of ASU 2014-09 will impact the timing of recognition and classification in our consolidated financial statements of certain marketing costs that we incur to obtain sales contracts from our customers. For example, we currently capitalize and amortize various marketing costs with each home delivered in a community. Under the new guidance, these costs may need to be expensed when incurred. Although we are still evaluating our contracts, we do not believe the adoption of ASU 2014-09 will have a material impact on the amount or timing of our home sales revenue, but could impact the amount and timing of land and lot sales. We are continuing to evaluate the exact impact the new standard will have on recording revenue and our marketing costs in our consolidated financial statements and related disclosures.

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, (“ASU 2016-02”), Leases (Topic 842): Leases, which requires an entity to recognize assets and liabilities on the balance sheet for the rights and obligations created by leased assets and provide additional disclosures. ASU 2016-02 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018, and, at that time, we will adopt the new standard using a modified retrospective approach. We are currently evaluating the impact that the adoption of ASU 2016-02 may have on our consolidated financial statements and disclosures.

In March 2016, the FASB issued Accounting Standards Update No. 2016-09, (“ASU 2016-09”), Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. On January 1, 2017, we adopted ASU 2016-09. This new guidance requires that we record excess tax benefit and tax deficiencies related to the settlement of employee stock-based compensation to the income tax expense line item on our consolidated statement of operations. We previously recorded the excess tax benefits and tax deficiencies to the additional paid-in capital line item on our consolidated balance sheets. Under the new guidance, the Company elected the option to no longer apply a forfeiture rate to our stock-based compensation expense, and to recognize forfeitures as they occur. The adoption of the aforementioned amendments in ASU 2016-09 were applied using the modified retrospective approach and did not have a material impact on our current or prior year financial statements, with no resulting cumulative-effect adjustment to retained earnings. The new guidance also requires excess tax benefits to be classified as an operating activity in the statement of cash flows rather than as a financing activity. Additionally, ASU 2016-09 requires that the minimum tax withholding paid on behalf of employees for share-based awards be classified as a financing activity in the statement of cash flows. Adoption of ASU 2016-09 did not result in any adjustments to prior period disclosures on the statement of cash flows.

In August 2016, the FASB issued Accounting Standards Update No. 2016-15, (“ASU 2016-15”), Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments, which provides guidance on how certain cash receipts and cash payments are to be presented and classified in the statement of cash flows. ASU 2016-15 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. Early adoption is permitted. We are currently evaluating the impact that adoption of ASU 2016-15 may have on our consolidated financial statements and disclosures, however we do not believe the guidance will have a material impact on our financial statements upon adoption.

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

## 2. Segment Information

We operate two principal businesses: homebuilding and financial services.

Our homebuilding operations consist of six homebuilding brands that acquire and develop land and construct and sell single-family detached and attached homes. In accordance with ASC Topic 280, Segment Reporting, in determining the most appropriate reportable segments, we considered similar economic and other characteristics, including product types, average selling prices, gross profits, production processes, suppliers, subcontractors, regulatory environments, land acquisition results, and underlying demand and supply. Based upon the above factors, our homebuilding operations are comprised of the following six reportable segments: Maracay Homes, consisting of operations in Arizona; Pardee Homes, consisting of operations in California and Nevada; Quadrant Homes, consisting of operations in Washington; Trendmaker Homes, consisting of operations in Texas; TRI Pointe Homes, consisting of operations in California and Colorado; and Winchester Homes, consisting of operations in Maryland and Virginia.

Our financial services operation (“TRI Pointe Solutions”) is a reportable segment and is comprised of mortgage financing operations (“TRI Pointe Connect”) and title services operations (“TRI Pointe Assurance”). While our homebuyers may obtain financing from any mortgage provider of their choice, TRI Pointe Connect, which was formed as a joint venture with an established mortgage lender, can act as a preferred mortgage broker to our homebuyers in all of the markets in which we operate, providing mortgage originations that help facilitate the sale and closing process as well as generate additional fee income for us. TRI Pointe Assurance provides title examinations for our homebuyers in our Trendmaker Homes and Winchester Homes brands. TRI Pointe Assurance is a wholly owned subsidiary of TRI Pointe and acts as a title agency for First American Title Insurance Company.

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

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

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

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	Three Months Ended	
	March 31,	
	2017	2016
Revenues		
Maracay Homes	\$51,060	\$45,437
Pardee Homes	83,699	118,933
Quadrant Homes	40,552	46,058
Trendmaker Homes	52,362	43,786
TRI Pointe Homes	130,836	131,957
Winchester Homes	34,641	37,819
Total homebuilding revenues	393,150	423,990
Financial services	241	148
Total	\$393,391	\$424,138
Income (loss) before income taxes		
Maracay Homes	\$1,757	\$2,636
Pardee Homes	9,893	32,131
Quadrant Homes	3,744	3,696
Trendmaker Homes	1,882	2,058
TRI Pointe Homes	6,439	10,715
Winchester Homes	400	661
Corporate	(11,717 )	(8,502 )
Total homebuilding income before income taxes	12,398	43,395
Financial services	433	805
Total	\$12,831	\$44,200

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

	March 31,	December
	2017	31, 2016
Real estate inventories		
Maracay Homes	\$238,546	\$228,965
Pardee Homes	1,180,308	1,098,608
Quadrant Homes	246,568	221,386
Trendmaker Homes	212,809	211,035
TRI Pointe Homes	870,895	868,088
Winchester Homes	296,966	282,545
Total	\$3,046,092	\$2,910,627
Total assets		
Maracay Homes	\$257,341	\$255,466
Pardee Homes	1,266,810	1,201,302
Quadrant Homes	273,001	242,208
Trendmaker Homes	223,768	225,025
TRI Pointe Homes	1,047,762	1,052,400
Winchester Homes	321,200	305,379
Corporate	202,471	275,923
Total homebuilding assets	3,592,353	3,557,703
Financial services	7,363	6,937

Total \$3,599,716 \$3,564,640

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### 3. Earnings Per Share

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

	Three Months Ended March 31, 2017 2016	
Numerator:		
Net income available to common stockholders	\$8,193	\$ 28,550
Denominator:		
Basic weighted-average shares outstanding	158,769,478	158,895,640
Effect of dilutive shares:		
Stock options and unvested restricted stock units	621,108	296,970
Diluted weighted-average shares outstanding	159,390,586	159,192,610
Earnings per share		
Basic	\$0.05	\$ 0.18
Diluted	\$0.05	\$ 0.18
Antidilutive stock options and unvested restricted stock not included in diluted earnings per share	4,823,402	2,449,790

### 4. Receivables

Receivables consisted of the following (in thousands):

	March 31, 2017	December 31, 2016
Escrow proceeds and other accounts receivable, net	\$19,124	\$ 35,625
Warranty insurance receivable (Note 13)	46,875	46,875
Total receivables	\$65,999	\$ 82,500

Receivables are evaluated for collectability and allowances for potential losses are established or maintained on applicable receivables when collection becomes doubtful. Receivables were net of allowances for doubtful accounts of \$286,000 as of both March 31, 2017 and December 31, 2016.

### 5. Real Estate Inventories

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

	March 31, 2017	December 31, 2016
Real estate inventories owned:		
Homes completed or under construction	\$754,733	\$659,210
Land under development	1,942,597	1,824,989
Land held for future development	135,688	226,915
Model homes	168,771	155,039
Total real estate inventories owned	3,001,789	2,866,153
Real estate inventories not owned:		
Land purchase and land option deposits	30,203	26,174
Consolidated inventory held by VIEs	14,100	18,300
Total real estate inventories not owned	44,303	44,474
Total real estate inventories	\$3,046,092	\$2,910,627



Homes completed or under construction is comprised of costs associated with homes in various stages of construction and includes direct construction and related land acquisition and land development costs. Land under development primarily consists of land acquisition and land development costs, which include capitalized interest and real estate taxes, associated with land undergoing improvement activity. Land held for future development principally reflects land acquisition and land development costs related to land where development activity has not yet begun or has been suspended, but is expected to occur in the future.

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

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

	Three Months Ended	
	March 31,	
	2017	2016
Interest incurred	\$18,873	\$15,149
Interest capitalized	(18,873 )	(15,149 )
Interest expensed	\$—	\$—
Capitalized interest in beginning inventory	\$157,329	\$140,311
Interest capitalized as a cost of inventory	18,873	15,149
Interest previously capitalized as a cost of inventory, included in cost of sales	(9,687 )	(8,830 )
Capitalized interest in ending inventory	\$166,515	\$146,630

Interest is capitalized to real estate inventory during development and other qualifying activities. Interest that is capitalized to real estate inventory is included in cost of home sales or cost of land and lot sales as related units or lots are delivered. Interest that is expensed as incurred is included in other income, net.

Real estate inventory impairments and land option abandonments

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

	Three	
	Months	
	Ended	
	March 31,	
	2017	2016
Real estate inventory impairments	\$—	\$—
Land and lot option abandonments and pre-acquisition charges	321	182
Total	\$321	\$182

Impairments of real estate inventory relate primarily to projects or communities that include homes completed or under construction. Within a project or community, there may be individual homes or parcels of land that are currently held for sale. Impairment charges recognized as a result of adjusting individual held-for-sale assets within a community to estimated fair value less cost to sell are also included in the total impairment charges. There were no real estate inventory impairments for the three months ended March 31, 2017 or 2016, respectively.

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

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



## 6. Investments in Unconsolidated Entities

As of March 31, 2017, we held equity investments in five active homebuilding partnerships or limited liability companies and one financial services limited liability company. Our participation in these entities may be as a developer, a builder, or an investment partner. Our ownership percentage varies from 7% to 55%, depending on the investment, with no controlling interest held in any of these investments.

## Investments Held

Our cumulative investment in entities accounted for on the equity method, including our share of earnings and losses, consisted of the following (in thousands):

	March 31, 2017	December 31, 2016
Limited liability company interests	\$ 13,897	\$ 14,327
General partnership interests	3,216	3,219
Total	\$ 17,113	\$ 17,546

## Unconsolidated Financial Information

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

Assets and liabilities of unconsolidated entities (in thousands):

	March 31, 2017	December 31, 2016
Assets		
Cash	\$ 9,957	\$ 9,796
Receivables	5,446	10,203
Real estate inventories	97,748	97,402
Other assets	1,061	1,087
Total assets	\$ 114,212	\$ 118,488
Liabilities and equity		
Accounts payable and other liabilities	\$ 8,711	\$ 12,844
Company's equity	17,113	17,546
Outside interests' equity	88,388	88,098
Total liabilities and equity	\$ 114,212	\$ 118,488

Results of operations from unconsolidated entities (in thousands):

	Three Months Ended March 31,	
	2017	2016
Net sales	\$ 5,090	\$ 3,209
Other operating expense	(2,603 )	(2,150 )
Other income	2	1
Net income	\$ 2,489	\$ 1,060
Company's equity in income of unconsolidated entities	\$ 404	\$ 701



## 7. Variable Interest Entities

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

We analyze each of our land and lot option agreements and other similar contracts under the provisions of ASC 810 Consolidation to determine whether the land seller is a VIE and, if so, whether we are the primary beneficiary. Although we do not have legal title to the underlying land, if we are determined to be the primary beneficiary of the VIE, we will consolidate the VIE in our financial statements and reflect its assets as real estate inventory not owned included in our real estate inventories, its liabilities as debt (nonrecourse) held by VIEs in accrued expenses and other liabilities and the net equity of the VIE owners as noncontrolling interests on our consolidated balance sheets. In determining whether we are the primary beneficiary, we consider, among other things, whether we have the power to direct the activities of the VIE that most significantly impact the VIE's economic performance. Such activities would include, among other things, determining or limiting the scope or purpose of the VIE, selling or transferring property owned or controlled by the VIE, or arranging financing for the VIE.

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

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

	March 31, 2017			December 31, 2016		
	Deposits	Remaining Purchase Price	Consolidated Inventory Held by VIEs	Deposits	Remaining Purchase Price	Consolidated Inventory Held by VIEs
Consolidated VIEs	\$250	\$ 13,850	\$ 14,100	\$400	\$ 17,900	\$ 18,300
Unconsolidated VIEs	1,850	106,555	N/A	2,375	49,016	N/A
Other land option agreements	28,353	296,530	N/A	23,799	246,658	N/A
Total	\$30,453	\$ 416,935	\$ 14,100	\$26,574	\$ 313,574	\$ 18,300

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

In addition to the deposits presented in the table above, our exposure to loss related to our land and lot option contracts consisted of capitalized pre-acquisition costs of \$3.7 million and \$3.6 million as of March 31, 2017 and December 31, 2016, respectively. These pre-acquisition costs were included in real estate inventories as land under development on our consolidated balance sheets.

## 8. Goodwill and Other Intangible Assets

As of March 31, 2017 and December 31, 2016, \$139.3 million of goodwill is included in goodwill and other intangible assets, net on each of the consolidated balance sheets. The Company's goodwill balance is included in the TRI Pointe Homes reporting segment in Note 2, Segment Information.

We have two intangible assets as of March 31, 2017, comprised of an existing trade name from the acquisition of Maracay Homes in 2006, which has a 20 year useful life, and a TRI Pointe Homes trade name resulting from the acquisition of Weyerhaeuser Real Estate Company ("WRECO") in 2014, which has an indefinite useful life.





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

	March 31, 2017			December 31, 2016		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Goodwill	\$ 139,304	\$ —	\$ 139,304	\$ 139,304	\$ —	\$ 139,304
Trade names	27,979	(5,922 )	22,057	27,979	(5,788 )	22,191
Total	\$ 167,283	\$ (5,922 )	\$ 161,361	\$ 167,283	\$ (5,788 )	\$ 161,495

The remaining useful life of our amortizing intangible asset related to the Maracay Homes trade name was 8.9 and 9.2 years as of March 31, 2017 and December 31, 2016, respectively. Amortization expense related to this intangible asset was \$134,000 for each of the three month periods ended March 31, 2017 and 2016, respectively, and was charged to sales and marketing expense. Our \$17.3 million indefinite life intangible asset related to the TRI Pointe Homes trade name is not amortizing. All trade names are evaluated for impairment on an annual basis or more frequently if indicators of impairment exist.

Expected amortization of our intangible asset related to Maracay Homes for the remainder of 2017, the next four years and thereafter is (in thousands):

Remainder of 2017	\$ 400
2018	534
2019	534
2020	534
2021	534
Thereafter	2,221
Total	\$ 4,757

#### 9. Other Assets

Other assets consisted of the following (in thousands):

	March 31, 2017	December 31, 2016
Prepaid expenses	\$ 22,671	\$ 24,495
Refundable fees and other deposits	17,442	17,731
Development rights, held for future use or sale	2,569	2,569
Deferred loan costs - unsecured revolving credit facility	1,884	2,101
Operating properties and equipment, net	11,208	10,884
Other	2,753	2,812
Total	\$ 58,527	\$ 60,592

### 10. Accrued Expenses and Other Liabilities

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

	March 31, 2017	December 31, 2016
Accrued payroll and related costs	\$14,996	\$33,761
Warranty reserves (Note 13)	80,953	83,135
Estimated cost for completion of real estate inventories	53,939	59,531
Customer deposits	19,747	13,437
Income tax liability to Weyerhaeuser (Note 16)	8,610	8,589
Accrued income taxes payable	4,693	1,200
Accrued interest	17,595	11,570
Accrued insurance expense	529	529
Other tax liability	35,537	34,961
Other	15,292	17,132
Total	\$251,891	\$263,845

### 11. Senior Notes, Unsecured Revolving Credit Facility and Seller Financed Loans

#### Senior Notes

The Senior Notes consisted of the following (in thousands):

	March 31, 2017	December 31, 2016
4.375% Senior Notes due June 15, 2019	\$450,000	\$450,000
4.875% Senior Notes due July 1, 2021	300,000	300,000
5.875% Senior Notes due June 15, 2024	450,000	450,000
Discount and deferred loan costs	(30,086)	(31,693)
Total	\$1,169,914	\$1,168,307

In May 2016, TRI Pointe Group issued \$300 million aggregate principal amount of 4.875% Senior Notes due 2021 (the "2021 Notes") at 99.44% of their aggregate principal amount. Net proceeds of this issuance were \$293.9 million, after debt issuance costs and discounts. The 2021 Notes mature on July 1, 2021 and interest is paid semiannually in arrears on January 1 and July 1.

TRI Pointe Group and its 100% owned subsidiary TRI Pointe Homes, Inc. ("TRI Pointe Homes") are co-issuers of the 4.375% Senior Notes due 2019 (the "2019 Notes") and the 5.875% Senior Notes due 2024 (the "2024 Notes"). The 2019 Notes were issued at 98.89% of their aggregate principal amount and the 2024 Notes were issued at 98.15% of their aggregate principal amount. The net proceeds from the offering were \$861.3 million, after debt issuance costs and discounts. The 2019 Notes and 2024 Notes mature on June 15, 2019 and June 15, 2024, respectively. Interest is payable semiannually in arrears on June 15 and December 15.

As of March 31, 2017, no principal has been paid on the 2019 Notes, 2021 Notes and 2024 Notes (together, the "Senior Notes"), and there was \$19.8 million of capitalized debt financing costs, included in senior notes, net on our consolidated balance sheet, related to the Senior Notes that will amortize over the lives of the Senior Notes. Accrued interest related to the Senior Notes was \$17.2 million and \$10.7 million as of March 31, 2017 and December 31, 2016, respectively.

#### Unsecured Revolving Credit Facility

Unsecured revolving credit facility consisted of the following (in thousands):

	March 31, 2017	December 31, 2016
Unsecured revolving credit facility	\$250,000	\$200,000



On April 28, 2016, the Company partially exercised the accordion feature under its existing unsecured revolving credit facility (the “Credit Facility”) to increase the total commitments under the Credit Facility to \$625 million from \$550 million. The Credit Facility matures on May 18, 2019, and contains a sublimit of \$75 million for letters of credit. The Company may borrow under the Credit Facility in the ordinary course of business to fund its operations, including its land acquisition, land development and homebuilding activities. Borrowings under the Credit Facility will be governed by, among other things, a borrowing base. Interest rates on borrowings under the Credit Facility will be based on either a daily Eurocurrency base rate or a Eurocurrency rate, in either case, plus a spread ranging from 1.45% to 2.20%, depending on the Company’s leverage ratio. As of March 31, 2017, the outstanding balance under the Credit Facility was \$250.0 million with an interest rate of 2.64% per annum and \$370.5 million of availability after considering the borrowing base provisions and outstanding letters of credit. As of March 31, 2017 there was \$1.9 million of capitalized debt financing costs, included in other assets on our consolidated balance sheet, related to the Credit Facility that will amortize over the life of the Credit Facility, maturing on May 18, 2019. Accrued interest related to the Credit Facility was \$445,000 and \$658,000 as of March 31, 2017 and December 31, 2016, respectively. At March 31, 2017 we had outstanding letters of credit of \$4.5 million. These letters of credit were issued to secure various financial obligations. We believe it is not probable that any outstanding letters of credit will be drawn upon.

#### Seller Financed Loans

Seller financed loans consisted of the following (in thousands):

	March 31, 2017	December 31, 2016
Seller financed loans \$		—\$ 13,726

Accrued interest on a seller financed loan outstanding as of December 31, 2016 was \$519,000.

#### Interest Incurred

During the three month periods ended March 31, 2017 and 2016, the Company incurred interest of \$18.9 million and \$15.1 million, respectively, related to all debt during the period. All interest incurred was capitalized to inventory for the three month periods ended March 31, 2017 and 2016, respectively. Included in interest incurred was amortization of deferred financing and Senior Notes discount costs of \$1.8 million and \$1.3 million for the three months ended March 31, 2017 and 2016, respectively. Accrued interest related to all outstanding debt at March 31, 2017 and December 31, 2016 was \$17.6 million and \$11.6 million, respectively.

#### Covenant Requirements

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

Under the Credit Facility, the Company is required to comply with certain financial covenants, including but not limited to (i) a minimum consolidated tangible net worth; (ii) a maximum total leverage ratio; and (iii) a minimum interest coverage ratio.

The Company was in compliance with all applicable financial covenants as of March 31, 2017 and December 31, 2016.

## 12. Fair Value Disclosures

### Fair Value Measurements

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

Level 1—Quoted prices for identical instruments in active markets



Level 2—Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are inactive; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets at measurement date

Level 3—Valuations derived from techniques where one or more significant inputs or significant value drivers are unobservable in active markets at measurement date

#### Fair Value of Financial Instruments

A summary of assets and liabilities at March 31, 2017 and December 31, 2016, related to our financial instruments, measured at fair value on a recurring basis, is set forth below (in thousands):

	Hierarchy	March 31, 2017		December 31, 2016	
		Book Value	Fair Value	Book Value	Fair Value
Senior Notes <sup>(1)</sup>	Level 2	\$1,189,682	\$1,226,295	\$1,189,180	\$1,219,125
Unsecured revolving credit facility <sup>(2)</sup>	Level 2	\$250,000	\$219,245	\$200,000	\$177,410
Seller financed loan <sup>(3)</sup>	Level 2	\$—	\$—	\$13,726	\$13,189

<sup>(1)</sup> The book value of the Senior Notes is net of discounts, excluding deferred loan costs of \$19.8 million and \$20.9 million as of March 31, 2017 and December 31, 2016, respectively. The estimated fair value of the Senior Notes at March 31, 2017 and December 31, 2016 is based on quoted market prices.

<sup>(2)</sup> The estimated fair value of the Credit Facility at March 31, 2017 and December 31, 2016 is based on a treasury curve analysis.

<sup>(3)</sup> The estimated fair value of the seller financed loan at December 31, 2016 is based on a treasury curve analysis.

At March 31, 2017 and December 31, 2016, the carrying value of cash and cash equivalents and receivables approximated fair value.

#### Fair Value of Nonfinancial Assets

Nonfinancial assets include items such as real estate inventories and long-lived assets that are measured at fair value on a nonrecurring basis. We did not measure any such assets at fair value as of March 31, 2017 or December 31, 2016.

### 13. Commitments and Contingencies

#### Legal Matters

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

We record a reserve for potential legal claims and regulatory matters when they are probable of occurring and a potential loss is reasonably estimable. We accrue for these matters based on facts and circumstances specific to each matter and revise these estimates when necessary. In view of the inherent difficulty of predicting outcomes of legal claims and related contingencies, we generally cannot predict their ultimate resolution, related timing or eventual loss. Accordingly, it is possible that the ultimate outcome of any matter, if in excess of a related accrual or if no accrual was made, could be material to our financial statements. For matters as to which the Company believes a loss is probable and reasonably estimable, we had legal reserves of \$225,000 as of both March 31, 2017 and December 31, 2016.

On April 3, 2017, Pardee Homes was named as a defendant in a lawsuit filed in San Diego County Superior Court by Scripps Health (“Scripps”) related to the April 1989 sale by Pardee Homes of real property located in Carmel Valley, California to Scripps pursuant to a purchase agreement dated December 18, 1987 (as amended, the “Purchase Agreement”). In March 2003, Scripps contacted Pardee Homes and alleged Pardee Homes had breached a covenant in the Purchase Agreement by failing to record a restriction against the development of the surrounding property then

owned by Pardee Homes for medical office use. In November 2003, the parties entered into a tolling agreement, pursuant to which the parties agreed to toll any applicable statutes of limitation from November 3, 2003 until the expiration of the agreement. The tolling agreement did not revive any cause of action already time barred by a statute of limitation as of November 3, 2003. The tolling agreement was

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terminated as of February 21, 2017. Pardee Homes became an indirect, wholly owned subsidiary of TRI Pointe on July 7, 2014 in connection with TRI Pointe's acquisition of WRECO.

We intend to vigorously defend the action, and intend to continue challenging Scripps' claims. Although we cannot predict or determine the timing or final outcome of the lawsuit or the effect that any adverse findings or determinations may have on us, we believe Scripps has no actionable claims against Pardee Homes and that this dispute will not have a material impact on our business, liquidity, financial condition and results of operations. An unfavorable determination could result in the payment by us of monetary damages, which could be significant. The complaint does not indicate the amount of relief sought, and an estimate of possible loss or range of loss cannot presently be made with respect to this matter. No reserve with respect to this matter has been recorded on our consolidated financial statements.

#### Warranty

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

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

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

We also record expected recoveries from insurance carriers based on actual insurance claims made and actuarially determined amounts that depend on various factors, including, the above-described reserve estimates, our insurance policy coverage limits for the applicable policy years and historical recovery rates. Because of the inherent uncertainty and variability in these assumptions, our actual insurance recoveries could differ significantly from amounts currently estimated. Outstanding warranty insurance receivables were \$46.9 million as of both March 31, 2017 and December 31, 2016. Warranty insurance receivables are recorded in receivables on the accompanying consolidated balance sheet.



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

	Three Months Ended March 31,	
	2017	2016
Warranty reserves, beginning of period <sup>(1)</sup>	\$83,135	\$45,948
Warranty reserves accrued	1,880	2,073
Adjustments to pre-existing reserves	(78 )	—
Warranty expenditures	(3,984 )	(2,602 )
Warranty reserves, end of period	\$80,953	\$45,419

<sup>(1)</sup> Included in the 2017 opening balance is approximately \$38.0 million of additional warranty liabilities estimated to be covered by our insurance policies that were adjusted to present the warranty reserves and related estimated warranty insurance receivable on a gross basis at December 31, 2016. Of the \$38.0 million, approximately \$36.5 million related to prior year estimated warranty insurance recoveries.

#### Performance Bonds

We obtain surety bonds in the normal course of business to ensure completion of certain infrastructure improvements of our projects. As of March 31, 2017 and December 31, 2016, the Company had outstanding surety bonds totaling \$427.3 million and \$449.6 million, respectively. The beneficiaries of the bonds are various municipalities.

## 14. Stock-Based Compensation

## 2013 Long-Term Incentive Plan

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

As amended, the number of shares of our common stock that may be issued under the 2013 Incentive Plan is 11,727,833 shares. To the extent that shares of our common stock subject to an outstanding option, stock appreciation right, stock award or performance award granted under the 2013 Incentive Plan are not issued or delivered by reason of the expiration, termination, cancellation or forfeiture of such award or the settlement of such award in cash, then such shares of our common stock generally shall again be available under the 2013 Incentive Plan. As of March 31, 2017 there were 6,208,671 shares available for future grant under the 2013 Incentive Plan.

## Converted Awards

On July 16, 2014, the Company filed a registration statement on Form S-8 (Registration No. 333-197461) to register 4,105,953 shares of common stock related to converted equity awards issued in connection with the Company's acquisition of WRECO. The converted awards have the same terms and conditions as the prior equity awards except that all performance share units were surrendered in exchange for time-vesting restricted stock units without any performance-based vesting conditions or requirements and the exercise price of each converted stock option is equal to the original exercise price divided by an exchange ratio of 2.1107, rounded down to the nearest whole number of shares of common stock. There will be no future grants under the WRECO equity incentive plans.

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

	Three Months Ended March 31,	
	2017	2016
Total stock-based compensation	\$3,841	\$2,605

Stock-based compensation is charged to general and administrative expense on the accompanying consolidated statements of operations. As of March 31, 2017, total unrecognized stock-based compensation related to all stock-based awards was \$28.8 million and the weighted average term over which the expense was expected to be recognized was 2.1 years.

## Summary of Stock Option Activity

The following table presents a summary of stock option awards for the three months ended March 31, 2017:

	Options	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value (in thousands)
Options outstanding at December 31, 2016	2,971,370	\$ 13.12	4.4	\$ 1,568
Granted	—	—	—	—
Exercised	(69,570 )	10.74	—	—
Forfeited	(588,859 )	14.40	—	—
Options outstanding at March 31, 2017	2,312,941	13.06	4.1	2,451

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Options exercisable at March 31, 2017	2,196,561	13.00	5.2	2,451
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The intrinsic value of each stock option award outstanding or exercisable is the difference between the fair market value of the Company's common stock at the end of the period and the exercise price of each stock option award to the extent it is considered "in-the-money". A stock option award is considered to be "in-the-money" if the fair market value of the Company's stock is greater than the exercise price of the stock option award. The aggregate intrinsic value of options outstanding and options exercisable represents the value that would have been received by the holders of stock option awards had they exercised their stock option award on the last trading day of the period and sold the underlying shares at the closing price on that day.

#### Summary of Restricted Stock Unit Activity

The following table presents a summary of restricted stock units ("RSUs") for the three months ended March 31, 2017:

	Restricted Stock Units	Weighted Average Grant Date Fair Value Per Share	Aggregate Intrinsic Value (in thousands)
Nonvested RSUs at December 31, 2016	3,412,719	\$ 9.77	\$ 39,178
Granted	1,615,071	10.95	20,253
Vested	(599,395 )	12.03	—
Forfeited	(12,235 )	11.54	—
Nonvested RSUs at March 31, 2017	4,416,160	9.89	55,379

On March 1, 2016, the Company granted an aggregate of 1,120,677 time-vested RSUs to employees and officers. The RSUs granted vest in equal installments annually on the anniversary of the grant date over a three year period. The fair value of each RSU granted on March 1, 2016 was measured using a price of \$10.49 per share, which was the closing stock price on the date of grant. Each award will be expensed on a straight-line basis over the vesting period. On March 1, 2016, the Company granted 297,426, 285,986 and 125,834 performance-based RSUs to the Company's Chief Executive Officer, President, and Chief Financial Officer, respectively. The vesting, if at all, of these performance-based RSUs may range from 0% to 100% and will be based on the Company's percentage attainment of specified threshold, target and maximum performance goals. The percentage of these performance-based RSUs that vest will be determined by comparing the Company's total stockholder return ("TSR") to the TSRs of a group of peer homebuilding companies. The performance period for these performance-based RSUs is January 1, 2016 to December 31, 2018. These performance-based RSUs will not vest if the Company's total stockholder return from January 1, 2016 to December 31, 2018 is not a positive number, provided that the executive will thereafter become vested in the award units, or portion thereof, that would have otherwise vested on December 31, 2018 if on any day after December 31, 2018 and on or before December 31, 2020, the Company's total stockholder return is greater than zero and the executive is employed by the Company on that date. If the performance-based RSUs have not vested on or before December 31, 2020, such performance-based RSUs shall be cancelled and forfeited for no consideration. The fair value of these performance-based RSUs was determined to be \$4.76 per share based on a Monte Carlo simulation. Each award will be expensed over the requisite service period.

On June 6, 2016, the Company granted an aggregate of 74,466 RSUs to the non-employee members of its board of directors. These RSUs vest in their entirety on the day immediately prior to the Company's 2017 Annual Meeting of Stockholders. The fair value of each RSU granted on June 6, 2016 was measured using a price of \$11.75 per share, which was the closing stock price on the date of grant. Each award will be expensed on a straight-line basis over the vesting period.

On February 27, 2017, the Company granted an aggregate of 990,279 time-vested RSUs to employees and officers. The RSUs granted vest in equal installments annually on the anniversary of the grant date over a three year period. The fair value of each RSU granted on February 27, 2017 was measured using a price of \$12.10 per share,

which was the closing stock price on the date of grant. Each award will be expensed on a straight-line basis over the vesting period.

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On February 27, 2017, the Company granted 257,851, 247,933 and 119,008 performance-based RSUs to the Company's Chief Executive Officer, President, and Chief Financial Officer, respectively. These performance-based RSUs are allocated in equal parts to two separate performance metrics: (1) TSR, with vesting based on the Company's TSR relative to its peer-group homebuilders; and (2) earnings per share ("EPS"). The vesting, if at all, of these performance-based RSUs may range from 0% to 100% and will be based on the Company's percentage attainment of specified threshold, target and maximum performance goals. The performance period for these performance-based RSUs is January 1, 2017 to December 31, 2019. The fair value of these performance-based RSUs was determined to be \$6.16 per share based on a Monte Carlo simulation. The fair value of the performance-based RSUs related to the earnings per share goal was measured using a price of \$12.10 per share, which was the closing stock price on the date of grant. Each award will be expensed over the requisite service period.

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

#### 15. Stock Repurchase Program

On January 26, 2016, our board of directors approved a stock repurchase program, authorizing the repurchase of our common stock with an aggregate value of up to \$100 million through January 25, 2017 (the "2016 Repurchase Program"). The 2016 Repurchase Program expired on January 25, 2017 and no shares of common stock were repurchased under the 2016 Repurchase Program in the month of January, 2017.

On February 23, 2017, our board of directors approved a new stock repurchase program, authorizing the repurchase of our common stock with an aggregate value of up to \$100 million through March 31, 2018 (the "2017 Repurchase Program"). Purchases of common stock pursuant to the 2017 Repurchase Program may be made in open market transactions effected through a broker-dealer at prevailing market prices, in block trades, or by other means in accordance with federal securities laws, including pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We are not obligated under the 2017 Repurchase Program to repurchase any specific number or amount of shares of common stock, and we may modify, suspend or discontinue the program at any time. Our management will determine the timing and amount of repurchase in its discretion based on a variety of factors, such as the market price of our common stock, corporate requirements, general market economic conditions and legal requirements. For the three months ended March 31, 2017, 39,387 shares of our common stock were repurchased and retired under the 2017 Repurchase Program at an average price of \$12.49 per share for a total cost of \$492,118. Subsequent to March 31, 2017 and through April 25, 2017, the Company repurchased and retired an additional 1,166,557 shares of our common stock under the 2017 Repurchase Program at an average price of \$12.35 per share for a total cost of \$14.4 million. As of April 25, 2017 the Company has \$85.1 million of shares that may yet be purchased under the 2017 Repurchase Program.

#### 16. Income Taxes

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

We had net deferred tax assets of \$122.1 million and \$123.2 million as of March 31, 2017 and December 31, 2016, respectively. We had a valuation allowance related to those net deferred tax assets of \$323,000 as of both March 31, 2017 and December 31, 2016. The Company will continue to evaluate both positive and negative evidence in determining the need for a valuation allowance against its deferred tax assets. Changes in positive and negative

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

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TRI Pointe has certain liabilities with Weyerhaeuser Company (“Weyerhaeuser”) related to a tax sharing agreement. As of March 31, 2017 and December 31, 2016, we had an income tax liability to Weyerhaeuser of \$8.6 million, which is recorded in accrued expenses and other liabilities on the accompanying consolidated balance sheets.

Our provision for income taxes totaled \$4.6 million and \$15.5 million for the three months ended March 31, 2017 and 2016, respectively. The Company classifies any interest and penalties related to income taxes assessed by jurisdiction as part of income tax expense. The Company had no liabilities for uncertain tax positions recorded as of March 31, 2017 or December 31, 2016. The Company has not been assessed interest or penalties by any major tax jurisdictions related to prior years.

#### 17. Related Party Transactions

We had no related party transactions for the three months ended March 31, 2017.

In May of 2016, we entered into an agreement with an affiliate of Starwood Capital Group, a then greater than 5% holder of our common stock, to acquire 52 lots located in Azusa, California, for an aggregate purchase price of \$18.4 million. In October of 2016, we acquired 27 of these lots for a purchase price of \$9.6 million. Our former Chairman of the Board is also the Chairman and Chief Executive Officer of Starwood Capital Group. This acquisition was approved by our independent directors. In August of 2016, we entered into an agreement with an affiliate of Starwood Capital Group to purchase 257 lots located in Castle Rock, Colorado, for an aggregate purchase price of approximately \$8.6 million. In October of 2016, we acquired 126 of these lots for a purchase price of \$4.2 million. This acquisition was approved by our independent directors. As of March 27, 2017, Starwood Capital Group is no longer a related party.

In 2016, we acquired 93 lots located in Dublin, California, for a purchase price of approximately \$25.5 million from an affiliate of BlackRock, Inc., a greater than 5% holder of our common stock. This acquisition was approved by a majority of our independent directors.

#### 18. Supplemental Disclosure to Consolidated Statements of Cash Flows

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

	Three Months Ended March 31,	
	2017	2016
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest, net of amounts capitalized of \$12,847 and \$15,149 (Note 5)	\$—	\$—
Income taxes	\$—	\$19,876
Supplemental disclosures of noncash activities:		
Amortization of senior note discount capitalized to real estate inventory	\$502	\$402
Amortization of deferred loan costs capitalized to real estate inventory	\$1,322	\$858
Effect of net consolidation and de-consolidation of variable interest entities:		
(Decrease) increase in consolidated real estate inventory not owned	\$(4,050)	\$5,865
Increase (decrease) in noncontrolling interests	\$4,050	\$(5,865)

#### 19. Supplemental Guarantor Information

##### 2021 Notes

On May 26, 2016, TRI Pointe Group issued the 2021 Notes. All of TRI Pointe Group’s 100% owned subsidiaries that are guarantors (each a “Guarantor” and, collectively, the “Guarantors”) of the Credit Facility, including TRI Pointe Homes and certain other of its 100% owned subsidiaries, are party to a supplemental indenture pursuant to which they jointly and severally guarantee TRI Pointe Group’s obligations with respect to the 2021 Notes. Each Guarantor of the 2021 Notes is 100% owned by TRI Pointe Group, and all guarantees are full and unconditional, subject to customary exceptions pursuant to the indentures governing the 2021 Notes, as described in the following paragraph. All of our non-Guarantor subsidiaries have nominal assets and operations and are considered minor, as defined in Rule 3-10(h)



of Regulation S-X. In addition, TRI Pointe Group has no independent assets or operations, as defined in Rule 3-10(h) of Regulation S-X. There are no significant restrictions upon the ability of TRI Pointe Group or any Guarantor to obtain funds from any of their respective wholly owned subsidiaries by dividend or loan. None of the assets of our subsidiaries represent restricted net assets pursuant to Rule 4-08(e)(3) of Regulation S-X.

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

2019 Notes and 2024 Notes

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

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

Presented below are the condensed consolidating balance sheets at March 31, 2017 and December 31, 2016, condensed consolidating statements of operations for the three months ended March 31, 2017 and 2016 and condensed consolidating statement of cash flows for the three months ended March 31, 2017 and 2016. Because TRI Pointe’s non-Guarantor subsidiaries are considered minor, as defined in Rule 3-10(h) of Regulation S-X, the non-Guarantor subsidiaries’ information is not separately presented in the tables below, but is included with the Guarantors.

Additionally, because TRI Pointe Group has no independent assets or operations, as defined in Rule 3-10(h) of Regulation S-X, the condensed consolidated financial information of TRI Pointe Group and TRI Pointe Homes, the co-issuers of the 2019 Notes and 2024 Notes, is presented together in the column titled “Issuer”.

## Condensed Consolidating Balance Sheet (in thousands):

	March 31, 2017			
	Issuer	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated TRI Pointe Group, Inc.
<b>Assets</b>				
Cash and cash equivalents	\$70,668	\$57,851	\$—	\$128,519
Receivables	18,804	47,195	—	65,999
Intercompany receivables	887,105	—	(887,105 )	—
Real estate inventories	870,895	2,175,197	—	3,046,092
Investments in unconsolidated entities	—	17,113	—	17,113
Goodwill and other intangible assets, net	156,604	4,757	—	161,361
Investments in subsidiaries	1,294,461	—	(1,294,461 )	—
Deferred tax assets, net	15,644	106,461	—	122,105
Other assets	10,411	48,116	—	58,527
<b>Total Assets</b>	<b>\$3,324,592</b>	<b>\$2,456,690</b>	<b>\$(2,181,566 )</b>	<b>\$3,599,716</b>
<b>Liabilities</b>				
Accounts payable	\$19,167	\$54,948	\$—	\$74,115
Intercompany payables	—	887,105	(887,105 )	—
Accrued expenses and other liabilities	46,337	205,554	—	251,891
Unsecured revolving credit facility	250,000	—	—	250,000
Seller financed loans	—	—	—	—
Senior notes	1,169,914	—	—	1,169,914
<b>Total Liabilities</b>	<b>1,485,418</b>	<b>1,147,607</b>	<b>(887,105 )</b>	<b>1,745,920</b>
<b>Equity</b>				
Total stockholders' equity	1,839,174	1,294,461	(1,294,461 )	1,839,174
Noncontrolling interests	—	14,622	—	14,622
<b>Total Equity</b>	<b>1,839,174</b>	<b>1,309,083</b>	<b>(1,294,461 )</b>	<b>1,853,796</b>
<b>Total Liabilities and Equity</b>	<b>\$3,324,592</b>	<b>\$2,456,690</b>	<b>\$(2,181,566 )</b>	<b>\$3,599,716</b>

## Condensed Consolidating Balance Sheet (in thousands):

	December 31, 2016			
	Issuer	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated TRI Pointe Group, Inc.
<b>Assets</b>				
Cash and cash equivalents	\$ 141,568	\$ 67,089	\$ —	\$ 208,657
Receivables	26,692	55,808	—	82,500
Intercompany receivables	775,321	—	(775,321 )	—
Real estate inventories	868,088	2,042,539	—	2,910,627
Investments in unconsolidated entities	—	17,546	—	17,546
Goodwill and other intangible assets, net	156,604	4,891	—	161,495
Investments in subsidiaries	1,285,295	—	(1,285,295 )	—
Deferred tax assets, net	15,644	107,579	—	123,223
Other assets	11,401	49,191	—	60,592
<b>Total Assets</b>	<b>\$ 3,280,613</b>	<b>\$ 2,344,643</b>	<b>\$ (2,060,616 )</b>	<b>\$ 3,564,640</b>
<b>Liabilities</b>				
Accounts payable	\$ 20,637	\$ 49,615	\$ —	\$ 70,252
Intercompany payables	—	775,321	(775,321 )	—
Accrued expenses and other liabilities	48,496	215,349	—	263,845
Unsecured revolving credit facility	200,000	—	—	200,000
Seller financed loans	13,726	—	—	13,726
Senior notes	1,168,307	—	—	1,168,307
<b>Total Liabilities</b>	<b>1,451,166</b>	<b>1,040,285</b>	<b>(775,321 )</b>	<b>1,716,130</b>
<b>Equity</b>				
Total stockholders' equity	1,829,447	1,285,295	(1,285,295 )	1,829,447
Noncontrolling interests	—	19,063	—	19,063
<b>Total Equity</b>	<b>1,829,447</b>	<b>1,304,358</b>	<b>(1,285,295 )</b>	<b>1,848,510</b>
<b>Total Liabilities and Equity</b>	<b>\$ 3,280,613</b>	<b>\$ 2,344,643</b>	<b>\$ (2,060,616 )</b>	<b>\$ 3,564,640</b>

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

	Three Months Ended March 31, 2017			Consolidated
	Issuer	Guarantor Subsidiaries	Consolidating Adjustments	TRI Pointe Group, Inc.
Homebuilding:				
Home sales revenue	\$ 130,837	\$ 261,167	\$ —	\$ 392,004
Land and lot sales revenue	—	578	—	578
Other operations revenue	—	568	—	568
Total revenues	130,837	262,313	—	393,150
Cost of home sales	112,258	206,146	—	318,404
Cost of land and lot sales	—	654	—	654
Other operations expense	—	560	—	560
Sales and marketing	6,483	20,217	—	26,700
General and administrative	17,249	17,400	—	34,649
Homebuilding (loss) income from operations	(5,153 )	17,336	—	12,183
Equity in income of unconsolidated entities	—	138	—	138
Other income, net	9	68	—	77
Homebuilding (loss) income before income taxes	(5,144 )	17,542	—	12,398
Financial Services:				
Revenues	—	241	—	241
Expenses	—	74	—	74
Equity in income of unconsolidated entities	—	266	—	266
Financial services income before income taxes	—	433	—	433
(Loss) income before income taxes	(5,144 )	17,975	—	12,831
Equity of net income of subsidiaries	9,037	—	(9,037 )	—
Benefit (provision) for income taxes	4,300	(8,914 )	—	(4,614 )
Net income	8,193	9,061	(9,037 )	8,217
Net income attributable to noncontrolling interests	—	(24 )	—	(24 )
Net income available to common stockholders	\$ 8,193	\$ 9,037	\$ (9,037 )	\$ 8,193

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

	Three Months Ended March 31, 2016			Consolidated TRI Pointe Group, Inc.
	Issuer	Guarantor Subsidiaries	Consolidating Adjustments	
Homebuilding:				
Home sales revenue	\$ 131,957	\$ 291,098	\$ —	\$ 423,055
Land and lot sales revenue	—	355	—	355
Other operations revenue	—	580	—	580
Total revenues	131,957	292,033	—	423,990
Cost of home sales	110,452	214,047	—	324,499
Cost of land and lot sales	—	779	—	779
Other operations expense	—	566	—	566
Sales and marketing	6,064	20,257	—	26,321
General and administrative	13,212	15,319	—	28,531
Homebuilding income from operations	2,229	41,065	—	43,294
Equity in loss of unconsolidated entities	—	(14	) —	(14 )
Other income (loss), net	357	(242	) —	115
Homebuilding income before income taxes	2,586	40,809	—	43,395
Financial Services:				
Revenues	—	148	—	148
Expenses	—	58	—	58
Equity in income of unconsolidated entities	—	715	—	715
Financial services income before income taxes	—	805	—	805
Income before income taxes	2,586	41,614	—	44,200
Equity of net income of subsidiaries	27,231	—	(27,231	) —
Provision for income taxes	(1,267	) (14,223	) —	(15,490 )
Net income	28,550	27,391	(27,231	) 28,710
Net income attributable to noncontrolling interests	—	(160	) —	(160 )
Net income available to common stockholders	\$ 28,550	\$ 27,231	\$ (27,231	) \$ 28,550

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

	Three Months Ended March 31, 2017			Consolidated TRI Pointe Group, Inc.
	Issuer	Guarantor Subsidiaries	Consolidating Adjustments	
Cash flows from operating activities				
Net cash provided by (used in) operating activities	\$6,533	\$(118,824 )	\$ —	\$(112,291 )
Cash flows from investing activities:				
Purchases of property and equipment	(871 )	(302 )	—	(1,173 )
Proceeds from sale of property and equipment	—	5	—	5
Investments in unconsolidated entities	—	(231 )	—	(231 )
Intercompany	(110,529)	—	110,529	—
Net cash (used in) provided by investing activities	(111,400)	(528 )	110,529	(1,399 )
Cash flows from financing activities:				
Borrowings from debt	50,000	—	—	50,000
Repayment of debt	(13,726 )	—	—	(13,726 )
Distributions to noncontrolling interests	—	(415 )	—	(415 )
Proceeds from issuance of common stock under share-based awards	746	—	—	746
Minimum tax withholding paid on behalf of employees for restricted stock units	(2,561 )	—	—	(2,561 )
Share repurchases	(492 )	—	—	(492 )
Intercompany	—	110,529	(110,529)	—
Net cash provided by (used in) financing activities	33,967	110,114	(110,529)	33,552
Net decrease in cash and cash equivalents	(70,900 )	(9,238 )	—	(80,138 )
Cash and cash equivalents - beginning of period	141,568	67,089	—	208,657
Cash and cash equivalents - end of period	\$70,668	\$57,851	\$ —	\$ 128,519

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

	Three Months Ended March 31, 2016			Consolidated TRI Pointe Group, Inc.
	Issuer	Guarantor Subsidiaries	Consolidating Adjustments	
Cash flows from operating activities				
Net cash used in operating activities	\$(73,056)	\$(66,620 )	\$ —	\$(139,676 )
Cash flows from investing activities:				
Purchases of property and equipment	(216 )	(195 )	—	(411 )
Investments in unconsolidated entities	—	(13 )	—	(13 )
Distributions from unconsolidated entities	—	—	—	—
Intercompany	(89,524 )	—	89,524	—
Net cash (used in) provided by investing activities	(89,740 )	(208 )	89,524	(424 )
Cash flows from financing activities:				
Borrowings from notes payable	75,000	—	—	75,000
Repayment of notes payable	(2,034 )	(400 )	—	(2,434 )
Debt issuance costs	—	(132 )	—	(132 )
Contributions from noncontrolling interests	—	808	—	808
Distributions to noncontrolling interests	—	(2,527 )	—	(2,527 )
Proceeds from issuance of common stock under share-based awards	6	—	—	6
Minimum tax withholding paid on behalf of employees for restricted stock units	(1,087 )	—	—	(1,087 )
Intercompany	—	89,524	(89,524)	—
Net cash provided by (used in) financing activities	71,885	87,273	(89,524)	69,634
Net decrease increase in cash and cash equivalents	(90,911 )	20,445	—	(70,466 )
Cash and cash equivalents - beginning of period	147,771	66,714	—	214,485
Cash and cash equivalents - end of period	\$56,860	\$ 87,159	\$ —	\$ 144,019



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

CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS

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

Factors listed in this section—as well as other factors not included—may cause actual results to differ significantly from the forward-looking statements included in this Quarterly Report on Form 10-Q. There is no guarantee that any of the events anticipated by the forward-looking statements in this Quarterly Report on Form 10-Q will occur, or if any of the events occurs, there is no guarantee what effect it will have on our operations, financial condition, or share price. We undertake no, and hereby disclaim any, obligation to update or revise any forward-looking statements, unless required by law. However, we reserve the right to make such updates or revisions from time to time by press release, periodic report, or other method of public disclosure without the need for specific reference to this Quarterly Report on Form 10-Q. No such update or revision shall be deemed to indicate that other statements not addressed by such update or revision remain correct or create an obligation to provide any other updates or revisions.

Forward-Looking Statements

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

Risks, Uncertainties and Assumptions

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

- the effect of general economic conditions, including employment rates, housing starts, interest rate levels, availability of financing for home mortgages and strength of the U.S. dollar;
- market demand for our products, which is related to the strength of the various U.S. business segments and U.S. and international economic conditions;
- levels of competition;
- the successful execution of our internal performance plans, including restructuring and cost reduction initiatives;
- global economic conditions;
- raw material prices;
- oil and other energy prices;
- the effect of weather, including the re-occurrence of drought conditions in California;
- the risk of loss from earthquakes, volcanoes, fires, floods, droughts, windstorms, hurricanes, pest infestations and other natural disasters;
- transportation costs;
- federal and state tax policies;
- the effect of land use, environment and other governmental laws and regulations;
- legal proceedings or disputes and the adequacy of reserves;
- risks relating to any unforeseen changes to or effects on liabilities, future capital expenditures, revenues, expenses, earnings, synergies, indebtedness, financial condition, losses and future prospects;
- change in accounting principles;
- risks related to unauthorized access to our computer systems, theft of our homebuyers' confidential information or other forms of cyber-attack; and

other factors described in “Risk Factors.”

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The following discussion and analysis should be read in conjunction with our consolidated financial statements and related condensed notes thereto contained elsewhere in this Quarterly Report on Form 10-Q. The information contained in this Quarterly Report on Form 10-Q is not a complete description of our business or the risks associated with an investment in our securities. We urge investors to review and consider carefully the various disclosures made by us in this report and in our other reports filed with the Securities and Exchange Commission ("SEC"), including our Annual Report on Form 10-K for the year ended December 31, 2016 and subsequent reports on Form 8-K, which discuss our business in greater detail. The section entitled "Risk Factors" set forth in Item 1A of our Annual Report on Form 10-K, and similar disclosures in our other SEC filings, discuss some of the important risk factors that may affect our business, results of operations and financial condition. Investors should carefully consider those risks, in addition to the information in this report and in our other filings with the SEC, before deciding to invest in, or maintain an investment in, our common stock.

#### Overview and Outlook

We continue to be encouraged by the strength of the overall U.S. new-home market, which continues to improve on a slow, sustainable growth trajectory, supported by stronger general economic conditions, low unemployment levels, modest wage gains, low interest rates, and increasing consumer confidence combined with a limited supply of new homes. We believe the new presidential administration will lend support to the homebuilding industry and we are encouraged by the prospect of a deregulated financial services industry, and believe this trend will offset any new pressure created from a steady rise in interest rates. We believe demand will continue to be strong across the U.S. in general and in a majority of the markets in which we operate over the next several years. Nevertheless, we continue to see variability from market to market with demand generally driven by general local market economic conditions.

Homebuilding activity in many markets continues to be constrained by land and labor availability, as well as fee increases and delays imposed by local municipalities, which we expect will continue to constrict supply. We expect these demand and supply trends will result in a continued slow and steady recovery in the homebuilding market, with consumer, job and household formation growth serving as leading indicators of positive demand. See "Cautionary Note Concerning Forward-Looking Statements".

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

	Three Months Ended March 31,	
	2017	2016
Homebuilding:		
Home sales revenue	\$392,004	\$423,055
Land and lot sales revenue	578	355
Other operations revenue	568	580
Total revenues	393,150	423,990
Cost of home sales	318,404	324,499
Cost of land and lot sales	654	779
Other operations expense	560	566
Sales and marketing	26,700	26,321
General and administrative	34,649	28,531
Homebuilding income from operations	12,183	43,294
Equity in income (loss) of unconsolidated entities	138	(14 )
Other income, net	77	115
Homebuilding income before income taxes	12,398	43,395
Financial Services:		
Revenues	241	148
Expenses	74	58
Equity in income of unconsolidated entities	266	715
Financial services income before income taxes	433	805
Income before income taxes	12,831	44,200
Provision for income taxes	(4,614 )	(15,490 )
Net income	8,217	28,710
Net income attributable to noncontrolling interests	(24 )	(160 )
Net income available to common stockholders	\$8,193	\$28,550
Earnings per share		
Basic	\$0.05	\$0.18
Diluted	\$0.05	\$0.18

Three Months Ended March 31, 2017 Compared to Three Months Ended March 31, 2016

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

	Three Months Ended March 31, 2017			Three Months Ended March 31, 2016			Percentage Change			
	Net New Home Selling Orders	Average Communities	Monthly Absorption Rates	Net New Home Selling Orders	Average Communities	Monthly Absorption Rates	Net New Home Selling Orders	Average Communities	Monthly Absorption Rates	
Maracay Homes	184	16.5	3.7	201	18.5	3.6	(8 )%	(11 )%	3	%
Pardee Homes	378	28.5	4.4	313	23.5	4.4	21 %	21 %	—	%
Quadrant Homes	120	7.5	5.3	133	9.5	4.7	(10)%	(21 )%	14	%
Trendmaker Homes	151	32.0	1.6	122	24.3	1.7	24 %	32 %	(6 )%	
TRI Pointe Homes	353	29.3	4.0	265	25.5	3.5	33 %	15 %	16	%
Winchester Homes	113	11.7	3.2	115	13.2	2.9	(2 )%	(11 )%	11	%
Total	1,299	125.5	3.5	1,149	114.5	3.3	13 %	10 %	3	%



Net new home orders for the three months ended March 31, 2017 increased by 150 orders or 13% to 1,299, compared to 1,149 during the prior year period. The increase in net new home orders was due to a 10% increase in average selling communities and a 3% increase in absorption rates.

Maracay Homes reported an 8% decrease in net new home orders driven by an 11% decrease in average selling communities which was slightly offset by a 3% increase in monthly absorption rate. The decrease in average selling communities was due to the timing of community opening and closings compared to the prior year period. Pardee Homes increased net new home orders by 21% due to a 21% increase in average community count while maintaining its strong absorption rate of 4.4 orders per community per month. Net new home orders decreased 10% at Quadrant Homes, largely due to the timing of new community openings and closings. Average selling communities decreased 21% compared to the prior year while absorption rates increased 14%, to 5.3 homes per community, per month, as a result of our well located communities and continued strong market fundamentals. Trendmaker Homes increased net new home orders by 24% primarily based on an increase in average community count. Absorption rates in the Houston market have been challenged due to the decrease in oil prices and the related impact on job growth in that sector. TRI Pointe Homes' net new home orders increased 33% due to a 15% increase in average selling communities and a 16% increase in absorption rates. Demand remains strong for TRI Pointe Homes, as evidenced by absorptions of 4.0 homes per community, per month, at average selling prices above the company average. Winchester Homes experienced a 2% decrease in net new home orders as a result of an 11% decrease in average selling communities that was nearly offset by an 11% increase in monthly absorption rates.

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

	As of March 31, 2017			As of March 31, 2016			Percentage Change		
	Backlog Units	Backlog Dollar Value	Average Sales Price	Backlog Units	Backlog Dollar Value	Average Sales Price	Backlog Units	Backlog Dollar Value	Average Sales Price
Maracay Homes	313	\$153,389	\$ 490	289	\$121,130	\$ 419	8 %	27 %	17 %
Pardee Homes	442	248,621	562	379	242,278	639	17 %	3 %	(12) %
Quadrant Homes	158	111,551	706	184	99,170	539	(14) %	12 %	31 %
Trendmaker Homes	208	107,860	519	170	90,870	535	22 %	19 %	(3) %
TRI Pointe Homes	443	283,986	641	354	238,669	674	25 %	19 %	(5) %
Winchester Homes	170	108,756	640	158	99,415	629	8 %	9 %	2 %
Total	1,734	\$1,014,163	\$ 585	1,534	\$891,532	\$ 581	13 %	14 %	1 %

Backlog units reflect the number of homes, net of actual cancellations experienced during the period, for which we have entered into a sales contract with a homebuyer but for which we have not yet delivered the home. Homes in backlog are generally delivered within three to nine months, although we may experience cancellations of sales contracts prior to delivery. Our cancellation rate of homebuyers who contracted to buy a home but did not close escrow (as a percentage of overall orders) increased slightly to 14% from 13% for the same period in 2016. The dollar value of backlog was approximately \$1.0 billion as of March 31, 2017, an increase of \$122.6 million, or 14%, compared to \$891.5 million as of March 31, 2016. This increase was largely due to the increase in backlog of 200 homes, or 13%, to 1,734 as of March 31, 2017, compared to 1,534 as of March 31, 2016.

Maracay Homes' backlog dollar value increased 27% compared to the prior year largely as a result of an increase in average sales price. The increase in average sales price was due to a product mix shift to more move-up product compared to the prior year. Pardee Homes' backlog dollar value increased 3% due to an increase in units, offset by a decrease in average selling price. The increase in backlog units was mainly due to a 21% increase in net new home orders while the decrease in average sales price was the result of less homes in backlog from our higher end coastally located homes in San Diego, California, which have higher price points, due to the timing of community openings and orders. Quadrant Homes' backlog dollar value increased 12% as a result of a 31% increase in average sales price, offset by a decrease in units. The increase in average sales price was related to a higher mix of homes in backlog from the core Seattle markets of King and Snohomish counties which have higher price points. The decrease in backlog units was directly related to the decrease in net new home orders during the quarter as a result of a lower number of

active selling communities. Trendmaker Homes' backlog dollar value increased 19% primarily due to a 22% increase in backlog units. The increase in backlog units was related to the 24% increase in net new home orders. TRI Pointe Homes' backlog dollar value increased 19% mainly due to an increase in backlog units as a result of the 33% increase in net new home orders. Winchester Homes' backlog dollar value increased 9% largely driven by the increase in backlog units. Backlog units increased by 12 homes largely due to timing of deliveries compared to the prior year period.

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

	Three Months Ended March 31, 2017			Three Months Ended March 31, 2016			Percentage Change		
	New Homes Delivered	Average Sales Price	Revenue	New Homes Delivered	Average Sales Price	Revenue	New Homes Delivered	Average Sales Price	Revenue
Maracay Homes	119	\$51,060	\$ 429	115	\$45,437	\$ 395	3 %	12 %	9 %
Pardee Homes	196	83,699	427	208	118,933	572	(6 )%	(30 )%	(25 )%
Quadrant Homes	63	39,883	633	92	45,478	494	(32)%	(12 )%	28 %
Trendmaker Homes	106	51,939	490	88	43,786	498	20 %	19 %	(2 )%
TRI Pointe Homes	208	130,837	629	201	131,957	657	3 %	(1 )%	(4 )%
Winchester Homes	66	34,586	524	67	37,464	559	(1 )%	(8 )%	(6 )%
Total	758	\$392,004	\$ 517	771	\$423,055	\$ 549	(2 )%	(7 )%	(6 )%

Home sales revenue decreased \$31.1 million, or 2%, to \$392.0 million for the three months ended March 31, 2017. The decrease was comprised of: (i) \$23.9 million related to a \$32,000, or 6%, decrease in the average sales price of homes delivered to \$517,000 for the three months ended March 31, 2017, from \$549,000 in the prior year, and (ii) a decrease in homes delivered by 2%, or 13 homes, to 758 for the three months ended March 31, 2017, from 771 in the prior year period.

Maracay Homes had a 12% increase in home sales revenue mainly due to an increase in average sales price. The increase in average sales price was driven by a product mix shift to more move-up product compared to the prior year period. Pardee Homes' home sales revenue decreased by 30% largely due to a decrease in average sales price. The decrease in average sales price was due to a lower mix of Pardee Homes' higher priced coastally located homes in San Diego, California, which have higher price points, due to the timing of deliveries compared to the prior year period. Quadrant Homes decreased home sales revenue by 12%, a result of a decrease in deliveries, somewhat offset by an increase in average sales price. The large decrease in deliveries was due to starting the quarter with a lower number of backlog units compared to the prior year period largely due to lower average selling communities. The large increase in average sales price was the result of delivering more units in the core Seattle markets of King and Snohomish counties, which have higher price points. Home sales revenue increased 19% at Trendmaker Homes mainly due to an increase in new homes delivered. The increase in new homes delivered was a result of a higher number of backlog units at the beginning of the quarter compared to the prior year period and the 24% increase in net new home orders during the quarter. Home sales revenue was relatively flat at TRI Pointe Homes due to a small increase in new home deliveries offset by a small decrease in average sales price. Home sales revenue decreased at Winchester Homes by 8% mainly due to a decrease in average sales price. The decrease in average sales price was due to a product mix shift to more attached product during the quarter, which sells at lower price points.

Homebuilding Gross Margins (dollars in thousands)

	Three Months Ended March 31,			
	2017	%	2016	%
Home sales revenue	\$392,004	100.0%	\$423,055	100.0%
Cost of home sales	318,404	81.2 %	324,499	76.7 %
Homebuilding gross margin	73,600	18.8 %	98,556	23.3 %
Add: interest in cost of home sales	9,680	2.5 %	8,830	2.1 %
Add: impairments and lot option abandonments	288	0.1 %	182	0.0 %
Adjusted homebuilding gross margin <sup>(1)</sup>	\$83,568	21.3 %	\$107,568	25.4 %
Homebuilding gross margin percentage	18.8	%	23.3	%
Adjusted homebuilding gross margin percentage <sup>(1)</sup>	21.3	%	25.4	%

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



Our homebuilding gross margin percentage decreased to 18.8% for the three months ended March 31, 2017 as compared to 23.3% for the prior year period. The decrease in gross margin percentage was primarily due to the mix of deliveries, in particular a lower portion of overall deliveries were from our long-dated California communities, which produce gross margins above the Company average. The change in mix was primarily based on the timing of deliveries, and we expect more deliveries from these communities in the second quarter. Excluding interest and impairment and lot option abandonments in

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cost of home sales, adjusted homebuilding gross margin percentage was 21.3% for the three months ended March 31, 2017, compared to 25.4% for the prior year period.

Adjusted homebuilding gross margin is a non-GAAP financial measure. We believe this information is meaningful as it isolates the impact that leverage and noncash charges have on homebuilding gross margin and permits investors to make better comparisons with our competitors, who adjust gross margins in a similar fashion. Because adjusted homebuilding gross margin is not calculated in accordance with GAAP, it may not be comparable to other similarly titled measures of other companies and should not be considered in isolation or as a substitute for, or superior to, financial measures prepared in accordance with GAAP. See the table above reconciling this non-GAAP financial measure to homebuilding gross margin, the nearest GAAP equivalent.

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

	As a			
	Three Months Ended March 31,		Percentage of Home Sales Revenue	
	2017	2016	2017	2016
Sales and marketing	\$26,700	\$26,321	6.8 %	6.2 %
General and administrative (G&A)	34,649	28,531	8.8 %	6.7 %
Total sales and marketing and G&A	\$61,349	\$54,852	15.7 %	13.0 %

Sales and marketing expense as a percentage of home sales revenue increased to 6.8% for the three month period ended March 31, 2017, compared to 6.2% for the prior year period. The increase was the result of lower operating leverage on the fixed components of sales and marketing expenses as a result of the 7% decrease in homes sales revenue. Total sales and marketing expense increased by \$379,000 to \$26.7 million for the three months ended March 31, 2017 compared to \$26.3 million in the same prior year period.

General and administrative (“G&A”) expenses as a percentage of home sales revenue increased to 8.8% of home sales revenue for the three months ended March 31, 2017 compared to 6.7% for the prior year period. The increase was due primarily to decreased operating leverage resulting from the 7% decrease in home sales revenue. G&A expenses increased to \$34.6 million for the three months ended March 31, 2017 compared to \$28.5 million in the prior year period primarily as a result of additional headcount to support future growth, along with our continued expansion into Austin, Texas and Los Angeles, California.

Total sales and marketing and G&A (“SG&A”) as a percentage of home sales revenue increased to 15.7% for the three month period ended March 31, 2017, compared to 13.0% in the prior year period. Total SG&A expense increased \$6.5 million, to \$61.3 million for the three months ended March 31, 2017 from \$54.9 million in the prior year period.

#### Interest

Interest, which was incurred principally to finance land acquisitions, land development and home construction, totaled \$18.9 million and \$15.1 million for the three months ended March 31, 2017 and 2016, respectively. All interest incurred in both periods was capitalized. The increase in interest incurred during the three months ended March 31, 2017 as compared to the prior year period was primarily attributable to an increase in our debt balance and our weighted average interest rate as a result of the issuance of our 2021 Notes in May of 2016.

#### Income Tax

For the three months ended March 31, 2017, we recorded a tax provision of \$4.6 million based on an effective tax rate of 36.0%. For the three months ended March 31, 2016, we recorded a tax provision of \$15.5 million based on an effective tax rate of 35.0%. The decrease in provision for income taxes is due to a decrease in income before income taxes of \$31.4 million to \$12.8 million for the three months ended March 31, 2017, compared to \$44.2 million for the prior year period.

## Lots Owned or Controlled by Segment

Excluded from owned and controlled lots are those related to Note 6, Investments in Unconsolidated Entities. The table below summarizes our lots owned or controlled by segment as of the dates presented:

	March 31,		Increase		
	2017	2016	Amount	%	
<b>Lots Owned</b>					
Maracay Homes	1,645	1,476	169	11	%
Pardee Homes	16,083	16,296	(213)	(1)	%
Quadrant Homes	1,089	1,082	7	1	%
Trendmaker Homes	1,637	1,388	249	18	%
TRI Pointe Homes	2,936	2,865	71	2	%
Winchester Homes	1,744	1,920	(176)	(9)	%
Total	25,134	25,027	107	—	%
<b>Lots Controlled<sup>(1)</sup></b>					
Maracay Homes	966	804	162	20	%
Pardee Homes	399	161	238	148	%
Quadrant Homes	711	428	283	66	%
Trendmaker Homes	265	389	(124)	(32)	%
TRI Pointe Homes	619	760	(141)	(19)	%
Winchester Homes	666	360	306	85	%
Total	3,626	2,902	724	25	%
Total Lots Owned or Controlled <sup>(1)</sup>	28,760	27,929	831	3	%

(1) As of March 31, 2017 and 2016 lots controlled included lots that were under land or lot option contracts or purchase contracts.

## Liquidity and Capital Resources

## Overview

Our principal uses of capital for the three months ended March 31, 2017 were operating expenses, land purchases, land development and home construction. We used funds generated by our operations and available borrowings to meet our short-term working capital requirements. We remain focused on generating positive margins in our homebuilding operations and acquiring desirable land positions in order to maintain a strong balance sheet and keep us poised for growth. As of March 31, 2017, we had \$128.5 million of cash and cash equivalents. We believe we have sufficient cash and sources of financing to fund operations for at least the next twelve months.

Our board of directors will consider a number of factors when evaluating our level of indebtedness and when making decisions regarding the incurrence of new indebtedness, including the purchase price of assets to be acquired with debt financing, the estimated market value of our assets and the ability of particular assets, and our Company as a whole, to generate cash flow to cover the expected debt service. Our charter does not contain a limitation on the amount of debt we may incur and our board of directors may change our target debt levels at any time without the approval of our stockholders.

## Senior Notes

In May 2016, TRI Pointe Group issued \$300 million aggregate principal amount of 4.875% Senior Notes due 2021 (the "2021 Notes") at 99.44% of their aggregate principal amount. Net proceeds of this issuance was \$293.9 million, after debt issuance costs and discounts. The 2021 Notes mature on July 1, 2021 and interest is paid semiannually in arrears on January 1 and July 1.

TRI Pointe Group and TRI Pointe Homes are co-issuers of \$450 million aggregate principal amount of 4.375% Senior Notes due 2019 ("2019 Notes") and \$450 million aggregate principal amount of 5.875% Senior Notes due 2024 ("2024 Notes"). The 2019 Notes were issued at 98.89% of their aggregate principal amount and the 2024 Notes were issued at 98.15% of their aggregate principal amount. The net proceeds from the offering were \$861.3 million, after debt issuance costs and discounts. The 2019 Notes and 2024 Notes mature on June 15, 2019 and June 15, 2024. Interest is payable semiannually in arrears on June 15 and December 15.

As of March 31, 2017, no principal has been paid on the 2019 Notes, 2021 Notes and 2024 Notes (together, the "Senior Notes"), and there was \$19.8 million of capitalized debt financing costs, included in senior notes, net on our consolidated balance sheet, related to the Senior Notes that will amortize over the lives of the Senior Notes. Accrued interest related to the Senior Notes was \$17.2 million and \$10.7 million as of March 31, 2017 and December 31, 2016, respectively.

#### Unsecured Revolving Credit Facility

On April 28, 2016, the Company partially exercised the accordion feature under its existing unsecured revolving credit facility (the "Credit Facility") to increase the total commitments under the Credit Facility to \$625 million from \$550 million. The Credit Facility matures on May 18, 2019, and contains a sublimit of \$75 million for letters of credit. The Company may borrow under the Credit Facility in the ordinary course of business to fund its operations, including its land development and homebuilding activities. Borrowings under the Credit Facility will be governed by, among other things, a borrowing base. The Credit Facility contains customary affirmative and negative covenants, including financial covenants relating to consolidated tangible net worth, leverage, and liquidity or interest coverage. Interest rates on borrowings will be based on either a daily Eurocurrency base rate or a Eurocurrency rate, in either case, plus a spread ranging from 1.45% to 2.20% depending on the Company's leverage ratio. As of March 31, 2017, the outstanding balance under the Credit Facility was \$250.0 million with an interest rate 2.64% per annum and \$370.5 million of availability after considering the borrowing base provisions and outstanding letters of credit. At March 31, 2017, we had outstanding letters of credit of \$4.5 million. These letters of credit were issued to secure various financial obligations. We believe it is not probable that any outstanding letters of credit will be drawn upon.

#### Stock Repurchase Program

On January 26, 2016, our board of directors approved the 2016 Repurchase Program. The 2016 Repurchase Program expired on January 25, 2017 and no shares of common stock were repurchased under the 2016 Repurchase Program in the month of January, 2017.

On February 23, 2017, our board of directors approved the 2017 Repurchase Program. Purchases of common stock pursuant to the 2017 Repurchase Program may be made in open market transactions effected through a broker-dealer at prevailing market prices, in block trades, or by other means in accordance with federal securities laws, including pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the Exchange Act. We are not obligated under the 2017 Repurchase Program to repurchase any specific number or amount of shares of common stock, and we may modify, suspend or discontinue the program at any time. Our management will determine the timing and amount of repurchase in its discretion based on a variety of factors, such as the market price of our common stock, corporate requirements, general market economic conditions and legal requirements. For the three months ended March 31, 2017, 39,387 shares of our common stock were repurchased and retired under this program at an average price of \$12.49 per share for a total cost of \$492,118.

## Covenant Compliance

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

	Actual at March 31, 2017	Covenant Requirement at March 31, 2017
Financial Covenants		
Consolidated Tangible Net Worth (Not less than \$875.9 million plus 50% of net income and 50% of the net proceeds from equity offerings after March 31, 2015)	\$1,677,813	\$ 1,072,649
Leverage Test (Not to exceed 55%)	44.0	% ≤55%
Interest Coverage Test (Not less than 1.5:1.0)	4.7	≥1.5

As of March 31, 2017, we were in compliance with all of these financial covenants.

## Leverage Ratios

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

	March 31, 2017	December 31, 2016
Unsecured revolving credit facility	\$250,000	\$200,000
Seller financed loans	—	13,726
Senior Notes	1,169,914	1,168,307
Total debt	1,419,914	1,382,033
Stockholders' equity	1,839,174	1,829,447
Total capital	\$3,259,088	\$3,211,480
Ratio of debt-to-capital <sup>(1)</sup>	43.6	% 43.0
Total debt	\$1,419,914	\$1,382,033
Less: Cash and cash equivalents	(128,519 )	(208,657 )
Net debt	1,291,395	1,173,376
Stockholders' equity	1,839,174	1,829,447
Total capital	\$3,130,569	\$3,002,823
Ratio of net debt-to-capital <sup>(2)</sup>	41.3	% 39.1

(1) The ratio of debt-to-capital is computed as the quotient obtained by dividing total debt by the sum of total debt plus equity.

The ratio of net debt-to-capital is a non-GAAP measure and is computed as the quotient obtained by dividing net debt (which is total debt less cash and cash equivalents) by the sum of net debt plus equity. The most directly comparable GAAP financial measure is the ratio of debt-to-capital. We believe the ratio of net debt-to-capital is a relevant financial measure for investors to understand the leverage employed in our operations and as an indicator of our ability to obtain financing. See the table above reconciling this non-GAAP financial measure to the ratio of debt-to-capital. Because the ratio of net debt-to-capital is not calculated in accordance with GAAP, it may not be comparable to other similarly titled measures of other companies and should not be considered in isolation or as a substitute for, or superior to, financial measures prepared in accordance with GAAP.



#### Cash Flows—Three Months Ended March 31, 2017 Compared to Three Months Ended March 31, 2016

For the three months ended March 31, 2017 as compared to the three months ended March 31, 2016, the comparison of cash flows is as follows:

Net cash used in operating activities decreased by \$27.4 million to \$112.3 million for the three months ended March 31, 2017, from \$139.7 million for the three months ended March 31, 2016. The change was comprised of offsetting activity, including (i) an increase in real estate inventories of \$138.0 million in 2017 compared to an increase of \$180.5 million in 2016 and (ii) other offsetting activity included changes in other assets, receivables, accounts payable, accrued expenses, and net income. The offsetting increase in accounts receivable and accrued expenses and other liabilities included \$38.0 million of additional warranty liabilities estimated to be recovered by our insurance policies.

Net cash used in investing activities was \$1.4 million for the three months ended March 31, 2017, compared to \$424,000 for the same prior year period in 2016. The increase in cash used in investing activities was due mainly to increased purchases of property and equipment.

Net cash provided by financing activities decreased to \$33.6 million for the three months ending March 31, 2017, from \$69.6 million for the same period in the prior year. The change was primarily a result of lower net borrowings from debt of \$50.0 million during the three months ended March 31, 2017, compared to \$75.0 million for the three months ended March 31, 2016, offset by higher cash used to repay debt of \$13.7 million used during the three months ended March 31, 2017 compared to \$2.4 million used during the three months ended March 31, 2016.

As of March 31, 2017, our cash and cash equivalents balance was \$128.5 million.

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

In the ordinary course of business, we enter into land and lot option contracts in order to procure lots for the construction of our homes. We are subject to customary obligations associated with entering into contracts for the purchase of land and improved lots. These purchase contracts typically require a cash deposit and the purchase of properties under these contracts is generally contingent upon satisfaction of certain requirements by the sellers, including obtaining applicable property and development entitlements. We also utilize option contracts with land sellers as a method of acquiring land in staged takedowns, to help us manage the financial and market risk associated with land holdings, and to reduce the use of funds from our corporate financing sources. Option contracts generally require a non-refundable deposit for the right to acquire land and lots over a specified period of time at pre-determined prices. We generally have the right, at our discretion, to terminate our obligations under both purchase contracts and option contracts by forfeiting our cash deposit with no further financial responsibility to the land seller. As of March 31, 2017, we had \$30.5 million of cash deposits, the majority of which are non-refundable, pertaining to land and lot option contracts and purchase contracts with an aggregate remaining purchase price of \$416.9 million (net of deposits).

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

As of March 31, 2017, we had \$370.5 million of availability under our Credit Facility after considering the borrowing base provisions and outstanding letters of credit.

#### Inflation

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

#### Seasonality

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

#### Description of Projects and Communities under Development

The following table presents project information relating to each of our markets as of March 31, 2017 and includes information on current projects under development where we are building and selling homes.

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## Maracay Homes

County, Project, City	Year of First Delivery <sup>(1)</sup>	Total Number of Lots <sup>(2)</sup>	Cumulative Homes Delivered as of March 31, 2017	Lots Owned as of March 31, 2017 <sup>(3)</sup>	Backlog as of March 31, 2017 <sup>(4)(5)</sup>	Homes Delivered for the Three Months Ended March 31, 2017	Sales Price Range (in thousands) <sup>(6)</sup>
Phoenix, Arizona							
Town of Buckeye:							
Verrado Palisades	2015	63	41	22	11	8	\$301 - \$374
Verrado Victory	2015	98	34	64	12	4	\$357 - \$392
City of Chandler:							
Sendera Place	2015	79	66	13	9	8	\$277 - \$324
Hawthorn Manor	2017	84	—	84	21	—	\$511 - \$544
Town of Gilbert:							
Marquis at Morrison Ranch	2016	66	42	24	18	6	\$414 - \$501
Artisan at Morrison Ranch	2016	105	45	60	24	10	\$326 - \$379
The Preserve at Adora Trails	2017	82	—	82	14	—	\$386 - \$427
Marathon Ranch	2018	63	—	63	—	—	\$477 - \$501
City of Goodyear:							
Rio Paseo Villages	2018	117	—	117	—	—	\$200 - \$220
Rio Paseo Cottages	2018	93	—	93	—	—	\$234 - \$253
City of Mesa:							
Kinetic Point at Eastmark	2013	80	75	5	1	—	\$283 - \$361
Lumiere Garden at Eastmark	2013	85	77	8	3	2	\$327 - \$403
Aileron Square at Eastmark	2016	58	29	29	18	5	\$327 - \$403
Curie Court at Eastmark	2016	106	33	73	14	3	\$283 - \$361
Palladium Point	2016	53	8	45	11	4	\$310 - \$379
The Vista at Granite Crossing	2018	37	—	37	—	—	\$381 - \$456
Town of Peoria:							
The Reserve at Plaza del Rio	2013	162	143	19	13	8	\$227 - \$270
Maracay at Northlands	2014	90	89	1	1	12	\$330 - \$411
Legacy at The Meadows	2017	74	2	72	15	2	\$400 - \$426
Estates at The Meadows	2017	99	2	97	33	2	\$463 - \$537
Meadows 1 & 3	2018	299	—	299	—	—	\$365 - \$523
City of Phoenix:							
Navarro Groves	2018	54	—	54	—	—	\$373 - \$406
Town of Queen Creek:							
The Preserve at Hastings Farms	2014	89	89	—	—	1	\$300 - \$385
Villagio	2013	135	135	—	—	6	\$291 - \$352
Phoenix, Arizona Total		2,271	910	1,361	218	81	
Tucson, Arizona							
Marana:							
Tortolita Vistas	2014	55	44	11	11	3	\$458 - \$515
Oro Valley:							
Rancho del Cobre	2014	68	59	9	4	4	\$410 - \$478

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Desert Crest - Center Pointe Vistoso	2016	103	19	84	16	6	\$255 - \$300
The Cove - Center Pointe Vistoso	2016	83	23	60	13	5	\$335 - \$395
Summit N & S - Center Pointe Vistoso	2016	88	28	60	23	5	\$389 - \$424
The Pinnacle - Center Pointe Vistoso	2016	69	35	34	14	13	\$446 - \$478
Tucson:							
Ranches at Santa Catalina	2016	34	8	26	14	2	\$411 - \$457
Tucson, Arizona Total		500	216	284	95	38	
Maracay Total		2,771	1,126	1,645	313	119	

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## Pardee Homes

County, Project, City	Year of First Delivery <sup>(1)</sup>	Total Number of Lots <sup>(2)</sup>	Cumulative Homes Delivered as of March 31, 2017	Lots Owned as of March 31, 2017 <sup>(3)</sup>	Backlog as of March 31, 2017 <sup>(4)(5)</sup>	Homes Delivered for the Three Months Ended March 31, 2017	Sales Price Range (in thousands) <sup>(6)</sup>
California							
San Diego County:							
Casabella	2015	139	104	35	31	4	\$900 - \$1,000
Casavia	2017	83	9	74	24	9	\$980 - \$1,020
Artesana	2017	56	—	56	18	—	\$1,680 - \$1,910
Almeria	2017	80	—	80	—	—	\$1,390 - \$1,480
Olvera	2017	84	—	84	—	—	\$1,260 - \$1,350
Pacific Highlands Ranch Future	TBD	605	—	605	—	—	TBD
Olive Hill Estate	2016	37	20	17	8	4	\$650 - \$770
Sandstone (Castlerock)	2018	81	—	81	—	—	\$630 - \$660
Castlerock 47x90	2018	63	—	63	—	—	TBD
Lake Ridge (Castlerock)	2018	129	—	129	—	—	\$700 - \$780
Castlerock - 42x63	2018	142	—	142	—	—	TBD
Meadowood	TBD	844	—	844	—	—	\$290 - \$590
Parkview Condos	2016	73	56	17	16	20	\$435 - \$515
Luna	2017	96	—	96	19	—	\$370 - \$450
Azul	2017	121	—	121	19	—	\$360 - \$450
Ocean View Hills Future	2017	700	—	700	—	—	TBD
South Otay Mesa	TBD	893	—	893	—	—	\$185 - \$530
Los Angeles County:							
Aliento - Verano	2017	95	—	95	—	—	\$495 - \$615
Aliento - Arista	2017	112	—	112	13	—	\$695 - \$756
Aliento - 55x100	2018	94	—	94	—	—	\$665 - \$700
Aliento - 70x100	2018	67	—	67	—	—	\$810 - \$860
Skyline Ranch	TBD	1,260	—	1,260	—	—	\$510 - \$640
Riverside County:							
Meadow Glen	2014	142	142	—	—	2	\$350 - \$410
Senterra	2016	82	34	48	14	9	\$390 - \$480
Vantage	2016	83	25	58	5	10	\$350 - \$390
Viewpoint	2016	75	32	43	15	14	\$290 - \$325
Overlook	2016	112	30	82	23	6	\$305 - \$340
Aura	2017	79	—	79	24	—	\$340 - \$370
Starling	2018	107	—	107	—	—	\$385 - \$400
Canyon Hills Future 70 x 115	2018	125	—	125	—	—	TBD
Tournament Hills Future	TBD	268	—	268	—	—	TBD
Northstar	2015	102	79	23	4	13	\$300 - \$340
Skycrest	2015	115	74	41	13	6	\$330 - \$390
Flagstone	2016	79	38	41	8	4	\$380 - \$450
Lunetta	2016	89	66	23	10	11	\$270 - \$310

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Elara	2016	118	29	89	42	9	\$260 - \$310
Daybreak	2017	139	—	139	—	—	\$322 - \$340
Cascade	2017	105	—	105	—	—	\$296 - \$312
Sundance Future	TBD	1,109	—	1,109	—	—	TBD
Avena	2017	84	—	84	—	—	\$390 - \$430
Tamarack	2017	84	—	84	—	—	