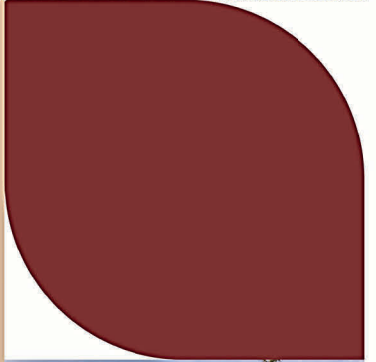
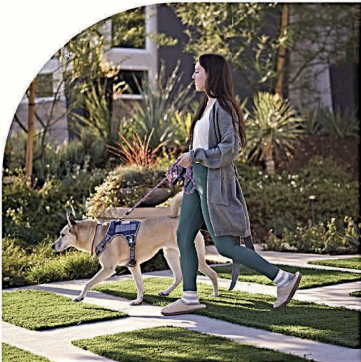


FI V EPOINT.

2022

Annual Report





April 28, 2023

Dear Shareholders,

2022 was a year of organizational transition for Five Point, while at the same time the market was subject to rising inflation and, in response, a series of unprecedented aggressive interest rate hikes by the Federal Reserve. Our team here nevertheless remained focus throughout the year on our three priorities:

1. Generating revenue and positive cash flow;
2. Managing and limiting our capital spend; and
3. Rightsizing our SG&A.

Our associates executed on a number of key strategic objectives in pursuit of these priorities in 2022, including:

- closing on the sale of approximately 42 acres of commercial land for a purchase price of \$240 million, or \$5.7 million per acre, at the Great Park Neighborhoods community owned by our joint venture, the Great Park Venture;
- receiving \$66.9 million in distributions and incentive compensation from the Great Park Venture;
- reducing our selling, general and administrative expenses to \$54.6 million, a 29% reduction compared to 2021;
- renewing our development management agreement with the Great Park Venture through the end of 2024;
- implementing an internal restructuring that resulted in annualized anticipated cost savings of approximately \$9 million; and
- maintaining a debt to total capitalization ratio of 25.1% and liquidity of \$256.8 million as of December 31, 2022.

Despite tightening market conditions and limited inventory, our guest homebuilders sold 594 homes at Valencia and 326 homes at the Great Park Neighborhoods in 2022. In the early months of 2023, we have seen an increase in home sales activity at our communities, which we believe will help drive land sales to builders throughout the rest of 2023.

As a complement to our residential land sale program, the commercial land sale that closed in the fourth quarter of 2022 at the Great Park Neighborhoods helped validate our commercial land sale strategy. Since the beginning of 2023, we have put another commercial parcel into escrow at the Great Park Neighborhoods and expect to have an additional commercial land sale in that community in 2023. We have also initiated marketing for a 35-acre commercial site in our Valencia community, which has already garnered strong interest from buyers.

While headwinds remain as we manage through interest rate increases, inflation, and credit tightening in the banking sector, we are optimistic about the opportunities available to us in 2023 and believe that demand for entitled residential and commercial land will continue to exceed supply in the California markets in which we operate. As buyers adjust to the new interest rate environment, we believe we are well-positioned to capitalize on our unique residential and commercial land assets in 2023 and beyond.

Lastly, I would like to acknowledge the incredible efforts of our team in executing on our strategic priorities in an evolving market environment, all while doing “more with less.” Our associates have been working hard to execute on our business plan in order to drive shareholder value and to help build communities and provide housing opportunities in our California markets. As always, we are all thankful for the continued support of our shareholders.

Sincerely,

A handwritten signature in blue ink that reads "Daniel Hedigan". The signature is fluid and cursive, with a long horizontal stroke extending to the right from the end of the name.

Daniel C. Hedigan
Chief Executive Officer

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

(Mark One)

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

For the fiscal year ended December 31, 2022

OR

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

For the transition period from to

Commission File Number 001-38088

Five Point Holdings, LLC

(Exact name of registrant as specified in its charter)

Delaware

27-0599397

(State or other jurisdiction of incorporation or organization)

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

2000 FivePoint 4th Floor Irvine California

92618

(Address of Principal Executive Offices)

(Zip code)

(949) 349-1000

(Registrant's telephone number, including area code)

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

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

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

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

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

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

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

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

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

The aggregate market value of common shares held by non-affiliates of the registrant as of June 30, 2022, the last business day of the registrant's most recently completed second fiscal quarter, based on the closing sale price per share as reported by the New York Stock Exchange on such date, was approximately \$230.8 million.

As of February 28, 2023, 68,984,694 Class A common shares and 79,233,544 Class B common shares were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for the 2023 Annual Meeting of Shareholders are incorporated herein by reference in Part III of this Annual Report on Form 10-K to the extent stated herein. Such proxy statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended December 31, 2022.

FIVE POINT HOLDINGS, LLC

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FORM 10-K

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

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

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

- uncertainties and risks related to public health issues such as a major epidemic or pandemic, including COVID-19;
- risks associated with the real estate industry;
- downturns in economic conditions or demographic changes at the national, regional or local levels, particularly in the areas where our properties are located;
- uncertainty and risks related to zoning and land use laws and regulations, including environmental planning and protection laws;
- risks associated with development and construction projects;
- adverse developments in the economic, political, competitive or regulatory climate of California;
- loss of key personnel;
- uncertainties and risks related to adverse weather conditions, natural disasters and climate change;
- fluctuations in interest rates;
- the availability of cash for distribution and debt service and exposure to risk of default under debt obligations;
- exposure to liability relating to environmental and health and safety matters;
- exposure to litigation or other claims;
- insufficient amounts of insurance or exposure to events that are either uninsured or underinsured;
- intense competition in the real estate market and our ability to sell properties at desirable prices;
- fluctuations in real estate values;
- changes in property taxes;
- risks associated with our trademarks, trade names and service marks;
- conflicts of interest with our directors;
- general volatility of the capital and credit markets and the price of our Class A common shares; and
- risks associated with public or private financing or the unavailability thereof.

Please see the “Risk Factors” under Part I, Item 1A of this report for a more detailed discussion of these and other risks.

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

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

DEFINITIONS

In this report:

- “acres” refers to gross acres, which includes unsaleable land, such as land on which major roads will be constructed, public parks, water quality basins, public school sites and open space;
- “Castlelake” refers to Castlelake, L.P.;
- “company,” “our company,” “us,” “we,” and “our” refer to Five Point Holdings, LLC, together with its consolidated subsidiaries;
- “CPHP” refers to CPHP Development, LLC and its subsidiaries, the entities that acquired certain assets, and assumed certain liabilities, from the San Francisco Venture immediately prior to the formation transactions;
- “Five Point Gateway Campus” refers to approximately 73 acres of commercial land in the Great Park Neighborhoods, on which four buildings have been constructed with an aggregate of one million square feet of research and development, medical and office space;
- “formation transactions” refers to the transactions effected on May 2, 2016, in which, among other things, (1) we acquired an interest in, and became the managing member of, the San Francisco Venture, (2) the limited liability company agreement of the San Francisco Venture was amended and restated to provide for the possible future exchange of the remaining interests in the San Francisco Venture for interests in our operating company, (3) we acquired a 37.5% percentage interest in the Great Park Venture, and became the administrative member of the Great Park Venture, and (4) we acquired the management company. See “Part I, Item 1. Business—Structure and Formation of Our Company”;
- “FP LP” refers to Five Point Communities, LP, a Delaware limited partnership;
- “FP LP Class B partnership interests” or “Class B partnership interests in FP LP” refer to partnership interests in FP LP owned by Lennar and FPC-HF that are entitled to receive distributions equal to the amount of any incentive compensation payments under the amended and restated development management agreement that are attributable to payments on legacy interests in the Great Park Venture;
- “FP Inc.” refers to Five Point Communities Management, Inc., a Delaware corporation, which is the general partner of, and owns a 0.5% Class A limited partnership interest in, FP LP;
- “FPC-HF” refers to FPC-HF Venture I, LLC, a Delaware limited liability company, which is owned, directly or indirectly, by an affiliate of Castlelake, an affiliate of Lennar and certain employees of the management company;
- “FPL” refers to our subsidiary, Five Point Land, LLC, a Delaware limited liability company, which owns Newhall Land & Farming;
- “fully exchanged basis” assumes (1) the exchange of all outstanding Class A units of the operating company for our Class A common shares on a one-for-one basis, (2) the exchange of all outstanding Class A units of the San Francisco Venture for our Class A common shares on a one-for-one basis and (3) the conversion of all of our outstanding Class B common shares into Class A common shares;
- “Gateway Commercial Venture” refers to Five Point Office Venture Holdings I, LLC, a Delaware limited liability company, which owns portions of the Five Point Gateway Campus;
- “Great Park Venture” refers to Heritage Fields LLC, a Delaware limited liability company, which is developing Great Park Neighborhoods;
- “homes” includes single-family detached homes, single-family attached homes and apartments for rent;
- “homesite” refers to a residential lot or a portion thereof on which a home will be built;
- “legacy interests” refers to membership interests in the Great Park Venture, which are currently held by the entities that owned the Great Park Venture immediately prior to the formation transactions, and entitle them to receive priority distributions from the Great Park Venture in an aggregate amount equal to \$565 million (\$499 million of which has been paid as of the date of this report);
- “Lennar” refers to Lennar Corporation and its subsidiaries;
- “management company” refers, collectively, to FP LP and FP Inc., which have historically managed the development of Great Park Neighborhoods and Valencia;
- “Newhall Land & Farming” refers to The Newhall Land and Farming Company, a California limited partnership, which is developing Valencia;
- “operating company” refers to Five Point Operating Company, LP, a Delaware limited partnership;
- “our communities” refers to the communities that we are developing, including Valencia in Los Angeles County, Candlestick and The San Francisco Shipyard in the City of San Francisco, and Great Park Neighborhoods in Orange County;

- “percentage interests” refers to membership interests in the Great Park Venture that entitle the holders to receive all distributions from the Great Park Venture after priority distributions have been paid to the holders of the legacy interests in the Great Park Venture; and
- “San Francisco Venture” refers to The Shipyard Communities, LLC, a Delaware limited liability company, which is developing Candlestick and The San Francisco Shipyard.

PART I

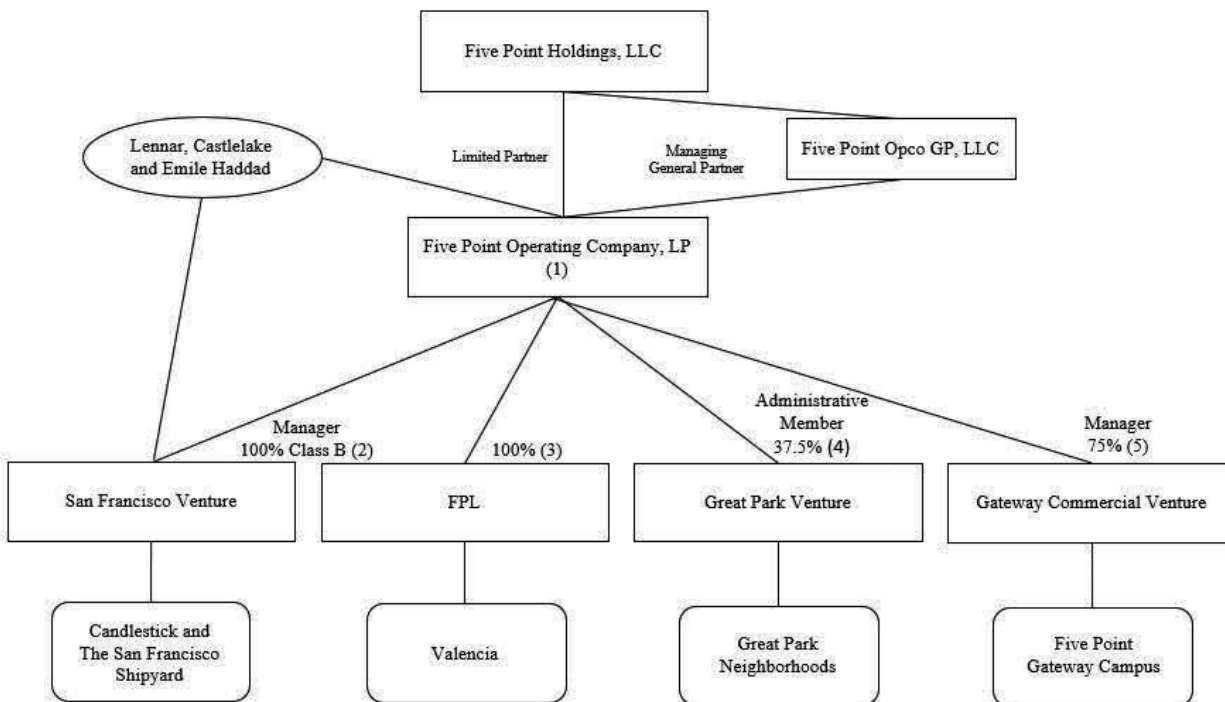
ITEM 1. Business

We are an owner and developer of mixed-use planned communities in California. Our three existing communities have the general plan and zoning approvals necessary for the construction of thousands of homesites and millions of square feet of commercial space, and they represent a significant portion of the real estate available for development in three major markets in California—Los Angeles County, San Francisco County and Orange County. In total, our communities consist of approximately 23 million square feet of built or planned commercial space and approximately 40,000 homes built or planned.

Structure and Formation of Our Company

In 2009, our company was formed as a limited liability company to acquire ownership through the operating company of Newhall Land & Farming, which is developing our Valencia community. In May 2016, we completed the formation transactions in which we acquired an interest in the San Francisco Venture, which is developing our Candlestick and The San Francisco Shipyard communities, a 37.5% percentage interest in the Great Park Venture, which is developing Great Park Neighborhoods, and the management company that has been the development manager of Great Park Neighborhoods since 2010. In August 2017, we acquired a 75% interest in the Gateway Commercial Venture, the entity that owns portions of the Five Point Gateway Campus.

Our company has an entity structure in which our two largest equity owners, Lennar and Castlelake, and our founder and Chairman Emeritus, Emile Haddad, separately hold, in addition to interests in our common shares, equity interests in either or both the operating company or the San Francisco Venture that can be exchanged for, at our option, either our Class A common shares or cash. The diagram below presents a simplified depiction of our current organizational structure.



(1) Through a wholly owned subsidiary, we serve as sole managing general partner of the operating company, and as of December 31, 2022, we owned approximately 62.5% of the outstanding Class A units of the operating company. We conduct all of our businesses in or through the operating company, which owns, directly or indirectly, equity interests in, and controls the management of FPL, the San Francisco Venture and the management company. Class A units of the operating company that we do not own are held by affiliates of Lennar, Castlelake, and Mr. Haddad and can be exchanged on a one-for-one basis, at our option, for either Class A common shares or cash equal to the fair market value of such shares. Until Class A units of the operating company are exchanged or redeemed, the capital associated with Class A units of the operating company not held by us is presented within "noncontrolling interests" on our consolidated balance sheet. Based on the closing price of our Class A common shares on February 28, 2023 (\$2.19), our market capitalization on a fully exchanged basis was approximately \$324.6 million.

(2) The operating company owns all of the outstanding Class B units of the San Francisco Venture. The Class A units of the San Francisco Venture, which are owned by affiliates of Lennar and Castlelake, are intended to be economically equivalent to Class A

units of the operating company. As the holder of all outstanding Class B units of the San Francisco Venture, the operating company is entitled to receive 99% of available cash from the San Francisco Venture after the holders of Class A units in the San Francisco Venture have received distributions equivalent to the distributions, if any, paid on Class A units of the operating company. Class A units of the San Francisco Venture can be exchanged, on a one-for-one basis, for Class A units of the operating company. Until exchanged or redeemed through the operating company, the capital associated with Class A units of the San Francisco Venture is presented within "noncontrolling interests" on our consolidated balance sheet.

- (3) We hold our interest in FPL directly and indirectly through the operating company and the management company.
- (4) Through a wholly owned subsidiary, the operating company owns a 37.5% percentage interest in the Great Park Venture. Holders of legacy interests in the Great Park Venture were entitled to receive priority distributions up to an aggregate amount of \$565.0 million, of which \$498.7 million has been distributed as of February 28, 2023. We are the administrative member of the Great Park Venture. However, management of the Great Park Venture is vested in the four voting members, who have a total of five votes. Major decisions generally require the approval of at least 75% of the votes of the voting members. We have two votes, and the other three voting members each have one vote, so we are unable to approve any major decision without the consent or approval of at least two of the other voting members. We do not include the Great Park Venture as a consolidated subsidiary, but rather as an equity method investee, in our consolidated financial statements.
- (5) Through a wholly owned subsidiary, the operating company owns a 75% interest in the Gateway Commercial Venture and serves as its manager. However, the manager's authority is limited. Major decisions by the Gateway Commercial Venture generally require unanimous approval by an executive committee composed of two people designated by us and two people designated by another investor. Some decisions require approval by all of the members of the Gateway Commercial Venture. The Gateway Commercial Venture owns one of the four buildings and approximately 50 acres of commercial land with additional development rights at the Five Point Gateway Campus. We do not include the Gateway Commercial Venture as a consolidated subsidiary, but rather as an equity method investee, in our consolidated financial statements.

Tax Classification

We have elected to be treated as a corporation for U.S. federal income tax purposes. As a result, an owner of our shares will not report our items of income, gain, loss and deduction on its U.S. federal income tax return, nor will an owner of our shares receive a Schedule K-1. Our shareholders also will not be subject to state income tax filings in the various states in which we conduct operations as a result of owning our shares. Distributions on our shares will be treated as dividends on corporate stock for U.S. federal income tax purposes to the extent of our current and accumulated earnings and profits and will be reported on Form 1099, to the extent applicable.

Our Business

We are primarily engaged in the business of planning and developing our three mixed-use planned communities, and our principal source of revenue is the sale of residential and commercial land sites to homebuilders, commercial developers and commercial buyers. We may also retain a portion of the commercial and multi-family properties in our communities as income-producing assets.

Our planning and development process involves the following components:

Mixed-use planning. We design all aspects of our communities, creating highly desirable places to live, work, shop and enjoy an active lifestyle. Our designs include a wide range of amenities, such as high quality public schools, parks and recreational areas, entertainment venues and walking and biking trails. Each community is comprised of several villages or neighborhoods, each of which offers a range of housing types, sizes and prices. In addition to the mixed-use land planning we undertake for each community, we typically create the floorplans and elevations for each home, as well as the landscape design for each neighborhood, considering each neighborhood's individual character within the context of the overall plan for the community. For the commercial aspects of our communities, we look for commercial enterprises that will best add value to the community by providing needed services, additional amenities or local jobs. In designing the overall program at each community, we consider the appropriate balance of housing and employment opportunities, access to transportation, resource conservation and enhanced public open spaces and wildlife habitats. We continually evaluate our plans for each community and make adjustments that we deem appropriate based on changes in local economic factors and other market dynamics.

Entitlements. We typically obtain all discretionary entitlements and approvals necessary to develop the infrastructure within our communities and prepare our residential and commercial lots for construction. We also typically obtain all discretionary entitlements and approvals that the homebuilder or commercial builder will need to build homes or commercial buildings on our lots, although we may from time to time allocate responsibility for obtaining certain discretionary entitlements to a homebuilder or commercial builder. Although we have general plan and zoning approvals for our communities, individual development areas within our communities are at various stages of planning and development and have received different levels of discretionary entitlements and approvals. For additional information, see "—Our Communities" below.

Horizontal development (infrastructure). We refer to the process of preparing the land for construction of homes or commercial buildings as “horizontal development.” This involves significant investments in a community’s infrastructure and common improvements, including grading and installing roads, sidewalks, gutters, utility improvements (such as storm drains, water, gas, sewer, power and communications), landscaping and shared amenities (such as community buildings, neighborhood parks, trails and open spaces) and other actions necessary to prepare residential and commercial lots for vertical development.

Land sales. After horizontal development for a given development area or parcel is completed, graded lots are typically sold to homebuilders, commercial builders or commercial buyers. We typically sell homesites to a diverse group of high-quality homebuilders in a competitive process, although in some cases we may negotiate directly with a single homebuilder. In addition to the base purchase price, our residential land sales typically involve participation provisions that allow us to share in the profits realized by the homebuilders. We sell commercial lots to developers through a competitive process or negotiate directly with the buyer. We also regularly assess our development plan and may retain a portion of the commercial and multi-family properties within our communities as income-producing assets.

Vertical development (construction). We refer to the process of building structures (buildings or houses) and preparing them for occupancy as “vertical development.” Single-family residences in our communities are built by third-party homebuilders. Commercial buildings in our communities are usually built by a third-party developer or the buyer. For commercial or multi-family properties that we retain, we may construct the building ourselves or enter into a joint venture with an established developer to construct a particular property.

Community programming. Our community building efforts go beyond development and construction. We offer numerous community programs, including music, food and art events, educational programs, gardening and cooking lessons and various holiday festivities. We plan and program all of our events with a goal of building a community that transcends the physical features of our development and connects neighbors through their interests. We believe community building efforts create loyal residents that can become repeat customers within our multi-generational communities.

Sequencing. In order to balance the timing of our revenues and expenditures, we typically sequence the development of individual neighborhoods or villages within our communities. As a result, many of the mixed-use planning, entitlement, development, sales and other activities described above may occur at the same time in different locations within a single community. Further, depending on the specific plans for each community and market conditions, we may vary the timing of certain of these activities. Throughout this process, we continually analyze each community relative to its market to determine which portions to sell, which portions to build and then sell, and which portions that we might retain as part of a portfolio of commercial and multi-family properties.

Our Segments

We have organized our operations into four reportable segments, three of which are tied to our communities (our Valencia, San Francisco and Great Park segments) and one relating to our commercial operations (our Commercial segment). Our operations relating to these segments are discussed in more detail below in the sections titled “Our Communities” and “Commercial.”

Our Communities

Valencia

Valencia is a mixed-use planned community in Los Angeles County that spans approximately 15,000 acres and is designed to include approximately 21,500 homesites, approximately 11.5 million square feet of commercial space, approximately 50 miles of trails, approximately 275 acres of community parks and approximately 10,000 acres of protected open space. The actual commercial square footage and number of homesites are subject to change based on ultimate use and land planning.

Valencia is located in an unincorporated portion of Los Angeles County along the Santa Clara River in the western portion of the Santa Clarita Valley. The property is located approximately 35 miles northwest of downtown Los Angeles, 15 miles north of the San Fernando Valley and is adjacent to the City of Santa Clarita. Valencia is adjacent to Interstate 5 and State Highway 126. Valencia is also approximately 45 miles north of the Los Angeles International Airport (LAX) and 21 miles northwest of the Hollywood Burbank (Bob Hope) Airport (BUR) in Burbank.

In December 2019, we completed our first residential land sales in the first development area at Valencia. As of December 31, 2022, we had sold 1,866 homesites, and builders had sold 940 homes to homebuyers since home sales commenced in May 2021.

Candlestick and The San Francisco Shipyard

Candlestick and The San Francisco Shipyard, located on approximately 800 acres of bayfront property in the City of San Francisco, is designed to include approximately 12,000 homesites, approximately 6.3 million square feet of commercial space,

approximately 100,000 square feet of community space, artist studios and approximately 355 acres of parks and open space. The actual commercial square footage and number of homesites are subject to change based on ultimate use and land planning.

The Candlestick and The San Francisco Shipyard communities are located almost equidistant between downtown San Francisco and the San Francisco International Airport (SFO). They consist of two distinct, but contiguous, parcels of real estate. Candlestick, the southern parcel, consists of approximately 280 acres on San Francisco's waterfront. This nationally recognized site was the location of Candlestick Park stadium, former home of the San Francisco 49ers and the San Francisco Giants. The San Francisco Shipyard, the northern parcel, consists of approximately 495 acres on the former site of the Hunters Point Navy Shipyard. We commenced horizontal development activities at Candlestick in 2015.

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

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

Great Park Neighborhoods

Great Park Neighborhoods, located in Irvine, California, is an approximately 2,100 acre mixed-use planned community that is being developed on the former site of the U.S. Marine Corp's El Toro Air base ("El Toro Base") in Orange County. Great Park Neighborhoods is designed to include approximately 10,500 homesites (including up to 1,056 affordable homesites), approximately 4.9 million square feet of commercial space, approximately 61 acres of parks and approximately 138 acres of trails and open space. The actual commercial square footage and number of homesites are subject to change based on ultimate use and land planning.

Great Park Neighborhoods is approximately seven miles from the Pacific Ocean, approximately nine miles from the University of California, Irvine (UCI) and approximately 17 miles from Disneyland. It is adjacent to the Orange County Great Park, a metropolitan public park that will be nearly twice the size of New York's Central Park upon completion. Great Park Neighborhoods is close to Interstate 5, Interstate 405, State Route 133 and John Wayne Airport (SNA) in Orange County.

The first homesites at the Great Park Neighborhoods were sold in April 2013 and, as of December 31, 2022, the Great Park Venture had sold 7,326 homesites (including 853 affordable homesites) and 115 acres of commercial land, including the Five Point Gateway Campus, allowing for development of up to approximately 2.8 million square feet of commercial office and research and development space. As of December 31, 2022, builder sales totaled 5,748 market rate homes at the Great Park Neighborhoods (including 38 homes under a fee build arrangement). The Great Park Venture reacquired the development rights equivalent to approximately one million square feet that had been previously sold with the Five Point Gateway Campus. For additional information about the Five Point Gateway Campus commercial land sale, see "[—Commercial](#)" below.

Commercial

We currently expect to develop and operate certain commercial properties within our existing mixed-use planned communities. We may develop and operate these properties on our own, or we may choose from time to time to develop and/or operate a particular property or properties in a strategic joint venture or other financing or entity structure with a third-party.

Factors we consider in determining whether or not to proceed with a particular commercial investment include (1) our existing knowledge of the mixed-use planned communities we are currently developing and understanding their respective needs, (2) whether, in our judgment, a particular commercial property or investment will create additional value for our remaining land within the community, in addition to achieving desired investment returns on such property or investment on a stand-alone basis, (3) existing entitlements and our ability to change them, (4) compatibility of the physical site with our proposed uses, and (5) environmental considerations, traffic patterns and access to the site.

In August 2017, the Gateway Commercial Venture, in which we own a 75% interest, acquired the Five Point Gateway Campus, consisting of approximately 73 acres of commercial land in the Great Park Neighborhoods that the Great Park Venture previously sold to a third party. The Five Point Gateway Campus currently includes approximately one million square feet planned for research and development, medical and office space in four buildings, which are designed to accommodate thousands of employees. In May 2020, the Gateway Commercial Venture closed on the sale of one building including approximately 11 acres of land within the campus to City of Hope. City of Hope operates the building as a comprehensive cancer care center and is currently constructing a hospital adjacent to the cancer care center. In August 2020, the Gateway Commercial Venture closed on the sale of two buildings to a real estate management company and operator. Our corporate headquarters are located in the fourth building, which remains owned by the Gateway Commercial Venture. In addition to the fourth building, the Gateway Commercial Venture owns approximately 50 acres of commercial land with additional development rights at the campus.

Other Properties

We own approximately 16,000 acres adjacent to our Valencia community in Ventura County that are primarily used for agriculture and energy operations. We also own approximately 500 acres of remnant commercial, residential and open space land in Los Angeles County that is planned to be sold or deeded to third parties as we develop our Valencia community.

Development Management Services

Through the management company, we receive fees for providing development management services for Great Park Neighborhoods and for providing property management services to the Gateway Commercial Venture.

Competition

We compete with other residential, retail and commercial property developers in the development of properties in the Northern and Southern California markets. Significant factors that we believe allow us to compete effectively in this business include:

- the size and scope of our mixed-use planned communities located in desirable and supply constrained California coastal markets;
- the recreational and cultural amenities available within our communities;
- the commercial centers in our communities;
- our relationships with homebuilders;
- the proximity of our communities to major metropolitan areas;
- experienced and proven leadership with expertise in partnering with governmental entities;
- significant discretion in timing and amount of land development expenditures; and
- flexible capital structure with a conservative operating philosophy.

Seasonality

Our business and results of operations are not materially impacted by seasonality, however, we have historically experienced, and expect to continue to experience, variability in results of operations between comparable periods as a result of the sequencing of the development of our communities.

Regulation

Entitlement Process

Land use and zoning authority is exercised by local municipalities through the adoption of ordinances, regulations or zoning codes to direct the use and development of private property by controlling the use, size, density and location of and access to developments on private land. Such ordinances, regulations or codes typically divide uses of land into two categories—permitted uses and discretionary uses. Permitted uses are presumptively permitted, while discretionary uses are subject to a discretionary approval process, usually involving an application, an environmental review and a public hearing with input from other locally affected

property owners and stake holders. In order to grant a discretionary use entitlement, the municipality must find that the use does not negatively impact surrounding properties and may condition such an entitlement with special requirements or limitations unique to each individual case. We typically obtain all discretionary entitlements and approvals necessary to develop the infrastructure within our communities and prepare our residential and commercial lots for construction. We also typically obtain all discretionary entitlements and approvals that the homebuilder or commercial builder will need to build homes or commercial buildings on our lots, although we may from time to time allocate responsibility for obtaining certain discretionary entitlements to a homebuilder or commercial builder.

We have incurred significant costs and expenses over the last 10 to 15 years in order to obtain the primary entitlements (general plan and zoning approvals) for our communities. Once these primary entitlements are obtained, we continue to refine the mixed-use plan for each community by planning specific development areas and obtaining the necessary governmental approvals for a development area. Among other things, we typically need to obtain the following approvals for each development area: (1) approval of the subdivision maps (such as vesting tentative tract maps and parcel maps) that allow the land to be divided into separate legal lots for residential, commercial and other improvements; (2) approval of the improvement plans that set forth certain design, engineering and other elements of infrastructure, parks, homes, commercial buildings and other improvements; (3) approval of the final map that allows for the conveyance of individual homesites and commercial lots; and (4) any other discretionary approvals needed to construct, finance, sell, lease or maintain the homes or commercial buildings within a development area.

We may also need to obtain state and federal permits for land development activities in certain development areas, including, for example, permits and approvals issued by state and federal resource agencies authorizing impacts to species covered by endangered species acts or impacts to state and federal waters or wetlands.

Development areas within our communities are at various stages of planning and development and, therefore, have received different levels of discretionary entitlements and approvals. In some cases, development areas have obtained entitlements and approvals allowing homes and commercial buildings to be built and sold, and in other cases development areas require further discretionary entitlements or approvals prior to the commencement of construction. In the past, our approvals have been challenged by third parties.

Environmental Matters

Under various federal, state and local laws and regulations relating to the environment, as a current or former owner or operator of real property, we may be liable for costs and damages resulting from the presence or discharge of hazardous or toxic substances, waste or petroleum products at, on, in, under or migrating from such property, including costs to investigate and clean up such contamination and liability for damage to natural resources. Such laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the presence of such contamination, and the liability may be joint and several. These liabilities could be substantial and the cost of any required remediation, removal, fines or other costs could exceed the value of the property or our aggregate assets. In addition, the presence of contamination or the failure to remediate contamination at our properties may expose us to third-party liability for costs of remediation or personal or property damage or materially adversely affect our ability to sell, lease or develop our properties or to borrow using the properties as collateral. In addition, environmental laws may create liens on contaminated sites in favor of the government for damages and costs it incurs to address such contamination. Moreover, if contamination is discovered on our properties, environmental laws may impose restrictions on the manner in which property may be used or businesses may be operated, and these restrictions may require substantial expenditures. Such remaining contamination encountered during our construction and development activities also may require investigation or remediation, and we could incur costs or experience construction delays as a result of such discoveries.

Some of our properties were used in the past for commercial or industrial purposes, or are currently used for commercial purposes, that involve or involved the use of petroleum products or other hazardous or toxic substances, or are adjacent to or near properties that have been or are used for similar commercial or industrial purposes. As a result, some of our properties have been or may be impacted by contamination arising from the releases of such substances. For example, oil and gas wells have formerly operated or are currently operating at Valencia. In certain cases, prior owners or operators have in the past investigated or remediated, or are currently investigating or remediating, such conditions, but contamination may continue to be present at these sites, and future remedial activities could delay or otherwise impede property development on sites where contamination is present.

In addition, The San Francisco Shipyard and Great Park Neighborhoods properties were formerly operated by the U.S. Navy as defense plants. As a result of these historic operations, portions of these properties have been or currently are listed on the U.S. Environmental Protection Agency's ("USEPA") National Priorities List as sites requiring cleanup under federal environmental laws. While investigation and cleanup activities have been substantially completed for Great Park Neighborhoods, significant work is contemplated over the next few years for certain parcels within The San Francisco Shipyard, which will delay the transfer of such parcels to us for development.

The National Environmental Policy Act ("NEPA") requires federal agencies to integrate environmental values into their decision making processes by considering the environmental impacts of their proposed actions and reasonable alternatives to those actions. To meet NEPA requirements federal agencies prepare a detailed statement known as an Environmental Impact Statement ("EIS"). Additionally, all Department of Defense installations (such as The San Francisco Shipyard and the El Toro Base) selected for

closure or realignment pursuant to the Base Closure and Realignment Acts of 1988 or 1990 and being considered for transfer by deed, and where a release or disposal of hazardous substances or petroleum products has occurred, are subject to an environmental review process and may not be transferred until a finding of suitability for transfer (“FOST”) is documented. In addition, our development projects are subject to the California Environmental Quality Act (“CEQA”), which is similar in scope to NEPA, and requires potential environmental impacts of projects subject to discretionary governmental approval to be studied by the California governmental entity approving the proposed projects. Projects with significant expected impacts require an Environmental Impact Report (“EIR”) while more limited projects may be approved based on a Mitigated Negative Declaration. All of our development sites and projects have either been or continue to be investigated, remediated or reviewed (with documented EISs, FOSTs and EIRs, as applicable) in accordance with the above-described and other applicable environmental laws to determine the suitability of their proposed uses and to protect human health and the environment.

New or additional permitting requirements, new interpretations of requirements, changes in our operations or litigation or community objections over the adequacy of conducted reviews and other response and mitigation actions could also trigger the need for either amended or new reviews or actions, which could result in increased costs or delays of, modification of, or denial of rights to conduct, our development programs. For additional information on legal challenges to our projects under environmental laws see “Item 3. Legal Proceedings.”

When we identify conditions that require a response under environmental laws, we endeavor to address identified contamination or mitigate risks associated with such contamination as required (or ensure that such actions are taken by other parties, such as prior owners and operators); however, we cannot assure you that we will not need to take additional action, incur additional costs, or delay or modify our development plans to address these conditions or other environmental conditions that may be discovered in the future. As a result of the foregoing, we could potentially incur material liabilities.

We are also subject to a variety of other local, state, federal and other laws and regulations concerning the environment, including those governing air emissions, wastewater discharges and use and disposal of hazardous or toxic substances. The particular environmental laws that apply to any given property vary according to multiple factors, including the property’s location, its environmental conditions and the present and former uses of the property, as well as adjoining properties. These issues may result in delays, may cause us to incur substantial compliance and other costs, and can prohibit or severely restrict development activity in environmentally sensitive regions or areas. For example, in those cases where wetlands or an endangered or threatened species are impacted by proposed development, environmental rules and regulations can result in the restriction or elimination of development in such identified environmentally sensitive areas.

Environmental laws also govern the presence, maintenance and removal of asbestos-containing materials (“ACM”) and may impose fines and penalties for failure to comply with these requirements or expose us to third-party liability (such as liability for personal injury associated with exposure to asbestos). Such laws require that owners or operators of buildings containing ACM (and employers in such buildings) properly manage and maintain the asbestos, adequately notify or train those who may come into contact with asbestos and undertake special precautions, including removal or other abatement, if asbestos would be disturbed during renovation or demolition of a building. In addition, soils at Candlestick and The San Francisco Shipyard are known to contain naturally occurring asbestos, which must be managed, including through dust management plans. In the past, we have been subject to penalties for failure to monitor asbestos dust during development activities at The San Francisco Shipyard, and although we endeavor to maintain (and to cause our contractors to maintain) compliance, we could incur such fines or penalties in the future.

FOST Process

The U.S. Navy is implementing its cleanup program at The San Francisco Shipyard pursuant to various federal laws and authorities. The Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA”) requires the U.S. Navy to remediate The San Francisco Shipyard in accordance with a federal facilities agreement entered into with the USEPA and the State of California, which sets forth procedures and timeframes for remedial decisions and deliverables. In accordance with the federal facilities agreement, the National Contingency Plan, 40 C.F.R. Part 300 and Department of Defense procedures, the U.S. Navy’s cleanup process involves (1) preparation of a series of reports documenting various investigative and remedial activities and (2) securing approval of those reports from the USEPA and the State of California. The remedial steps and related reports, each of which is subject to review, comment and approval, are as follows:

Preliminary assessment/site inspection. This is an initial review of the site, including review of historical records and visual inspections. Limited sampling and analysis of soil, surface water and groundwater may also occur.

Remedial investigation. The remedial investigation involves a closer look into each of the areas of concern identified in the preliminary assessment/site inspection and involves collecting and analyzing samples of multiple media (soil, soil gas, sediment, groundwater, etc.). The remedial investigation addresses the nature and extent of contamination at each area of concern identified in the parcel. The remedial investigation also includes preparation of a Human Health Risk Assessment and an Ecological Risk Assessment, as appropriate. The Human Health Risk Assessment identifies the contaminants that could pose a health risk under different exposure scenarios and identifies potential numeric remediation goals.

Feasibility study. The feasibility study evaluates the effectiveness, implementability and cost of various alternative remedial technologies that could be used to reduce site risk to acceptable levels, based on the results of the risk assessment and other data collected during the remedial investigation.

Proposed plan. The proposed plan summarizes the findings of the remedial investigation and proposes a preferred remedial approach for each area of concern in the parcel based on the options evaluated in the feasibility study. This step includes a public meeting to provide the public with relevant information and an opportunity to comment on the preferred cleanup alternative.

Record of decision. Once the U.S. Navy, the USEPA and the State of California select and approve the remedy for the parcel, the U.S. Navy documents and publishes the decision in the record of decision, which responds to all comments on the proposed plan.

Remedial design. The remedial design sets forth details of how the remedies identified in the record of decision will be carried out. The remedial design includes a detailed engineering design for implementing, operating and maintaining the selected cleanup alternative. The U.S. Navy also distributes a fact sheet to the public before beginning work on the cleanup.

Remedial action work plan/remedial action implementation. The U.S. Navy conducts remedial action in accordance with an approved remedial action work plan, which is based on the remedial design.

Remedial action completion report. Once complete, the cleanup is documented in a remedial action completion report.

FOST. Prior to conveyance of real property, CERCLA requires the U.S. Navy to remediate hazardous substances to a level consistent with the protection of human health and the environment. Following the completion and approval of the remedial action completion report, the U.S. Navy documents its findings that such remediation has occurred and that the property is suitable for transfer, consistent with all applicable laws and authorities, in a FOST.

Investment Policies

Investments in Real Estate or Interests in Real Estate

We are a real estate development and operating company that specializes in the development and operation of mixed-use planned communities. Our goal is to create sustainable, long-term growth and value for our shareholders. We do not currently have an investment policy; however, our board of directors may adopt one in the future.

We expect to pursue our investment objectives primarily through the ownership, development, operation and disposition of our communities: (1) Valencia; (2) Candlestick and The San Francisco Shipyard; and (3) Great Park Neighborhoods. Although we currently have no definitive agreements to acquire other properties, we may do so in the future. Our future investment or development activities will not necessarily be limited to any geographic area, product type or to a specified percentage of our assets.

We may also participate with third parties in property ownership, development and operation, through joint ventures, private equity real estate funds or other types of co-ownership. We also may acquire real estate or interests in real estate in exchange for the issuance of our Class A common shares, our preferred shares, options to purchase shares or Class A units of the operating company. These types of investments may permit us to own interests in larger assets without unduly restricting our diversification and, therefore, provide us with flexibility in structuring our portfolio.

We will limit our investment in any securities so that we do not fall within the definition of an “investment company” under the Investment Company Act of 1940, as amended.

Investments in Real Estate Mortgages

We may, at the discretion of our board of directors, invest in mortgages and other types of real estate interests, but we do not currently, nor do we currently intend to, engage in these activities. If we choose to invest in mortgages, we would expect to invest in mortgages secured by real property interests. We do not have a policy that restricts the proportion of our assets that may be invested in a type of mortgage or any single mortgage or type of mortgage loan.

Securities of, or Interests in, Persons Primarily Engaged in Real Estate Activities and Other Issuers

We do not currently intend to invest in securities of other entities engaged in real estate activities or securities of other issuers, including for the purpose of exercising control over such entities. However, we may do so in the future.

Investments in Other Securities

Other than as described above and for short-term securities pending long-term commitment, we do not currently intend to invest in any additional securities such as bonds, preferred shares or common shares.

Human Capital

We are innovators and collaborators in the evolution of cities in coastal California, and our associates are the force behind the success of our communities. We believe in cultivating a work environment that fosters inclusion, diversity of thought, professional development and opportunities to grow and share innovative ideas across all our community elements. Our associates are expected to exhibit and promote honest, ethical and respectful conduct in the workplace. All of our associates must adhere to a code of business conduct and ethics that sets standards for appropriate behavior and participate in required training on preventing and identifying harassment and discrimination.

We believe that diversity within our employee base helps us to incorporate a wide range of perspectives into the development of our communities. We feel that the many cultures that live in our communities reflect the diverse mix of our associates. At December 31, 2022, women constituted approximately 47% of our workforce, and ethnic and racial minorities constituted approximately 44% of our workforce.

We have designed our compensation and benefits programs to attract, retain and engage talented individuals. Our associates are eligible for medical, dental and vision insurance, a 401(k) plan with matching contributions, health savings and flexible spending accounts, paid time off, life and disability insurance, various wellness programs, paid parental leave and employee assistance programs. The compensation committee of our board of directors annually reviews the terms of our benefits programs made available to our associates.

We are dedicated to supporting and engaging with our communities through charitable donations, community outreach programs and the development of public schools, parks and other amenities. In addition to charitable initiatives of the company, we encourage and provide the flexibility to allow our associates to pursue outside interests and to make a difference in their local communities.

In response to the COVID-19 pandemic, we took immediate steps to protect the health and well-being of our associates and to preserve the financial strength of the company. Beginning in April 2022, the substantial majority of our associates returned back to our offices on a hybrid schedule. When working remotely, our associates have access to necessary systems and resources to ensure business continuity.

At December 31, 2022, we had approximately 105 employees, all of whom were working full-time.

Information about our Executive Officers

The following individuals are our executive officers:

Name	Age	Position
Daniel Hedigan	69	Chief Executive Officer
Michael Alvarado	57	Chief Legal Officer, Vice President and Secretary
Greg McWilliams	71	Chief Policy Officer
Leo Kij	59	Interim Chief Financial Officer

Daniel Hedigan. Mr. Hedigan was appointed our Chief Executive Officer in February 2022. Prior to his appointment, Mr. Hedigan served as President of Land Sales and Home Building for the Irvine Company from 2013 to 2021, where he oversaw the design, building and sales of new homes in the master-planned villages of the Irvine Ranch in Orange County, California.

Michael Alvarado. Mr. Alvarado has been our Chief Legal Officer, Vice President and Secretary since May 2016. From 2011 until May 2016, Mr. Alvarado served as General Counsel for the management company.

Greg McWilliams. Mr. McWilliams was named our Chief Policy Officer in March 2018. From May 2016 until his appointment as Chief Policy Officer, Mr. McWilliams served as our Regional President-Southern California. From 2004 until May 2016, Mr. McWilliams was President of Newhall Land & Farming.

Leo Kij. Mr. Kij was appointed our Interim Chief Financial Officer in March 2022. Prior to his appointment, Mr. Kij served as our Vice President and Corporate Controller since 2016. From 2009 to 2016, he served as Controller of our subsidiary, Five Point Communities Management, Inc.

Available Information

Our website is www.fivepoint.com. We make available free of charge through our website our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to these reports filed or furnished pursuant to Section 13(d) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") as soon as reasonably practicable after being filed with, or furnished to, the Securities and Exchange Commission ("SEC"). In addition, you may obtain the documents that we file with the SEC from the SEC's website at www.sec.gov.

We use our investor relations website as a means of disclosing material non-public information and for complying with our disclosure obligations under Regulation FD. Investors should monitor such website, in addition to following our press releases, SEC filings and public conference calls and webcasts. Information relating to our corporate governance is also included on our investor relations website. The information contained in, or that can be accessed through, our website is not incorporated by reference and is not a part of this annual report on Form 10-K.

ITEM 1A. Risk Factors

You should carefully consider the following material risks, as well as the other information contained in this Annual Report on Form 10-K, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements and the related notes. If any of the following risks actually occur, our business, financial condition, results of operations or prospects could be materially and adversely affected. In such an event, the trading price of our Class A common shares could decline and you could lose part or all of your investment.

Risks Related to Our Business and Industry

Our business has been disrupted by the outbreak and worldwide spread of COVID-19 and could be materially and adversely affected by COVID-19 or by a similar epidemic or pandemic, or similar public threat, or fear of such an event, and the measures that international, federal, state and local governments, agencies, law enforcement and/or health authorities implement to address it.

The U.S. and other countries have experienced, and may experience in the future, outbreaks of contagious diseases that affect public health and public perception of health risk. Federal, state and local governments and private entities in impacted regions have taken, and may continue to take, actions in an effort to slow the spread of COVID-19 and variants of the virus. In response to these steps, we initially shifted a majority of our office functions to work remotely and implemented a COVID-19 Prevention Program, which sets forth COVID-19-related safety protocols and procedures and worksite-specific operational plans for the locations at which associates have returned to work on site.

Our results of operations are affected by economic conditions, including macroeconomic conditions and levels of business confidence and consumer confidence. There is significant uncertainty regarding the extent to which and how long the impacts of COVID-19 will continue to disrupt the U.S. economy. Our business could be negatively impacted over the medium-to-longer term if the disruptions related to COVID-19 continue. Potential impacts could include asset impairments similar to the impairment we recognized in 2020 of \$26.9 million attributed to our investment in the Great Park Venture primarily as a result of expected delays in both the timing of land sales to builders and distributions to us causing a decline in the fair value of our investment in the Great Park Venture (see Part II, Item 8 of this report). If COVID-19 continues to have a significant negative impact on economic conditions over a prolonged period of time, our results of operations and financial condition could be adversely impacted. COVID-19 also may have the effect of heightening many of the other risks described in the Risk Factors listed below.

There are significant risks associated with our development and construction projects that may prevent completion on budget and on schedule.

At our projects, we are engaged in extensive construction activity to develop each community’s infrastructure, including grading and installing roads, sidewalks, gutters, utility improvements, landscaping and shared amenities and other actions necessary to prepare each residential and commercial lot for construction. In addition, although we primarily rely on homebuilders to purchase homesites at our communities and construct homes, we may in the future construct a portion of the homes ourselves. For commercial or multi-family properties that we retain or acquire in the future, we may also construct the buildings ourselves. Our development and construction activities entail risks that could make our projects less profitable and otherwise adversely impact our financial condition and results of operations, including:

- increased construction costs, unavailability of raw materials when needed, and permitting or construction delays;
- claims for construction-related injuries, as well as claims for warranty, product liability and construction defects;
- labor stoppages or slowdowns and/or disputes with contractors, subcontractors or other third parties on whom we rely;
- federal, state and local grants to complete certain highways, interchange, bridge projects or other public improvements may not be available;
- unforeseen engineering, environmental or geological problems, including the potential impacts of climate change;
- compliance with environmental planning and protection regulations and related legal proceedings, including governmental regulations intended to reduce greenhouse gas emissions or ameliorate projected climate change impacts;
- liabilities, expenses or project delays, stoppages or interruptions as a result of challenges by third parties in legal proceedings;
- delay or inability to acquire property, rights of way or easements; and
- weather-related and geological interference, including landslides, earthquakes, floods, drought, wildfires and other events, including rising sea-levels due to climate change.

We cannot assure you that projects will be completed on schedule or that construction costs will not exceed budgeted amounts. Failure to complete development or construction activities on budget or on schedule may adversely affect our financial condition and results of operations.

We will have to make significant investments at our properties before we realize significant revenues.

We currently plan to spend material amounts on horizontal development at our communities. Those expenditures primarily reflect the costs of developing the infrastructure at our properties, including grading and installing roads, sidewalks, gutters, utility improvements, landscaping and shared amenities and other actions necessary to prepare each residential and commercial lot for construction. We may experience cost increases, our plans may change, new regulations and regulatory plan modifications or court rulings may affect our ability to develop or the cost to develop the project or circumstances may arise that result in our needing additional capital to execute our development plan. We are also required to provide performance bonds and letters of credit in the ordinary course of business to governmental authorities and others to ensure the completion of our projects or in support of obligations to build community improvements. If we are not successful in obtaining additional financing to enable us to complete our projects or are unable to obtain performance bonds or letters of credit when required, we may experience further delays or increased costs, and our financial condition and results of our operations may be adversely affected.

Our communities are all located in California, which makes us susceptible to risks in that state.

Our communities are all located in California. We have no current plans to acquire any additional properties or operations outside of California and we expect, at least for a number of years, to be dependent upon our existing projects for all of our cash flow. As a result, we are susceptible to greater risks than if we owned a larger or more geographically diverse portfolio. California also continues to suffer from severe budgetary constraints, which may result in the layoff or furlough of government employees, and California is regarded as more litigious and more highly regulated and taxed than many other states. Any adverse change in the economic, political, competitive or regulatory climate in California, or the counties and cities where our properties are located, could adversely affect our real estate development activities and have a negative impact on our financial condition and results of operations.

In addition, historically, California has been subject to natural disasters, including earthquakes, droughts, floods, wildfires and severe weather, and coastal locations may be particularly susceptible to climate stress events or adverse localized effects of climate change, such as sea-level rise and increased storm frequency or intensity. We therefore have greater exposure to the risks of natural disasters, which can lead to power shortages, shortages of labor and materials, increased costs, and delays in development. The occurrence of natural disasters may also negatively impact the demand for new homes in affected areas. If our insurance does not fully cover losses resulting from these events, our financial condition and results of operations could be adversely affected. Additionally, if drought conditions continue in California, state and local authorities could enact restrictions or moratoriums on building permits and access to utilities, such as water and sewer taps, which could delay or prevent our construction activities, as well as the construction of homes and commercial buildings, even when we have obtained water rights for our communities.

We are highly dependent on homebuilders.

We are highly dependent on our relationships with homebuilders to purchase lots at our residential communities. Our business will be adversely affected if homebuilders do not view our residential communities as desirable locations for homebuilding operations. Also, some homebuilders may be unwilling or unable to close on previously committed land parcel purchases due to factors outside of our control. As a result, we may sell fewer land parcels and may have lower revenues from sales, which could adversely affect our financial condition and results of operations.

Title to our property may be impaired by title defects.

We cannot give any assurance that title to our properties will not be challenged or impugned, and we cannot be certain that we have or will acquire valid title to our properties. Further, we cannot give any assurance that there are not any liens, encumbrances, mortgages, impositions, fines, violations, levies, superior title claims or other title defects or title issues (collectively, "title defects") with respect to our properties. The lack of good, marketable fee title, or the existence of any existing title defects with respect to our properties, could materially and adversely affect our properties, including by resulting in: (1) chain of title issues (such as impediments to the potential sale, transfer, assignment or grant of any fee or leasehold interests in all or any portion of our properties); (2) financing issues (such as impediments to qualifying for a line of credit, mortgage or private equity financing); (3) development issues (such as impediments to qualifying for governmental licenses and permits or construction financing, delays in operations, or additional costs incurred in connection with any required corrective measures); (4) foreclosure, forfeiture and loss of fee title (such as resulting from a mortgage foreclosure, tax levy or rescission rights); (5) reduction of asset value; or (6) loss of revenue, capital or anticipated profits.

Although the San Francisco Venture holds title insurance on the portions of Candlestick and The San Francisco Shipyard that it currently owns and the Great Park Venture holds title insurance on Great Park Neighborhoods, we do not hold title insurance on Valencia. In any event, an owner's title insurance policy only provides insurance coverage as of the issuance date of such policy and does not protect against transfers or other title defects that impact the properties from and after the title policy issuance dates. Accordingly, for all of our properties, whether or not we hold title insurance, it is possible that there may be title defects for which we will have no title insurance coverage.

In addition, the title insurance policies we do hold may not insure for the current aggregate market value of our properties, and we do not intend to increase our title insurance coverage as the market value of our portfolio increases. As a result, we may not have sufficient coverage against all losses that we may experience, including from adverse title claims.

Inflation may adversely affect us by increasing costs that we may not be able to recover.

Inflation can adversely affect us by increasing costs of materials and labor. In addition, inflation is often accompanied by higher interest rates, which could have a negative impact on demand for homes and the cost of debt financing. In a highly inflationary environment, depending on industry and other economic conditions, we may be unable to raise prices enough to keep up with the rate of inflation, which would reduce our profit margins. For example, we have been experiencing increases in the prices of labor and materials across all of our communities, which may adversely affect our financial condition and results of operations. In addition, the current conditions of high inflation and rising interest rates, which caused significant increases in mortgage rates during 2022, have resulted in decreased demand by homebuyers for new homes and a corresponding softening of demand by our guest builders for home sites.

Significant competition could have an adverse effect on our business.

We compete with other residential, retail and commercial property developers in the development of properties in the Northern and Southern California markets. We compete with a number of residential, retail and commercial developers, some with greater financial resources, in seeking resources for development and prospective purchasers. Competition from other real estate developers may adversely affect our ability to attract purchasers and sell or lease residential, retail and commercial properties, attract and retain experienced real estate development personnel or obtain construction materials and labor. These competitive conditions could make it difficult to sell properties at desirable prices and could adversely affect our financial condition and results of operations.

Fluctuations in real estate values may require us to write down the carrying value of our real estate assets or real estate investments.

Our industry is subject to significant variability and fluctuations in real estate values. The valuation of our real estate assets or real estate investments is inherently subjective and based on the individual characteristics of each asset. Factors such as competitive market supply and demand for inventory, changes in laws and regulations, political and economic conditions and interest and inflation rate fluctuations subject our valuations to uncertainty. Our valuations are made on the basis of assumptions that may not prove to reflect economic or demographic reality. If the real estate market deteriorates, we may reevaluate the assumptions used in our analysis. As a result, adverse market conditions may require us to write down the book value of certain real estate assets or real estate investments and some of those write-downs could be material. Any material write-downs of assets could have a material adverse effect on our financial condition and results of operations. Also, a material write-down of assets could adversely affect our ability to meet specified financial ratios or satisfy financial condition tests under the terms of our indebtedness and could adversely affect our ability to utilize certain exceptions from various debt covenants that impose operating restrictions on us, including limitations on our ability to: pay dividends, redeem or repurchase capital stock or make other restricted payments; make certain investments; incur additional indebtedness or issue preferred stock; create certain liens; or consolidate, merge or transfer all or substantially all of our assets. See “—Risks Related to Our Organization and Structure—Our substantial indebtedness may have a material adverse effect on our business, our financial condition and results of operations and our ability to secure additional financing in the future.”

Our property taxes could increase due to rate increases or reassessments or the imposition of new taxes or assessments, which may adversely impact our financial condition and results of operations.

We will be required to pay state and local real property taxes and assessments on our properties. The real property taxes and assessments on our properties may increase as property or special tax rates increase or if our properties are assessed or reassessed at a higher value by taxing authorities. If we are obligated to pay new taxes or if there are increases in the property taxes and assessments that we currently pay, our financial condition and results of operations could be adversely affected.

Risks Related to Laws and Regulations

Zoning and land use laws and regulations may increase our expenses, limit the number of homes or commercial square footage that can be built or delay completion of our projects and adversely affect our financial condition and results of operations.

Our communities are subject to numerous local, state, and federal laws and other statutes, ordinances, rules and regulations concerning zoning, development, building design, construction and similar matters that impose restrictive zoning and density requirements in order to limit the number of homes or commercial square feet that can eventually be built within the boundaries of a particular area, as well as governmental taxes, fees and levies on the acquisition and development of land parcels. These regulations often provide broad discretion to the administering governmental authorities as to the conditions for our projects being approved, if approved at all. Further, if the terms and conditions of our existing development agreements with the Cities of Irvine and San Francisco are not complied with, existing entitlements under those agreements could be lost, including (in the case of San Francisco) the right to acquire certain portions of the land on which development activity is expected. New housing and commercial developments are often subject to determinations by the administering governmental authorities as to the adequacy of water and sewage facilities, roads and other local services, and may also be subject to various assessments for schools, parks, streets, affordable

housing and other public improvements. As a result, the development of properties may be subject to periodic delays in certain areas due to the conditions imposed by the administering governmental authorities. Due to building moratoriums, zoning changes or “slow-growth” or “no-growth” initiatives that could be implemented in the future in the areas in which our properties are located, our communities may also be subject to periodic delays, or we could be precluded entirely from developing in certain communities or otherwise restricted in our business activities. Such moratoriums or zoning changes can occur either prior or subsequent to commencement of our development operations, without notice or recourse. Local and state governments also have broad discretion regarding the imposition of development fees for projects in their jurisdictions. Projects for which we have received land use and development entitlements or approvals may still require a variety of other governmental approvals and permits during the development process and can also be impacted adversely by unforeseen health, safety, and welfare issues, which can further delay these projects or prevent their development. As a result, revenue from land sales or leasing of retail or other commercial space may be adversely affected, or costs may increase, which could negatively affect our financial condition and results of operations.

We incur significant costs, and may be subject to delays, in obtaining entitlements, permits and approvals before we can begin development or construction of our projects and begin to recover our costs.

Before any of our projects can generate revenues, we make material expenditures to obtain entitlements, permits and development approvals. It generally takes several years to complete this process and completion times vary based on complexity of the project and the community and regulatory issues involved. Changing market conditions during the entitlement period could negatively impact our revenue from land sales or leasing of retail or other commercial space. Historically, certain of our entitlements, permits and development approvals have been challenged by third parties, such as environmental groups. Future entitlements, permits and development approvals that we will need to obtain for development areas within our communities may be similarly challenged.

As a result of the time and complexity involved in obtaining approvals for our projects, we face the risk that demand for residential and commercial properties may decline, and we may be forced to sell or lease properties at prices or rates that generate lower profit margins than we anticipated or that would result in losses. If values decline, we may be required to make material write-downs of the book value of our real estate assets or real estate investments.

Our projects are subject to environmental planning and protection laws and regulations that require us to obtain permits and approvals that may be delayed, withheld or challenged by third parties in legal proceedings.

Our projects are subject to various environmental and health and safety laws and regulations. These laws and regulations require us to obtain and maintain permits and approvals, undergo environmental review processes and implement environmental and health and safety programs and procedures to mitigate the physical impact our communities will have on the environment (such as traffic impacts, health and safety impacts, impacts on public services and impacts on endangered, threatened or other protected plants and species) and to control risks associated with the siting, development, construction and operation of our projects, all of which involve a significant investment of time and expense. The particular environmental requirements that apply to a project vary depending on, among other things, location, environmental conditions, current and former uses of a property, the presence or absence of certain wildlife or habitats, and nearby conditions. We expect that increasingly stringent environmental requirements will be imposed on developers in the future in light of growing concern from advocacy groups, government agencies and the general public over the effects of climate change on the environment.

Transition risks posed by new government restrictions, standards or regulations intended to reduce greenhouse gas emissions and potential climate change impacts are emerging and may increase in the future. These future environmental requirements and restrictions could affect the timing or cost of our development and could increase our operating and compliance costs or require additional technology and capital investment, which could adversely affect our results of operations. In addition, future environmental requirements or restrictions could reduce the number of homesites or amount of commercial square feet we are able to develop, increase our financial commitments to local or state agencies or organizations or otherwise reduce the profitability of the project. Failure to comply with these laws, regulations and permit requirements may result in delays, administrative, civil and criminal penalties, denial or revocation of permits or other authorizations, other liabilities and costs, the issuance of injunctions to limit or cease operations and the imposition of additional requirements for future compliance as a result of past failures.

Certain of our environmental permits and approvals have been challenged in the past by third parties, such as environmental groups. Future environmental permits and approvals that we will need to obtain for development areas within our communities may be similarly challenged.

As an owner and operator of real property, we could incur liability for environmental contamination issues.

We have incurred costs and expended funds, and may do so again in the future, to comply with environmental requirements, such as those relating to discharges or threatened discharges to air, water and land, the handling and disposal of solid and hazardous waste and the cleanup of properties affected by hazardous substances, including asbestos-containing materials. Under these and other environmental requirements, as a property owner or operator, we may be required to investigate and clean up hazardous or toxic substances or chemical releases at our communities or properties currently or formerly owned or operated by us, including as a result of the current and former oil and gas leasing operations at Valencia or as a result of prior activities conducted at the El Toro Base or The San Francisco Shipyard. Some of our properties have been or may be impacted by contamination arising from these or other prior

uses of these properties or adjacent properties. In this regard, certain portions of the El Toro Base and The San Francisco Shipyard have been or currently are listed on the USEPA's National Priorities List as sites requiring cleanup under federal environmental law. Although the U.S. Navy has been primarily responsible for investigation and cleanup activities at these properties and will continue to have liability for future contamination that is discovered, we also may incur costs for investigation or cleanup of contamination that is discovered or disturbed during the course of our future development activities or otherwise. Similarly, in the event that oil and gas operators at Valencia do not fully remediate contamination resulting from such operations, we may incur such costs. As an owner and operator of real property, we could be held responsible to a governmental entity or third parties for property damage, personal injury and investigation and cleanup costs incurred by them in connection with any contamination at or from such real property. We may also be liable for the costs of remediating contamination at off-site disposal or treatment facilities when we arrange for disposal or treatment of hazardous substances or waste at such facilities, without regard to whether we comply with environmental laws in doing so.

Environmental laws and requirements typically impose cleanup responsibility and liability without regard to whether the owner or operator knew of or caused the presence of the contaminants. The liability under the laws related to such requirements has been interpreted to be joint and several, meaning a governmental entity or third-party may seek recovery of the entire amount from us even if there are other responsible parties, unless the harm is divisible and there is a reasonable basis for allocation of the responsibility. The costs of investigation, remediation or removal of those substances, or fines, penalties and other sanctions and damages from third-party claims for property damage or personal injury, may be substantial, and the presence of those substances, or the failure to remediate a property properly, may impair our ability to sell, lease or otherwise use our property. While we currently have and may maintain insurance policies from time to time to mitigate some or all of these risks, insurance coverage for such claims may be limited or nonexistent. In addition, to the extent that we have indemnification rights against third parties relating to any such environmental liability or remediation costs, the indemnification may not fully cover such costs or we may not be able to collect the full amount of the indemnification from the third-party. Significant investigation and cleanup activities are contemplated over the next few years for certain of The San Francisco Shipyard parcels, which will delay transfer of such parcels to us for development.

Although most of our properties have been subjected to environmental assessments by independent environmental consultants or in the case of Great Park Neighborhoods and The San Francisco Shipyard, extensive environmental assessments by the U.S. government, these environmental assessments may not include or identify all potential environmental liabilities or risks associated with the properties. We cannot assure you that these or other environmental assessments identified all potential environmental liabilities or that we will not incur material environmental liabilities in the future. We cannot predict with any certainty the magnitude of our future expenditures relating to environmental compliance or the long-range effect, if any, of environmental laws on our operations. Compliance with such laws could have a material adverse effect on our results of operations and competitive position in the future.

Increasing scrutiny and evolving expectations from investors, regulators, and other stakeholders regarding our environmental, social and governance practices and reporting may impose additional costs on us or expose us to new or additional risks.

Companies are facing increasing scrutiny related to corporate responsibility practices and reporting. Investor advocacy groups, investment funds and influential investors are also increasingly focused on these practices, especially as they relate to the environment, health and safety, board and workforce diversity, and human capital. It is possible that stakeholders may not be satisfied with our practices or the speed at which we implement new initiatives. New government regulations could also result in new or more stringent forms of oversight and could expand mandatory monitoring, reporting, diligence, and disclosure. Increased compliance costs could result in increases to our overall operational costs, and any failure to adapt to or comply with regulatory requirements or investor or stakeholder expectations and standards could negatively impact our reputation, ability to do business with certain partners, and share price.

We may from time to time be subject to litigation, which could have a material adverse effect on our financial condition and results of operations.

We may from time to time be subject to various claims and routine litigation arising in the ordinary course of business. Among other things, we are, and are likely to continue to be, affected by litigation against governmental agencies related to environmental and similar approvals that we receive or seek to obtain or relating to historical contamination at our properties that have had prior industrial uses, such as The San Francisco Shipyard. For additional information on recent litigation relating to our properties, see "Item 3. Legal Proceedings."

Litigation and other claims may result in potentially significant defense costs, settlements, fines or judgments against us, some of which may not be covered by insurance. Payment of any such costs, settlements, fines or judgments that are not insured or that exceed our insurance limits could have an adverse impact on our financial condition and results of operations. In addition, certain litigation or the resolution of certain litigation may affect the availability or cost of some of our insurance coverage and adversely affect our results of operations, expose us to increased risks that would be uninsured or adversely impact our ability to attract officers and directors. Such litigation could adversely affect the length of time and the cost required to obtain the necessary governmental approvals. In addition, adverse decisions or publicity arising from any litigation could increase the cost and length of time to obtain

ultimate approval of a project, could require us to abandon all or portions of a project and could adversely affect the design, scope, plans and profitability of a project, any of which could negatively affect our financial condition and results of operations.

We may be subject to increased costs of insurance or limitations on coverage.

We maintain comprehensive insurance coverage for general liability, property, workers' compensation and other risks on all of our properties and operations, including insurance covering certain environmental risks and liabilities. We believe the policy specifications and insured limits of these policies are adequate and appropriate. There are some risks of loss for which we may be unable to purchase insurance coverage. For example, losses associated with certain environmental risks or liabilities, floods, landslides, earthquakes and other weather-related or geologic events may not be insurable and other losses, such as those arising from terrorism, may not be economically insurable. In addition, there is no assurance that certain types of risks that are currently insurable will continue to be insurable on an economically feasible basis, and we may discontinue certain insurance coverage on some or all of our properties in the future if the cost of premiums for any of these policies in our judgment exceeds the value of the coverage discounted for the loss. If an uninsured loss or a loss in excess of insured limits occurs, we may have to incur uninsured costs to mitigate such losses or lose all or a portion of the capital invested in a property, as well as the anticipated future revenue from the property. We might also remain obligated for any financial obligations related to the property, even if the property is irreparably damaged. Future changes in the insurance industry's risk assessment approach and pricing structure could increase the cost of insuring our properties and operations or decrease the scope of insurance coverage, either of which could adversely affect our financial condition and results of operations.

Moreover, we carry several different lines of insurance, placed with several large insurance carriers. If any one of these large insurance carriers were to become insolvent, we would be forced to replace the existing insurance coverage with another suitable carrier and any outstanding claims would be at risk for collection. In such an event, we cannot be certain that we would be able to replace the coverage at similar or otherwise favorable terms. Replacing insurance coverage at unfavorable rates and the potential of uncollectible claims due to carrier insolvency could adversely affect our financial condition and results of operations.

Risks Related to Our Organization and Structure

In order to be successful, we must attract, engage, retain and integrate key personnel and have adequate succession plans in place, and failure to do so could have an adverse effect on our business.

Our success depends to a significant degree upon our ability to attract, engage, retain and integrate qualified executives and other key employees throughout all areas of our business. Identifying, developing internally or hiring externally, training and retaining highly-skilled personnel, in particular with experience in identifying, acquiring, developing, financing and managing real estate assets, are critical to our future, and competition for experienced employees can be intense. Failure to successfully hire executives and other key employees or the loss of any executives or key employees could materially and adversely impact our business, financial condition and results of operations. Further, such a loss could be negatively perceived in the capital markets.

Effective succession planning is also important to our long-term success. In recent years, we experienced numerous changes in our executive management team, including the appointments of Daniel Hedigan as our Chief Executive Officer in February 2022 and Stuart Miller as our Executive Chairman in 2021, the transitions of our former Chief Executive Officer (Emile Haddad) and our former Chief Operating Officer (Lynn Jochim) to senior advisory roles, and the resignation of our former Chief Financial Officer (Erik Higgins). Failure to ensure effective transfer of knowledge and smooth transitions involving executives and other key employees could hinder our strategic planning, execution and future performance. Further, changes in our management team may be disruptive to our business, and any failure to successfully integrate key new hires or promoted employees could adversely affect our business, financial condition and results of operations.

As a holding company, we are entirely dependent upon the operations of the operating company and its ability to make distributions to provide cash flow to us or to pay taxes and other expenses.

We are a holding company and our only investment is our interest in the operating company. The operating company conducts all of our operations and owns all of our assets. As a result, our cash flow depends upon the cash flow of the operating company and its ability to provide funds to us in the form of distributions, loans or otherwise. The distributions that we receive from the operating company are based on our ownership interest in it, which was 62.5%, as of December 31, 2022. The operating company is treated as a partnership for U.S. federal income tax purposes and, as such, is generally not subject to U.S. federal income tax. Instead, taxable income is allocated to the operating company's partners, including us. Accordingly, we incur income taxes on our proportionate share of any net taxable income of the operating company. Under the terms of the limited partnership agreement for the operating company, the operating company is obligated to make tax distributions to its partners, including us, subject to the restrictions described below. These tax distributions are generally made on a pro-rata basis. In addition to tax expenses, we also incur expenses related to our operations, including expenses under the tax receivable agreement ("TRA"), which we expect could be significant.

The ability of the operating company to make distributions in an amount sufficient to allow us to pay our taxes and operating expenses, including any payments under the TRA, is subject to the obligations of the operating company and its subsidiaries to their respective creditors. In addition, future financing arrangements may contain negative covenants limiting the ability of the operating company to make distributions to us. Furthermore, the ability of the operating company's subsidiaries and the Great Park Venture to

pay distributions to the operating company may be limited by their obligations to their respective creditors and other investors. For example, the distribution rights of the holders of legacy interests in the Great Park Venture and the Class B partnership interests in Five Point Communities, LP will reduce the cash available for distribution to the operating company. Similarly, we may be limited in our ability to move capital among the operating company and its subsidiaries as a result of future financing arrangements and obligations to creditors.

As an equity investor in the operating company and, indirectly, in our other subsidiaries and the Great Park Venture and the Gateway Commercial Venture, our right (and, therefore, the rights of our shareholders) to receive assets upon the liquidation or reorganization of the operating company and its subsidiaries, or the Great Park Venture or the Gateway Commercial Venture, will be structurally subordinated to the claims of their creditors. Even if we are recognized as a creditor of the operating company, our claims may still be subordinated to any security interest in or other lien on its assets and any debt or other obligations. Therefore, in the event of our bankruptcy, liquidation or reorganization, our consolidated assets will be available to satisfy the claims of our shareholders only after all of our liabilities and the liabilities of the operating company have been paid in full.

Lennar is our largest equity owner and will be engaging in transactions with us and may compete with us.

As of December 31, 2022, Lennar owned Class A common shares and Class B common shares representing approximately 39% of our outstanding voting interests. One of our directors is the Executive Chairman of Lennar. Lennar is one of the nation's largest homebuilders and has in the past purchased properties from us. In the future, we expect that we will sell additional properties to Lennar. Transactions between Lennar and us must be approved by our conflicts committee. Transactions between the Great Park Venture and Lennar must be approved by a majority of the members of the Great Park Venture (excluding us). Nonetheless, Lennar's relationship with us could give it an advantage in bidding for properties that we own.

Lennar may also compete with us and may in the future bid for, and acquire for itself, properties that we may seek to acquire. Our operating agreement contains provisions that will permit Lennar to engage in such activities and transactions.

Lennar and Castlake and their respective affiliates control approximately 56% of the voting power of our outstanding common shares and, as a result, are able to exercise significant influence over all matters requiring shareholder approval.

Holders of our Class A common shares and our Class B common shares vote together as a single class on all matters (including the election of directors) submitted to a vote of shareholders, with a share of each class entitling the holder to one vote. As of December 31, 2022, Lennar and Castlake and their respective affiliates beneficially owned, in the aggregate, Class A common shares and Class B common shares representing approximately 39% and 17%, respectively, of the voting power of our outstanding common shares. As a result, if these shareholders act together (which they have not agreed to do), they and their affiliates are able to exercise significant influence over all matters requiring shareholder approval, including the election of directors and approval of significant corporate transactions, which may have the effect of delaying or preventing a third-party from acquiring control of us. These transactions may include those that other shareholders deem to be in their best interests and in which those other shareholders might otherwise receive a premium for their shares over their current prices.

We will be required to pay certain investors for certain expected tax benefits.

Holders of Class A units of the operating company may exchange their units for, at our option, either Class A common shares on a one-for-one basis (subject to adjustment in the event of share splits, distributions of shares, warrants or share rights, specified extraordinary distributions and similar events), or cash in an amount equal to the market value of such shares at the time of exchange. This exchange right is currently exercisable by all holders of outstanding Class A units of the operating company. We expect that basis adjustments resulting from these transactions, if they occur, will reduce the amount of income tax we would otherwise be required to pay in the future.

Moreover, Section 704(c) of the Internal Revenue Code of 1986, as amended (the "Code"), and the U.S. Treasury regulations promulgated thereunder, require that items of income, gain, loss and deduction that are attributable to the operating company's directly and indirectly held property, including property contributed to the operating company pursuant to the formation transactions, must be allocated among the partners of the operating company to take into account the difference between the fair market value and the adjusted tax basis of such assets on the date the formation transactions are consummated. As a result, the operating company will be required to make certain special allocations of its items of income, gain, loss and deduction that are attributable to such assets. These allocations, like the increases in tax basis described above, are likely to reduce the amount of income tax we would otherwise be required to pay.

Simultaneously with the completion of the formation transactions, we entered into a TRA with the holders of Class A units of the operating company and the holders of Class A units of the San Francisco Venture. The TRA provides for payments by us to such investors or their successors equal to 85% of the amount of cash savings, if any, in income tax we realize as a result of the structure of the formation transactions.

We expect that during the expected term of the TRA, the payments that we make to the parties to the TRA could be substantial. The actual amount and timing of any payments under the TRA will vary depending upon a number of factors, including the timing of exchanges of Class A units of the operating company, the price of our Class A common shares at the time of such

exchanges, the extent to which such exchanges are taxable and our ability to use the potential tax benefits, which will depend on the amount and timing of our taxable income and the rate at which we pay income tax.

Due to the various factors that will affect the amount and timing of the tax benefits we will receive, it is not possible to determine the exact amount of payments that will be made under the TRA. If the TRA had been terminated on December 31, 2022, we estimate that the termination payment would have been approximately \$85.3 million, assuming no material changes to the relevant tax law, that the aggregate value of our properties is equal to the value implied by such per share price and that LIBOR is 5.4%. However, this is merely an estimate, and the actual payments made under the TRA in the event that it is terminated or otherwise could be significantly greater.

In certain circumstances, payments under the tax receivable agreement could exceed the actual tax benefits we realize.

The TRA provides that, upon a merger, asset sale or other form of business combination or certain other changes of control or if, at any time, we materially breach any of our obligations under the TRA or elect an early termination, our (or our successor's) obligations with respect to exchanged or acquired units (whether exchanged or acquired before or after such change of control, early termination or breach) will be based on certain assumptions, including that (1) we will have sufficient taxable income to fully utilize the increased tax deductions and other benefits anticipated by the TRA, (2) all of our properties will be disposed of ratably over a 15 year period for fair market value and (3) any Class A units of the operating company that have not been exchanged will be deemed exchanged for the market value of our Class A common shares at the time of such change of control, early termination or breach. Consequently, it is possible in these circumstances that the actual cash tax savings realized by us may be significantly less than the corresponding TRA payments.

We will not be able to recover payments made under the tax receivable agreement if the related tax benefits are subsequently disallowed.

The Internal Revenue Service (the "IRS") may challenge all or part of the tax basis increases or the special allocations upon which we calculate payments under the TRA, and a court might sustain such a challenge. Although we are not aware of any issue that would cause the IRS to challenge potential tax basis increases or other tax benefits covered under the TRA, if such basis increases or other benefits are subsequently disallowed (in whole or in part), the parties to the TRA will not be required to return any payments made in respect of such disallowed basis or other tax benefit. Consequently, it is possible in these circumstances that the actual tax savings realized by us may be significantly less than the corresponding TRA payments. However, because payments under the TRA in a year are based upon the amount by which 85% of the Company's cumulative net tax savings exceed the payments previously made under the TRA, disallowance of basis increases or other tax benefits would reduce payments under the TRA in years after the disallowance.

Certain provisions in the operating company's limited partnership agreement may delay or prevent acquisitions of us.

Provisions in the operating company's limited partnership agreement may delay, or make more difficult, an acquisition or change of control of us. These provisions could discourage third parties from making proposals involving an acquisition or change of control of us, although some holders of our Class A common shares might consider such proposals, if made, desirable. These provisions include:

- a requirement that the partners consent to a merger, consolidation or other combination involving the company or any sale, lease, exchange or other transfer of all or substantially all of our assets or all or any portion of our interest in the operating company unless certain criteria are satisfied; and
- our ability, as sole managing general partner, to cause the operating company to issue units with terms that could delay, defer or prevent a merger or other change of control without the consent of the other partners.

Anti-takeover provisions in our operating agreement or provisions of Delaware law could prevent or delay a change in control, even if a change of control would benefit our shareholders.

Provisions of our operating agreement, as well as provisions of Delaware law, could discourage, delay or prevent a merger, acquisition or other change in control, even if a change in control would benefit our shareholders. These provisions include the following: (1) there is no cumulative voting in the election of directors; (2) our board of directors is classified so that approximately one-third of the directors are elected at each annual meeting of shareholders; (3) our board of directors is authorized to issue "blank check" preferred shares to increase the number of outstanding shares without shareholder approval; (4) shareholder action by written consent is not permitted; and (5) there are advance notice requirements for nominations for election to the board of directors or for proposing matters that can be acted upon by shareholders at shareholder meetings.

In addition, our operating agreement provides that Section 203 of the General Corporation Law of the State of Delaware (the "DGCL") will be deemed to apply to us as if we were a Delaware corporation. Section 203 of the DGCL may affect the ability of an "interested shareholder" to engage in certain business combinations, including mergers, consolidations or acquisitions of additional shares, for a period of three years following the time that the shareholder becomes an "interested shareholder." An "interested shareholder" is defined to include persons owning directly or indirectly 15% or more of the outstanding voting shares of a company.

Risks Related to Financing and Indebtedness

We may need additional capital to execute our development plan, and we may be unable to raise additional capital on favorable terms.

We may need additional capital to execute our development plan with respect to vertical development. There can be no assurance that we will be able to obtain new debt or equity financing on favorable terms, or at all, including as a result of volatility in the credit and capital markets, increases in interest rates or a decline in the value of our properties or portions thereof.

In addition, we currently expect to obtain a portion of our capital from forms of public financing, including Community Facilities District (“CFD”) bond issuances, tax increment financing, and state and federal grants, which depend, in part, on factors outside of our control. CFDs are established when local government agencies impose a special property tax on real estate located within a specific district for the purpose of financing public improvements, including streets, water, sewage, drainage, electricity, public schools, parks and fire and police protection. Our ability to obtain funds from CFDs is dependent on the value of developed property in the specific district, the collection of general property taxes from property owners in the specific district, collection of special taxes from property owners in the specific district and market interest rates at the time the CFD bonds are issued. For tax increment financing, the amount of property tax that a specific district generates is set at a base amount and as property values increase, property tax growth above that base amount, net of property taxes retained by the municipal agencies, can be used to fund redevelopment projects within the district. Our ability to obtain funds from tax increment financing is dependent on the value of developed property in the specific district, the collection of general property taxes from property owners in the specific district, the time it takes the tax assessor to update the tax rolls and market interest rates at the time the tax increment bonds are issued.

If we need to obtain additional financing, and such financing is not available in a timely manner or on terms substantially similar to our existing financing, it could increase our cost of capital and we may experience delays or increases in costs, and our financial condition and results of operations could be adversely affected.

Our substantial indebtedness may have a material adverse effect on our business, our financial condition and results of operations and our ability to secure additional financing in the future.

As of December 31, 2022, we had approximately \$625.0 million of total indebtedness of our 7.875% senior notes due 2025 (the “senior notes”). We also had \$125.0 million available to be borrowed under our revolving credit facility as of December 31, 2022. Our indebtedness could subject us to many risks that, if realized, would adversely affect us, including the following:

- our cash flow from operations may be insufficient to make required payments of principal of and interest on the debt, and a failure to pay would likely result in acceleration of such debt and could result in cross accelerations or cross defaults on other debt;
- our debt may increase our vulnerability to adverse economic and industry conditions;
- to the extent that we use a portion of our cash flow from operations to make payments on our debt, it reduces our funds available for operations, development, capital expenditures and future investment opportunities or other purposes;
- debt covenants may limit our ability to borrow additional amounts for working capital, capital expenditures, debt service requirements, executing our development plan or other purposes;
- restrictive debt covenants may limit our flexibility in operating our business, including limitations on our ability to make certain investments; incur additional indebtedness; create certain liens; incur obligations that restrict the ability of our subsidiaries to make payments to us; consolidate, merge or transfer all or substantially all of our assets; or enter into transactions with affiliates;
- to the extent that our indebtedness bears interest at a variable rate (such as our revolving credit facility), we are exposed to the risk of increased interest rates;
- debt covenants may limit our subsidiaries’ ability to make distributions to us; and
- if any debt is refinanced, the terms of any refinancing may not be as favorable as the terms of the debt being refinanced.

A breach of any of our debt covenants could result in an event of default under that indebtedness. Such a default may allow the creditors to accelerate the related indebtedness and may result in the acceleration of other indebtedness to which a cross-acceleration or cross-default provision applies. In addition, an event of default under the credit agreement governing our revolving credit facility would permit the lenders to terminate commitments to extend further credit under that facility.

If we do not have sufficient funds to repay our debt at maturity or upon an earlier acceleration, it may be necessary to refinance the debt through additional debt or equity financings. If, at the time of any refinancing, prevailing interest rates or other factors result in a higher interest rate on such refinancing, increases in interest expense could adversely affect our cash flows and results of operations. If we are unable to refinance our debt on acceptable terms, we may be forced to dispose of our assets on disadvantageous terms, postpone investments in the development of our properties or default on our debt. In addition, to the extent we cannot meet any future debt service obligations, we will risk losing some or all of our assets that are pledged to secure such obligations.

We may increase leverage in executing our development plan, which could further exacerbate the risks associated with our substantial indebtedness.

We may decide to increase leverage to execute our development plan. 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 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. Although the indenture relating to our senior notes limits our ability to incur additional indebtedness, our operating agreement does not limit 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 shareholders. We may incur additional indebtedness from time to time in the future to finance working capital, capital expenditures, investments or acquisitions, or for other purposes. If we do so, the risks related to our indebtedness could intensify.

Future debt financings, which would rank senior to our Class A common shares upon our bankruptcy or liquidation, and future offerings of equity securities that may be senior to our Class A common shares for the purposes of liquidating or other distributions, may adversely affect the market price of our Class A common shares.

In the future, we may attempt to increase our capital resources by obtaining additional debt financing (including by offering debt securities) or making additional offerings of equity securities. Upon bankruptcy or liquidation, holders of our debt and our preferred shares and lenders with respect to other borrowings will receive distributions of our available assets prior to the holders of our Class A common shares. Additional equity offerings may dilute the holdings of our existing shareholders or reduce the market price of our Class A common shares, or both. Any convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges more favorable than those of our Class A common shares and may result in dilution to the holders of our Class A common shares. Holders of our Class A common shares are not entitled to preemptive rights or other protections against dilution. Our preferred shares, if issued, could have a preference on liquidating or other distributions that could limit our ability to make distributions to the holders of our Class A common shares. Our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control. As a result, we cannot predict or estimate the amount, timing or nature of our future offerings, and holders of our Class A common shares bear the risk of our future offerings reducing the market price of our Class A common shares and diluting their ownership interest in our company.

We do not expect to be able to generate sufficient cash flow from operations to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or refinance our debt obligations, including the senior notes, depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness. Until such time as we can service our indebtedness with cash flow from operations, we intend to service our indebtedness, including interest on the senior notes and the revolving credit facility, from cash on hand.

If our cash flows, cash on hand and other capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional indebtedness or equity capital, or restructure or refinance our indebtedness. We may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow us to meet our scheduled debt service obligations. The credit agreement governing the revolving credit facility and the indenture relating to the senior notes restrict our ability to dispose of assets and use the proceeds from those dispositions and may also restrict our ability to raise indebtedness or equity capital to be used to repay other indebtedness when it becomes due. We may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations then due.

Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, would materially and adversely affect our financial position and results of operations.

If we cannot make scheduled payments on our indebtedness, we will be in default and holders of the senior notes could declare all outstanding principal and interest to be due and payable, the lenders under the revolving credit facility could terminate their commitments to loan money, other indebtedness could be accelerated and we could be forced into bankruptcy or liquidation.

Uncertainty about the future of the London Interbank Offer Rate ("LIBOR") may adversely affect our business and financial results.

Borrowings under our revolving credit facility bear interest at LIBOR plus an applicable margin. In July 2017, the UK's Financial Conduct Authority, which regulates LIBOR, announced its intent to phase out LIBOR by the end of 2021. The Alternative Reference Rates Committee in the United States has proposed that the Secured Overnight Financing Rate ("SOFR") is the rate that represents best practice as the alternative to U.S. dollar LIBOR for use in derivatives and other financial contracts that are currently indexed to LIBOR. The first publication of SOFR was released in April 2018. In November 2020, the Federal Reserve Board along with various independent groups announced the potential for certain U.S. dollar LIBOR tenors to continue to be published until June 2023. This change would allow most legacy U.S. dollar LIBOR contracts to mature before disruptions occur in the U.S. dollar LIBOR market, without the need to transition those contracts to SOFR. Whether or not SOFR or another reference rate attains market traction as a LIBOR replacement remains a question, and the future of LIBOR at this time is uncertain. Even with the Federal Reserve Board's announcement about the extension, if the method for calculation of LIBOR changes, LIBOR is no longer available or lenders have

increased costs due to changes in LIBOR, we may suffer from potential increases in interest rates on our revolving credit facility. Further, we may need to renegotiate our revolving credit facility or other agreements that reference LIBOR to replace LIBOR with the new standard that is established. These uncertainties or their resolution also could negatively impact our borrowing costs and other aspects of our business and financial results.

Risks Related to Ownership of Our Class A Common Shares

An active trading market for our Class A common shares may not be sustained and the price of our Class A common shares may be volatile.

Although our Class A common shares are listed on the NYSE, an active trading market for our Class A common shares may not be sustained. Accordingly, no assurance can be given as to the liquidity of any market for our Class A common shares, the ability of our shareholders to sell their Class A common shares or the price at which such shares may be sold. In addition, the trading market for our Class A common shares is influenced by whether industry or securities analysts publish research and reports about us, our business, our market or our competitors and, if any analysts do publish such reports, what they publish in those reports. Any analysts who do cover us may make adverse recommendations regarding our shares. If analysts fail to cover us or publish reports about us at all, we could lose visibility in the financial markets, which in turn could cause our share price or trading volume to decline.

We also believe we have relatively low trading volume. Because of this limited trading volume, purchases and sales of large numbers of our shares may cause rapid price swings in our common shares. In addition, securities markets in general have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. In the past, securities class action litigation has often been instituted against companies following periods of volatility in the price of their common shares. This type of litigation could result in substantial costs and divert our management's attention and resources, which could have an adverse effect on our financial condition, results of operations, cash flow and per share trading price of our common shares. Any broad market fluctuations may adversely affect the trading price of our Class A common shares.

We may issue additional Class A common shares in the future in lieu of incurring indebtedness, which may dilute existing shareholders, or we may issue securities that have rights and privileges that are more favorable than the rights and privileges accorded to holders of our Class A common shares.

We may issue additional securities, including Class A common shares, options, rights and warrants, for any purpose and for such consideration and on such terms and conditions as our board of directors may determine. Our board of directors will be able to determine the class, designations, preferences, rights, powers and duties of any additional securities, including any rights to share in our profits, losses and distributions, any rights to receive assets upon dissolution or liquidation and any redemption, conversion and exchange rights. Our board of directors may use such authority to issue additional securities exchangeable for our Class A common shares, such as the Class A units of the operating company, which would dilute existing holders of our Class A common shares, or to issue securities with rights and privileges that are more favorable than those of our Class A common shares. You will not have any right to consent to or otherwise approve the issuance of any such securities or the terms on which any such securities may be issued.

Substantial amounts of our Class A common shares could be sold in the near future, which could depress our share price and result in dilution of your shares.

The sale or issuance of a substantial number of Class A common shares or other equity-related securities in the public markets, or the perception that such sales could occur, could depress the market price of our Class A common shares and impair our ability to raise capital through the sale of additional equity securities.

As of December 31, 2022, we had outstanding 69,068,354 Class A common shares. In addition, 79,257,314 Class A common shares are reserved for issuance upon exchange of Class A units of the operating company (including 37,870,273 Class A units of the operating company issuable upon exchange of Class A units of the San Francisco Venture) and conversion of our Class B common shares.

Holders of Class A units of the operating company may exchange their units for, at our option, either Class A common shares on a one-for-one basis (subject to adjustment for share splits and similar events) or cash in an amount equal to the market value of such shares at the time of exchange. This exchange right is currently exercisable by all holders of outstanding Class A units of the operating company. Holders of Class A units of the San Francisco Venture may exchange their units for Class A units of the operating company on a one-for-one basis (with no holding period), subject to certain exceptions.

We have an effective shelf registration statement on Form S-3 under which we registered with the SEC the resale of Class A common shares held by certain of our existing shareholders and the Class A common shares that we may issue in exchange for Class A units of the operating company or Class A units of the San Francisco Venture. We are required to use our reasonable efforts to keep the Form S-3 registration statement (or a successor registration statement) effective until there are no longer any registrable securities other than Class A common shares that can be sold under Rule 144 without any limitation as to volume or manner of sale. In addition, 3,122,504 Class A common shares are available for future issuance under our incentive award plan as of December 31, 2022.

We cannot predict whether future issuances or sales of our Class A common shares or the availability of shares for resale in the open market will decrease the per share trading price of our Class A common shares. The per share trading price of our Class A

common shares may decline significantly when the restrictions on resale by certain of our shareholders lapse or upon the registration of additional Class A common shares pursuant to registration rights granted to certain shareholders.

We do not intend to pay distributions on our Class A common shares for the foreseeable future.

We have no current plans to pay distributions on our Class A common shares in the foreseeable future. We intend to retain our earnings, if any, to use in our ongoing operations. Any decision to declare and pay distributions in the future will be made at the sole discretion of our board of directors and will depend on, among other things, our financial condition, results of operations, cash requirements, contractual restrictions and other factors that our board of directors may deem relevant. In addition, because we are a holding company and our only investment is our interest in the operating company, we will only be able to pay distributions from funds we receive from the operating company. Our board of directors has the authority to issue one or more series of preferred shares without action of our shareholders. The issuance of preferred shares could have the effect of limiting distributions on our Class A common shares. Accordingly, you may need to sell your Class A common shares to realize a return on your investment, and you may not be able to sell your shares at or above the price you paid for them.

General Risk Factors

Cyber-attacks or acts of cyber-terrorism could disrupt our business operations and information technology systems or result in the loss or exposure of confidential or sensitive employee or company information.

Our business operations and information technology systems, and the information technology systems we use that are provided or managed by third-party service providers, may be attacked by individuals or organizations intending to disrupt our business operations and information technology systems and those of our third-party service providers, whether through cyber-attacks or cyber-intrusions over the Internet, malware, computer viruses, attachments to e-mails, persons inside our organization, or persons with access to systems inside our organization. The risk of a security breach or disruption, particularly through cyber-attacks or cyber-intrusion, including by computer hackers, foreign governments, and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. We rely on information technology systems to conduct important operational activities and to maintain our business and employee records and financial data. Disruption of those systems could adversely impact our ability to conduct development activities and to otherwise operate our business. Accordingly, if such an attack or act of terrorism were to occur, our operations and financial results could be adversely affected.

In addition, we use our information technology systems to protect confidential or sensitive employee and company information developed and maintained in the normal course of our business. Any attack on such systems that would result in the unauthorized release or loss of employee or other confidential or sensitive data could have a material adverse effect on our business. If we fail, or are perceived to have failed, to properly respond to security breaches of our or third-party's information technology systems or fail to properly respond to consumer requests under applicable privacy laws, we could experience reputational damage, an increase in our costs and exposure to additional material legal claims and liability. As a result, our operations and financial results and our share price could be adversely affected.

Unstable market and economic conditions may have serious adverse consequences on our business, financial condition and stock price.

From time to time, the global credit and financial markets have experienced extreme volatility and disruptions, including severely diminished liquidity and credit availability, declines in consumer confidence, declines in economic growth, increases in unemployment rates and uncertainty about economic stability. There can be no assurance that future deterioration in credit and financial markets and confidence in economic conditions will not occur. Our business strategy and performance may be adversely affected by any such economic downturn, volatile business environment or continued unpredictable and unstable market conditions. The financial markets and the global economy may also be adversely affected by the current or anticipated impact of military conflict, terrorism or other geopolitical events. Sanctions imposed by the United States and other countries in response to such conflicts may also adversely impact the financial markets and the global economy, and any economic countermeasures by the affected countries or others could exacerbate market and economic instability. If the current equity and credit markets deteriorate, it may make any necessary debt or equity financing more difficult, more costly and more dilutive. Failure to secure any necessary financing in a timely manner and on favorable terms could have a material adverse effect on our business, financial condition, results of operations and stock price.

ITEM 1B. Unresolved Staff Comments

None.

ITEM 2. Properties

We lease and maintain our principal executive office located in Irvine, California. We also lease and maintain offices in Valencia, California and San Francisco, California near our mixed-use planned communities in those respective areas. We believe our present facilities are sufficient to support our operations.

We are developing new, vibrant and sustainable communities that, in addition to homesites, include commercial, retail, educational and recreational elements, as well as civic areas, parks and open spaces. We are the initial developer of our three communities that are designed to include approximately 40,000 residential homes and approximately 23 million square feet of commercial space over a period of more than 10 years. The properties we are developing at our mixed-use planned communities are held as inventory in the ordinary course of the planning and development process. Please review “Part I, Item 1. Business—Our Communities” for a description of each of our communities and our commercial venture.

ITEM 3. Legal Proceedings

On February 27, 2020, we and CP Development Co., LLC (an indirect subsidiary of ours) filed two lawsuits in the U.S. District Court for the Northern District of California. These lawsuits name as defendants the United States of America and Tetra Tech (and a Tetra Tech subsidiary), respectively. The lawsuits allege damages with respect to the financial harm resulting from (among other things) the delayed delivery to us of the remaining parcels of The San Francisco Shipyard, which parcels remain subject to further retesting by the U.S. Navy as a result of Tetra Tech’s allegedly fraudulent conduct. These lawsuits seek, in part, compensatory damages, equitable indemnification for the costs incurred in defending against the other lawsuits filed against us related to Tetra Tech’s activities, and attorneys’ fees.

Please refer to Note 13 of our consolidated financial statements included in Part II, Item 8 of this report, which is incorporated herein by reference, for descriptions of additional legal proceedings to which we are a party.

ITEM 4. Mine Safety Disclosures

Not applicable.

PART II

ITEM 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our Class A common shares are traded on the New York Stock Exchange (the “NYSE”) under the symbol “FPH.” Our shares have been publicly traded since May 10, 2017. Our Class B common shares are neither listed nor traded on any stock exchange.

No distributions on our Class A or Class B common shares have been declared or paid since the formation transactions. Any future determination related to our distribution policy will be made at the sole discretion of our board of directors and will depend on, among other things, our financial condition, results of operations, cash requirements, contractual restrictions and other factors our board of directors may deem relevant. Because we are a holding company and our only investment is our interest in the operating company, we will only be able to pay distributions from funds we receive from the operating company. In addition, the operating company’s ability to pay distributions to us will depend on the ability of its consolidated and nonconsolidated subsidiaries to pay dividends or distributions to the operating company. The priority distribution rights of the holders of legacy interests in the Great Park Venture and the Class B partnership interests in FP LP will limit the cash available for distribution to the operating company until such rights are satisfied in full.

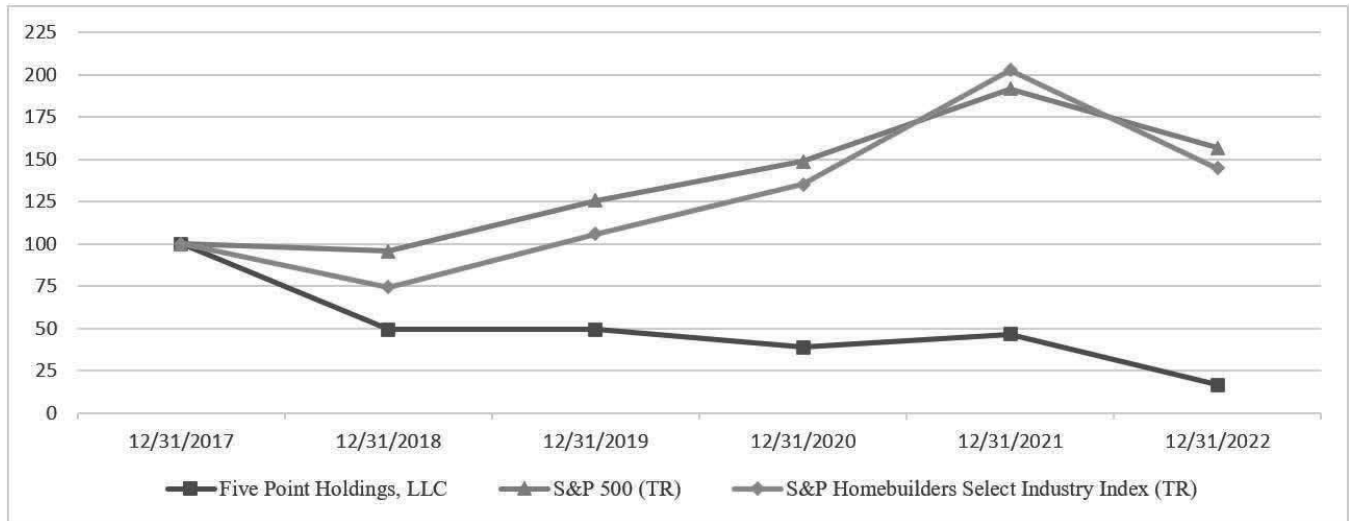
Holders of our Class B common shares are entitled to receive distributions of the same type and at the same time as any distribution payable on our outstanding Class A common shares in an amount per Class B common share equal to the amount of distributions paid on 0.0003 Class A common shares.

As of February 28, 2023, there were 52 and 8 holders of record of our Class A and Class B common shares, respectively.

Our board of directors may, from time to time, in its sole discretion, authorize our company to repurchase our outstanding shares. There were no repurchases of our shares during the year ended December 31, 2022.

Performance Graph

The following graph compares the cumulative total return of our Class A common shares with the S&P 500 and the S&P Homebuilders Select Industry Index from December 31, 2017 through December 31, 2022. The graph assumes \$100 was invested at the market close on December 31, 2017 in our Class A common shares, the S&P 500 and the S&P Homebuilders Select Industry Index, and the reinvestment of all dividends.



Recent Sale of Unregistered Securities

We conduct all of our business in or through our subsidiary, the operating company. Under the Limited Partnership Agreement of the operating company, holders (the “Class A Unit Holders”) of Class A units of the operating company (“Class A Units”) may exchange their Class A Units for, at our option, either (1) Class A common shares on a one-for-one basis (subject to adjustment in the event of share splits, distributions of shares, warrants or share rights, specified extraordinary distributions and similar events), or (2) cash in an amount equal to the market value of such shares at the time of exchange.

During the year ended December 31, 2022, no redemption notices were received from Class A Unit Holders.

ITEM 6. [Reserved]

ITEM 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated audited financial statements and related notes included elsewhere in this report. This discussion contains forward-looking statements and involves numerous risks and uncertainties, including but not limited to those described in the “Item 1A. Risk Factors” section of this report. Actual results could differ materially from those set forth in any forward-looking statements. See “Cautionary Statement Regarding Forward-Looking Statements.”

Overview

Our Company

We conduct all of our business in or through our operating company, Five Point Operating Company, LP (the “operating company”). We are, through a wholly owned subsidiary, the sole managing general partner and owned, as of December 31, 2022, approximately 62.5% of the operating company. The operating company directly or indirectly owns equity interests in:

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

The operating company consolidates and controls the management of all of these entities, except for the Great Park Venture and the Gateway Commercial Venture. The operating company owns a 37.5% percentage interest in the Great Park Venture and a 75% interest in the Gateway Commercial Venture and accounts for its interest in both using the equity method. Please review “Structure and Formation of Our Company”, “Our Communities” and “Commercial” under Part I, Item 1 of this report for a description of our organizational structure, each of our communities and our commercial venture.

Operational Highlights and Outlook

Despite the onset of a down real estate market in 2022, we finished 2022 by executing on a meaningful step in our commercial land sale strategy with the sale of a 42 acre site by the Great Park Venture. The Federal Reserve's aggressive increase in interest rates in 2022 created a slowdown in residential home sales, which resulted in home builders either pausing or halting altogether on new land acquisitions in our communities and across California as pricing and absorption adjusted to the new market dynamics. In 2023, we will be focused on three main priorities: generating revenue, managing our capital spend to better align capital spending with near-term revenue opportunities, and managing our selling, general and administrative (“SG&A”) costs. Following the successful commercial land sale at the Great Park Neighborhoods in the fourth quarter of 2022, we remain optimistic in moving forward with our unique commercial land offerings at the Great Park Neighborhoods and Valencia, both of which are positioned within land constrained markets. At Valencia, with a focus on managing capital spend to optimize the timing and amount of spending in relation to anticipated revenues, we continued to invest in the development of infrastructure in addition to completing community amenities in our initial neighborhoods. By the end of 2022, our guest builders had opened our initial 18 neighborhoods and sold 594 homes during 2022, for a total of 940 homes sold since sales began in May 2021. Homes in our initial neighborhoods consist of a wide mix of attached and detached single family homes that are attracting first time buyers along with trade-up buyers.

At the Great Park Neighborhoods, in which we have a 37.5% percentage interest and manage all aspects of the development cycle, a limited supply of available homes during most of 2022 combined with a higher interest rate environment resulted in a reduced number of homes sold by builders. Home sales by builders totaled 326 homes in 2022. We believe the high-quality schools and amenities at the Great Park Neighborhoods and a strong local economy continue to attract homebuyers to our community. Additionally, a limited supply of new home inventory in Orange County has led to strong historical price appreciation among the single family attached and detached products available at the Great Park Neighborhoods. In 2022, the Great Park Venture closed the sales of (i) 42 acres of commercial land, (ii) 61 homesites on approximately three acres of land and (iii) 22 homes under a fee build program, for an aggregate gross purchase price of \$304.4 million. The Great Park Venture made distributions and related payments

with proceeds from the land sales, of which we received approximately \$66.9 million for both our ownership interests and incentive management fee compensation.

We are diligently focused on managing our SG&A costs to fit the current size and needs of our operations. We reduced our SG&A in 2022 by approximately 29% from 2021, largely driven by an approximately 33% headcount reduction over the course of the year, in addition to reduced marketing expenditures. We are continuing to look for additional costs savings opportunities in 2023.

Although the uncertainty in the market makes it difficult to anticipate a range of homesites and commercial acres we expect to sell in 2023, we are encouraged about our commercial land sale opportunities in 2023 at Valencia and at the Great Park Neighborhoods. In addition, housing is still in short supply in our California markets, and we believe that demand for well-located homes in planned communities will remain strong. We expect that there will be a need for homebuilders to begin buying land in 2023 in order to position themselves for 2024 home sales.

At December 31, 2022, we had \$131.8 million in cash and \$125.0 million available under our revolving credit facility, giving us total liquidity of \$256.8 million that will allow us to be patient and strategic with our land offerings in 2023.

Factors That May Influence our Results of Operations

Fluctuations in the Economy and Market Conditions

Our results of operations are subject to various risks and fluctuations in value and demand, many of which are beyond our control. Our business could be impacted by, among other things, downturns in economic conditions at the national, regional or local levels, particularly where our communities are located, inflation and increases in interest rates, significant job losses and unemployment levels, and declines in consumer confidence and spending.

Inflation poses a risk to our business due to the possibility that higher prices would increase our development expenditures. In particular, our development expenditures are influenced by the price of oil, which is used in our development activities, including grading and paving roads. However, inflation can also indirectly improve our revenues by increasing the amount that homebuyers and commercial buyers are willing to pay for newly constructed homes and commercial buildings, which in turn, increases the amount that homebuilders and commercial developers are willing to pay for our residential and commercial lots.

Supply and Demand for Residential and Commercial Properties

We generate most of our revenue from land sales, which are dependent on demand from homebuilders, commercial developers and commercial buyers, which is in turn dependent on the prices that homebuyers, commercial buyers and renters are expected to pay. In addition, sales of homesites typically include participation provisions that allow us to share in the profits realized by the homebuilders if the overall profitability of a block of homes exceeds an agreed-upon margin. Because our revenue is influenced by the prices that homebuyers and commercial buyers are willing to pay for homes or commercial buildings in our region, our results of operations may be influenced by, among other things, the overall supply and demand for housing and commercial properties, the prevailing interest rates for mortgages, and the availability of mortgage financing for residential and commercial developers and residential and commercial buyers.

Timing of Obtaining the Necessary Approvals for Development Activities

As a developer of real property in California, we are subject to numerous land use and environmental laws and regulations. Before we can begin developing our communities or development areas within them, we must obtain entitlements, permits and approvals. Depending upon the type of the approval being sought, we may also need to complete an environmental impact report, remediate environmental impacts or agree to finance or develop public infrastructure within the community or applicable development area, each of which would impose additional costs on us. In the event that we materially modify any of our existing entitlements, approvals or permits, we may also need to go through a discretionary approval process before the relevant governmental authority or go through an additional or supplemental environmental review and certification process.

In addition, laws and regulations governing the approval processes provide third parties with the opportunity to challenge our entitlements, permits and approvals. The prospect of these third-party challenges creates additional uncertainty. Third-party challenges in the form of litigation can adversely affect the length of time or the cost required to obtain the necessary governmental approvals to develop, or result in the denial of our right to develop the particular community or development area in accordance with our current development plans. Furthermore, adverse decisions arising from any litigation can increase the cost or length of time to obtain ultimate approval of a project, if such approval is obtained at all, and can adversely affect the design, scope, plans and profitability of a project, which can negatively affect our financial condition and results of operations. See Part I, Item 3, of this report for a discussion of legal proceedings.

As a result of many of the factors described above, we have historically experienced, and expect to continue to experience, variability in results of operations between comparable periods.

Segments

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

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

Results of Operations

The following tables and related discussions on the results of operations are for the fiscal years ended December 31, 2022 and 2021. Refer to Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" under Part II of our annual report on Form 10-K for the fiscal year ended December 31, 2021 for financial data and related comparative discussions on results of operations for the fiscal years ended December 31, 2021 and 2020.

The Company

The following table summarizes our consolidated historical results of operations for the years ended December 31, 2022 and 2021.

	Year Ended December 31,	
	2022	2021
	<i>(in thousands)</i>	
Statement of Operations Data		
REVENUES:		
Land sales	\$ 913	\$ 139,500
Land sales—related party	7,512	43,286
Management services—related party	31,433	39,081
Operating properties	2,836	2,527
<i>Total revenues</i>	<u>42,694</u>	<u>224,394</u>
COSTS AND EXPENSES:		
Land sales	(996)	106,012
Management services	20,261	31,459
Operating properties	8,230	6,822
Selling, general, and administrative	54,591	77,118
Restructuring	19,437	—
<i>Total costs and expenses</i>	<u>101,523</u>	<u>221,411</u>
OTHER INCOME:		
Interest income	826	94
Miscellaneous	245	3,720
<i>Total other income</i>	<u>1,071</u>	<u>3,814</u>
EQUITY IN EARNINGS FROM UNCONSOLIDATED ENTITIES	<u>21,513</u>	<u>6,188</u>
(LOSS) INCOME BEFORE INCOME TAX BENEFIT	(36,245)	12,985
INCOME TAX BENEFIT	1,471	325
NET (LOSS) INCOME	(34,774)	13,310
LESS NET (LOSS) INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	(19,371)	6,742
NET (LOSS) INCOME ATTRIBUTABLE TO THE COMPANY	<u>\$ (15,403)</u>	<u>\$ 6,568</u>

Revenues. Revenues decreased by \$181.7 million, to \$42.7 million for the year ended December 31, 2022, from \$224.4 million for the year ended December 31, 2021. The decrease in revenues was primarily due to a decrease in management services revenue at our Great Park segment in 2022 and land sales revenues recognized at our Valencia segment in 2021 compared to no land sales in 2022.

Cost of land sales. The cost of land sales decreased by \$107.0 million, to a credit of \$1.0 million for the year ended December 31, 2022, from \$106.0 million for the year ended December 31, 2021. The decrease in cost of land sales was attributable to land sales at our Valencia segment in 2021 compared to no land sales in 2022.

Cost of management services. Cost of management services decreased by \$11.2 million, or 35.6%, to \$20.3 million for the year ended December 31, 2022, from \$31.5 million for the year ended December 31, 2021. The decrease was primarily due to a decrease in project team expenses and intangible asset amortization expense at our Great Park segment.

Selling, general, and administrative. SG&A expenses decreased by \$22.5 million, or 29.2%, to \$54.6 million for the year ended December 31, 2022, from \$77.1 million for the year ended December 31, 2021. The decrease was mainly attributable to a decrease in employee related expenses. We have had an approximately 33% reduction in headcount since the end of 2021. Most of the reductions were the result of layoffs that occurred at the end of the first quarter of 2022.

Restructuring. On February 9, 2022, Daniel Hedigan was appointed as our Chief Executive Officer. Preceding Mr. Hedigan's appointment, Emile Haddad stepped down from his roles as Chairman, Chief Executive Officer and President effective as of September 30, 2021 and transitioned into a senior advisory role pursuant to a three-year advisory agreement. Mr. Haddad remains a member of our board of directors serving as Chairman Emeritus. Concurrent with Mr. Hedigan's appointment, Lynn Jochim transitioned from her position as President and Chief Operating Officer into an advisory role pursuant to a three-year advisory agreement. Upon the appointment of Mr. Hedigan as our Chief Executive Officer, we accrued a related party liability of \$15.6 million attributed to advisory agreement payments due to Mr. Haddad and Ms. Jochim over the term of the respective advisory agreements. In addition, we determined the service condition associated with Mr. Haddad's and Ms. Jochim's unvested restricted share awards had been modified. As a result of this modification, we recognized approximately \$3.0 million in share-based compensation expense as a restructuring cost during the year ended December 31, 2022.

In addition to our executive management restructuring activities, during the year ended December 31, 2022, we incurred \$0.9 million in restructuring costs for severance benefits from layoffs that occurred in March 2022.

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

Equity in earnings from unconsolidated entities increased by \$15.3 million, to \$21.5 million for the year ended December 31, 2022, from \$6.2 million for the year ended December 31, 2021. Equity in earnings for the years ended December 31, 2022 and 2021 was primarily a result of recognizing our share of the net income of the Great Park Venture generated from land and home sales during each period.

Income taxes. All operations are carried on through our subsidiaries, the majority of which are pass-through entities that are generally not subject to federal or state income taxation, as all of the taxable income, gains, losses, deductions, and credits are passed through to the partners, including the partners of the operating company and the San Francisco Venture. We are responsible for income taxes on our allocable share of the operating company's income or gain. Pre-tax loss of \$36.2 million for the year ended December 31, 2022 resulted in a tax benefit of \$1.5 million. The tax benefit was primarily the result of the increase in net deferred tax assets exceeding the net increase in deferred tax liabilities after changes in our valuation allowance. We assessed the realization of the net deferred tax asset and the need for a valuation allowance, based on positive and negative evidence, and determined that at December 31, 2022 it was more likely than not that such net deferred tax assets would not be fully realized. Pre-tax income of \$13.0 million for the year ended December 31, 2021 resulted in a tax benefit of \$0.3 million. The tax benefit was primarily the result of a \$0.8 million state tax benefit from a change in estimates when we filed our tax return for the tax year ended December 31, 2020 during 2021, offset by an increase in our net deferred tax liability after changes in our valuation allowance. We assessed the realization of the net deferred tax asset and the need for a valuation allowance, based on positive and negative evidence, and determined that at December 31, 2021 it was more likely than not that such net deferred tax assets would not be realized. Our effective tax rate, before changes in valuation allowance, for the year ended December 31, 2022 decreased from the year ended December 31, 2021 due to changes in permanent differences, including executive compensation subject to limitations, relative to the change to pre-tax loss from pre-tax income in 2021.

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

Segment Results and Financial Information

The following tables reconcile the results of operations of our segments to our consolidated results for the years ended December 31, 2022 and 2021 (in thousands).

	Year Ended December 31, 2022								
	Valencia	San Francisco	Great Park	Commercial	Total reportable segments	Corporate and unallocated	Total under management	Removal of unconsolidated entities ⁽¹⁾	Total consolidated
REVENUES:									
Land sales	\$ 913	\$ —	\$ 270,882	\$ —	\$ 271,795	\$ —	\$ 271,795	\$ (270,882)	\$ 913
Land sales—related party	7,512	—	12,520	—	20,032	—	20,032	(12,520)	7,512
Home sales	—	—	40,475	—	40,475	—	40,475	(40,475)	—
Management services—related party ⁽²⁾	—	—	31,015	418	31,433	—	31,433	—	31,433
Operating properties	2,146	690	—	8,395	11,231	—	11,231	(8,395)	2,836
Total revenues	10,571	690	354,892	8,813	374,966	—	374,966	(332,272)	42,694
COSTS AND EXPENSES:									
Land sales	(996)	—	155,692	—	154,696	—	154,696	(155,692)	(996)
Home sales	—	—	29,692	—	29,692	—	29,692	(29,692)	—
Management services ⁽²⁾	—	—	20,261	—	20,261	—	20,261	—	20,261
Operating properties	8,230	—	—	2,645	10,875	—	10,875	(2,645)	8,230
Selling, general, and administrative	13,602	4,087	18,127	4,289	40,105	36,902	77,007	(22,416)	54,591
Restructuring	—	—	—	—	—	19,437	19,437	—	19,437
Management fees—related party	—	—	53,298	—	53,298	—	53,298	(53,298)	—
Total costs and expenses	20,836	4,087	277,070	6,934	308,927	56,339	365,266	(263,743)	101,523
OTHER INCOME (EXPENSE):									
Interest income	1	1	1,532	—	1,534	824	2,358	(1,532)	826
Interest expense	—	—	—	(1,541)	(1,541)	—	(1,541)	1,541	—
Loss on extinguishment of debt	—	—	—	(89)	(89)	—	(89)	89	—
Miscellaneous	245	—	—	—	245	—	245	—	245
Total other income (expense)	246	1	1,532	(1,630)	149	824	973	98	1,071
EQUITY IN EARNINGS FROM UNCONSOLIDATED ENTITIES									
	1,196	—	354	—	1,550	—	1,550	19,963	21,513
SEGMENT (LOSS) PROFIT/LOSS BEFORE INCOME TAX BENEFIT									
	(8,823)	(3,396)	79,708	249	67,738	(55,515)	12,223	(48,468)	(36,245)
INCOME TAX BENEFIT									
	—	—	—	—	—	1,471	1,471	—	1,471
SEGMENT (LOSS) PROFIT/NET LOSS									
	<u>\$ (8,823)</u>	<u>\$ (3,396)</u>	<u>\$ 79,708</u>	<u>\$ 249</u>	<u>\$ 67,738</u>	<u>\$ (54,044)</u>	<u>\$ 13,694</u>	<u>\$ (48,468)</u>	<u>\$ (34,774)</u>

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

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

Year Ended December 31, 2021

	Valencia	San Francisco	Great Park	Commercial	Total reportable segments	Corporate and unallocated	Total under management	Removal of unconsolidated entities ⁽¹⁾	Total consolidated
REVENUES:									
Land sales	\$ 139,500	\$ —	\$ 346,758	\$ —	\$ 486,258	\$ —	\$ 486,258	\$ (346,758)	\$ 139,500
Land sales—related party	43,286	—	62,797	—	106,083	—	106,083	(62,797)	43,286
Home sales	—	—	26,172	—	26,172	—	26,172	(26,172)	—
Management services—related party ⁽²⁾	—	—	38,675	406	39,081	—	39,081	—	39,081
Operating properties	1,979	548	—	8,475	11,002	—	11,002	(8,475)	2,527
Total revenues	184,765	548	474,402	8,881	668,596	—	668,596	(444,202)	224,394
COSTS AND EXPENSES:									
Land sales	106,012	—	301,247	—	407,259	—	407,259	(301,247)	106,012
Home sales	—	—	20,022	—	20,022	—	20,022	(20,022)	—
Management services ⁽²⁾	—	—	31,459	—	31,459	—	31,459	—	31,459
Operating properties	6,822	—	—	1,889	8,711	—	8,711	(1,889)	6,822
Selling, general, and administrative	18,340	5,190	30,658	4,473	58,661	53,588	112,249	(35,131)	77,118
Management fees—related party	—	—	25,969	—	25,969	—	25,969	(25,969)	—
Total costs and expenses	131,174	5,190	409,355	6,362	552,081	53,588	605,669	(384,258)	221,411
OTHER INCOME (EXPENSE):									
Interest income	—	—	496	—	496	94	590	(496)	94
Interest expense	—	—	—	(1,235)	(1,235)	—	(1,235)	1,235	—
Miscellaneous	1,672	1,070	—	—	2,742	978	3,720	—	3,720
Total other income (expense)	1,672	1,070	496	(1,235)	2,003	1,072	3,075	739	3,814
EQUITY IN (LOSS) EARNINGS FROM UNCONSOLIDATED ENTITIES									
	(903)	—	(1,409)	—	(2,312)	—	(2,312)	8,500	6,188
SEGMENT PROFIT (LOSS)/INCOME BEFORE INCOME TAX BENEFIT									
	54,360	(3,572)	64,134	1,284	116,206	(52,516)	63,690	(50,705)	12,985
INCOME TAX BENEFIT									
	—	—	—	—	—	325	325	—	325
SEGMENT PROFIT (LOSS)/NET INCOME									
	<u>\$ 54,360</u>	<u>\$ (3,572)</u>	<u>\$ 64,134</u>	<u>\$ 1,284</u>	<u>\$ 116,206</u>	<u>\$ (52,191)</u>	<u>\$ 64,015</u>	<u>\$ (50,705)</u>	<u>\$ 13,310</u>

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

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

Valencia Segment

Our Valencia property consists of approximately 15,000 acres in northern Los Angeles County and is designed to include approximately 21,500 homesites and approximately 11.5 million square feet of commercial space. The current communities under development in Valencia complement the neighboring communities that were previously developed by us, where approximately 20,000 households reside and approximately 60,000 people work. We began selling homesites in the first development area at Valencia in 2019, and as of December 31, 2022 we had sold 1,866 homesites for aggregate consideration of approximately \$421.2 million. Homebuilders sold 594 homes at Valencia during the year ended December 31, 2022 and have sold a total of 940 homes since home sales began in May 2021.

Land sales and related party land sales revenues. Total land sales revenues decreased by \$174.4 million, or 95.4%, to \$8.4 million for the year ended December 31, 2022, from \$182.8 million for the year ended December 31, 2021. The decrease in total land sales revenues was attributable to the recognition of revenue from the sale of land entitled for an aggregate of 643 homesites on approximately 57 acres during the year ended December 31, 2021 compared to no land sales during the year ended December 31, 2022. The base purchase price was \$167.3 million for the 2021 sales. We also recognized additional revenue of \$5.1 million in the transaction price as an estimate of the amount of variable consideration from marketing fees that we expect to be entitled to receive. In 2021, we also recognized \$10.0 million in land sale revenues associated with the receipt of \$10.0 million in cash from a customer that

acquired commercial property from us in 2011. The payment was contingent on the customer obtaining certain land use approvals for the property.

In 2021, 123 of the homesites sold were purchased by the Valencia Landbank Venture, in which we own a 10% equity interest. Revenues associated with these closings are reported as land sales—related party. When we sell land to the Valencia Landbank Venture, we eliminate our pro-rata share of the intra-entity profits generated from the sale through earnings (loss) from unconsolidated entities until the land is sold by the Valencia Landbank Venture to third-party homebuilders. Additionally, in 2021, 328 of the homesites were sold to an unaffiliated land banking entity whereby a related party retained the option to acquire the homesites in the future from the land bank entity.

Cost of land sales. Cost of land sales during the year ended December 31, 2021 was \$106.0 million, or 58.0% of total land sale revenues and land sales—related party revenues. The cost of land sales includes both actual and estimated future capitalized costs allocated based upon relative sales values. Since this method requires us to estimate future development costs and the expected sales prices for future land sales, the profit margin on subsequent parcels sold will be affected by both changes in the estimated total revenues, as well as any changes in the estimated total cost of the project. In 2021, we exonerated development bonds attributed to accrued development obligations on previously sold property, and as a result we reversed approximately \$10.6 million in accrued development obligations from these prior period land sales as reductions to the 2021 cost of sales. In 2022, we recognized a similar credit to cost of land sales totaling \$1.0 million.

Selling, general, and administrative. SG&A expenses decreased by \$4.7 million, or 25.8%, to \$13.6 million for the year ended December 31, 2022, from \$18.3 million for the year ended December 31, 2021. The decrease was mainly attributable to a decrease in community related selling and marketing expenses and a decrease in employee related expenses.

Equity in earnings (loss) from unconsolidated entity. Equity in earnings from the Valencia Landbank Venture increased to \$1.2 million for the year ended December 31, 2022, from a loss of \$0.9 million for the year ended December 31, 2021. Equity in earnings for the year ended December 31, 2022 was primarily as a result of recognition of our pro-rata share of profits from land sold by the Valencia Landbank Venture to third-party homebuilders. Equity in loss for the year ended December 31, 2021 was primarily as a result of eliminating our pro-rata share of the intra-entity profits generated from land sales to the Valencia Landbank Venture, offset by recognition of our pro-rata share of profits from land sold by the Valencia Landbank Venture to third-party homebuilders.

San Francisco Segment

Located almost equidistant between downtown San Francisco and the San Francisco International Airport, Candlestick and The San Francisco Shipyard consist of approximately 800 acres of bayfront property in the City of San Francisco. Candlestick and The San Francisco Shipyard are designed to include approximately 12,000 homesites and approximately 6.3 million square feet of commercial space.

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

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

At The San Francisco Shipyard, approximately 408 acres are still owned by the U.S. Navy and will not be conveyed to us until the U.S. Navy satisfactorily completes its finding of suitability to transfer, or "FOST," process, which involves multiple levels of environmental and governmental investigation, analysis, review, comment and approval. Based on our discussions with the U.S. Navy, we had previously expected the U.S. Navy to deliver this property between 2019 and 2022. However, allegations that Tetra Tech, Inc. and Tetra Tech EC, Inc. (collectively, "Tetra Tech"), contractors hired by the U.S. Navy, misrepresented sampling results at The San Francisco Shipyard have resulted in data reevaluation, governmental investigations, criminal proceedings, lawsuits, and a determination by the U.S. Navy and other regulatory agencies to undertake additional sampling. As part of the 2018 Congressional spending bill, the U.S. Department of Defense allocated \$36.0 million to help fund resampling efforts at The San Francisco Shipyard. An additional \$60.4 million to fund resampling efforts was approved as part of a 2019 military construction spending bill. These activities have delayed the remaining land transfers from the U.S. Navy and could lead to additional legal claims or government investigations, all of which could in turn further delay or impede our future development of such parcels. Our development plans were designed with the flexibility to adjust for potential land transfer delays, and we have the ability to shift the phasing of our development

activities to account for potential delays caused by U.S. Navy retesting, but there can be no assurance that these matters and other related matters that may arise in the future will not materially impact our development plans.

We have been, and may in the future be, named as a defendant in lawsuits seeking damages and other relief arising out of alleged contamination at The San Francisco Shipyard and Tetra Tech's alleged misrepresentations of related sampling work. See Part I, Item 3 of this report for additional information. Given the preliminary nature of the claims to date, we cannot predict the outcome of these matters.

Great Park Segment

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

Great Park Neighborhoods consists of approximately 2,100 acres in Orange County and is being built around the approximately 1,300 acre Orange County Great Park, a metropolitan public park that is under construction. Great Park Neighborhoods is designed to include approximately 10,500 homesites and approximately 4.9 million square feet of commercial space.

The Great Park Venture sold the first homesites in April 2013 and, as of December 31, 2022, had sold 7,326 homesites (including 853 affordable homesites) and 115 acres of commercial land, including the Five Point Gateway Campus, allowing for development of up to approximately 2.8 million square feet of commercial office and research and development space for aggregate consideration of approximately \$3.3 billion.

Interests in the Great Park Venture are either "percentage interests" or "legacy interests." Holders of the legacy interests were entitled to receive priority distributions in an aggregate amount equal to \$476.0 million and up to an additional \$89.0 million from participation in subsequent distributions. The holders of percentage interests are entitled to all other distributions. During the year ended December 31, 2022, the Great Park Venture made aggregate distributions of \$16.5 million to holders of legacy interests and \$140.5 million to holders of percentage interests. The Company received \$52.7 million for its 37.5% percentage interest. As of December 31, 2021, the Great Park Venture had fully satisfied the \$476.0 million priority distribution rights, and the remaining maximum participating legacy interest distribution rights at December 31, 2022 were \$66.3 million. The remaining \$66.3 million legacy interest will be paid on a pro-rata basis, with approximately 10% of future distributions paid to the holders of legacy interests and approximately 90% of such distributions paid to the holders of the percentage interests, until such time as the remaining balance has been fully paid.

Land sales and related party land sales revenues. Land sales and related party land sales revenues decreased by \$126.2 million to \$283.4 million for the year ended December 31, 2022, from \$409.6 million for the year ended December 31, 2021. In 2022, the Great Park Venture sold approximately 42 acres of commercial land and land entitled for an aggregate of 61 homesites on approximately three acres. In 2021, the Great Park Venture sold land entitled for an aggregate of 887 homesites on approximately 72 acres.

The purchase price was \$240.0 million for the 2022 commercial land sale. The Great Park Venture recognized approximately \$238.0 million in revenue at the close of the land sale and deferred \$2.0 million in consideration related to potential development work on the sold land that will be completed by the Great Park Venture at a later date at the buyer's discretion. The base purchase price was \$23.9 million for the 2022 homesite land sales. The Great Park Venture also recognized \$0.6 million in the transaction price as an estimate of the amount of variable consideration from marketing fees that it expects to be entitled to receive for the 2022 homesite sales.

The base purchase price was \$393.3 million for the 2021 sales. The Great Park Venture also recognized \$9.1 million in the transaction price as an estimate of the amount of variable consideration from marketing fees that it expects to be entitled to receive. In 2021, 117 of the homesites sold were purchased by the Great Park Landbank Venture, in which the Great Park Venture owns a 10% equity interest. Revenues associated with these closings are reported as land sales—related party. When the Great Park Venture sells land to the Great Park Landbank Venture, it eliminates its pro-rata share of the intra-entity profits generated from the sale through earnings (loss) from unconsolidated entities until the land is sold by the Great Park Landbank Venture to third-party homebuilders. Additionally, in 2021, 572 of the homesites sold were sold to an unaffiliated land banking entity whereby a related party retained the option to acquire the homesites in the future from the land bank entity.

During the years ended December 31, 2022 and 2021, revenues also included changes in estimates of variable consideration, including profit participation, from those amounts previously recorded by the Great Park Venture. During the years ended

December 31, 2022 and 2021, the Great Park Venture recognized \$19.6 million and \$6.7 million in profit participation revenue, respectively.

Cost of land sales. Cost of land sales during the years ended December 31, 2022 and 2021 were \$155.7 million and \$301.2 million, or 54.9% and 73.6% of total land sales revenues, respectively. The cost of land sales includes both actual and estimated future capitalized costs allocated based upon relative sales values. Since this method requires the Great Park Venture to estimate future development costs and the expected sales prices for future land sales, the profit margin on subsequent parcels sold will be affected by both changes in the estimated total revenues, as well as any changes in the estimated total cost of the project.

Home sale revenues. The Great Park Venture has a fee build agreement with an unrelated third-party (“Fee Builder”) that the Great Park Venture contracted to build and act as a sales agent for 38 homesites within the Great Park Neighborhoods. The Fee Builder initially incurs all costs to build, market and sell the residential homes, and the Great Park Venture reimburses the Fee Builder as construction progresses and pays the Fee Builder certain fees during the construction phase of the homes and when homes are sold to homebuyers. During the year ended December 31, 2022, the Great Park Venture closed the sales of 22 homes to homebuyers generating \$40.5 million in home sale revenues. With the 22 home sales that closed in the year ended December 31, 2022, all 38 homes subject to the fee build agreement have been sold and closed. During the year ended December 31, 2021, the Great Park Venture closed the sales of 16 homes to homebuyers generating \$26.2 million in home sale revenues.

Cost of home sales. Cost of home sales includes an allocation of land basis for each home sold in addition to home construction costs the Great Park Venture reimburses to the Fee Builder and fees paid to the Fee Builder for the services provided. During the years ended December 31, 2022 and 2021, the Great Park Venture recognized \$29.7 million and \$20.0 million, respectively, in cost of home sales.

Management fee revenues. Management fee revenues are revenues generated by the management company from development management services provided to the Great Park Venture. Previously, the management company received a fixed base fee, reimbursement for certain variable costs and the right to receive certain variable incentive compensation. The initial term of our development management agreement with the Great Park Venture expired on December 31, 2021 but had been extended by mutual agreement of the parties through December 31, 2022 (the “2022 extension”) and further renewed by mutual agreement of the parties through December 31, 2024. In connection with the 2022 extension of the development management agreement, the variable cost reimbursement component was eliminated and the annual fixed base fee was increased to \$12.0 million for 2022. For the year ended December 31, 2022, we recognized \$12.0 million in revenues attributable to the revised base fee, and as a result of changes in estimates of the amount of variable incentive compensation, we recognized \$19.0 million in additional revenue. For the year ended December 31, 2021, we recognized \$18.0 million attributed to the annual fixed based fee and variable cost reimbursement and \$20.7 million attributed to incentive compensation.

Management services costs and expenses. Included within management services costs and expenses are general and administrative costs and expenses incurred directly by the management company’s project team that is managing the development of the Great Park Neighborhoods. We also include amortization expense related to the intangible asset attributable to the incentive compensation provisions of the development management agreement with the Great Park Venture. Corporate and non-project team salaries and overhead incurred by us are not allocated to management services costs and expenses or to our reportable segments and are reported in SG&A costs in the consolidated statement of operations. During the year ended December 31, 2022, management services costs and expenses decreased by \$11.2 million, or 35.6%, to \$20.3 million, from \$31.5 million for the year ended December 31, 2021. The decrease was mainly attributable to decreased intangible asset amortization expense and decreased employee related project team expenses.

Selling, general, and administrative. SG&A expenses are comprised of the Great Park Venture’s marketing related costs, property maintenance expenses and other administrative costs. Prior to the 2022 extension of the development management agreement, project team and certain other administrative costs that were reimbursed to the management company were included in SG&A costs. SG&A costs decreased by \$12.5 million, or 40.9%, to \$18.1 million for the year ended December 31, 2022, from \$30.7 million for the year ended December 31, 2021. The lower expense during the year ended December 31, 2022 was mainly attributable to a decrease in marketing expenses and the elimination of the variable cost reimbursement component under the development management agreement.

Management fees—related party. Management fees increased by \$27.3 million, to \$53.3 million for the year ended December 31, 2022, from \$26.0 million for the year ended December 31, 2021. Management fees incurred by the Great Park Venture were comprised of base development management fees and incentive compensation fees. In general, incentive compensation fees will be paid as a percentage of distributions made to holders of the Great Park Venture’s percentage interests. When payments are deemed probable of being made, the Great Park Venture recognizes the expense ratably over the period services are expected to be provided. When estimates of the amount of incentive compensation probable of being paid change, the Great Park Venture records a cumulative adjustment in the period in which the estimate changes. The increase in management fees—related party was mainly attributable to an increased estimate of the amount of incentive compensation probable of being paid. The Great Park Venture recognized expense of \$44.0 million and \$19.1 million for incentive compensation fees during the years ended December 31, 2022 and 2021, respectively.

The table below reconciles the Great Park segment results for the years ended December 31, 2022 and 2021 to the equity in earnings from our investment in the Great Park Venture that is reflected in the consolidated statements of operations for the years ended December 31, 2022 and 2021, respectively.

	Year Ended December 31,	
	2022	2021
	<i>(in thousands)</i>	
Segment profit from operations	\$ 79,708	\$ 64,134
Less net income of management company attributed to the Great Park segment	10,754	7,216
<i>Net income of Great Park Venture</i>	68,954	56,918
The Company's share of net income of the Great Park Venture	25,858	21,344
Basis difference amortization	(5,414)	(14,912)
Equity in earnings from Great Park Venture	<u>\$ 20,444</u>	<u>\$ 6,432</u>

Commercial Segment

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

The Five Point Gateway Campus is a commercial campus consisting of approximately 73 acres of land in the Great Park Neighborhoods acquired by the Gateway Commercial Venture in 2017. The Five Point Gateway Campus currently includes approximately one million square feet planned for research and development, medical and office space in four buildings. In 2020, the Gateway Commercial Venture sold three of the buildings and approximately 11 acres of land at the campus, generating \$463.0 million in gross proceeds. Our corporate headquarters are located in the fourth building, which remains owned by the Gateway Commercial Venture. In addition to the fourth building, the Gateway Commercial Venture owns approximately 50 acres of commercial land with additional development rights at the campus.

The table below reconciles the Commercial segment results for the years ended December 31, 2022 and 2021 to the equity in (loss) earnings from our investment in the Gateway Commercial Venture that is reflected in the consolidated statements of operations for the years ended December 31, 2022 and 2021, respectively.

	Year Ended December 31,	
	2022	2021
	<i>(in thousands)</i>	
Segment profit from operations	\$ 249	\$ 1,284
Less net income of management company attributed to the Commercial segment	418	406
<i>Net (loss) income of Gateway Commercial Venture</i>	(169)	878
Equity in (loss) earnings from Gateway Commercial Venture	<u>\$ (127)</u>	<u>\$ 659</u>

Liquidity and Capital Resources

At December 31, 2022, we had \$131.8 million of consolidated cash and cash equivalents, compared to \$265.5 million at December 31, 2021. As of December 31, 2022, no funds had been drawn on and no letters of credit were outstanding on the operating company's \$125.0 million revolving credit facility.

Our short-term cash needs consist primarily of general and administrative expenses and development expenditures at Valencia and the Candlestick and The San Francisco Shipyard communities, interest payments under our senior notes and payments under a related party reimbursement obligation. In 2023, we will make interest payments of \$49.2 million on our \$625.0 million senior

notes due November 2025, and we expect to make \$50.4 million in principal payments under our related party reimbursement obligation. Reimbursement payments may be deferred when our related party receives an extension on the maturity date of the associated EB-5 loan liability. Approximately \$49.8 million of the \$56.3 million in related party reimbursement obligations that were previously expected to have been paid in 2022 have been deferred to 2023. Our related party has a history of receiving maturity date extensions, however, such further extensions are not within our control and there can be no assurance that any such extensions will be obtained in the future.

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

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

We currently expect to have sufficient capital to fund the horizontal development of our communities in accordance with our development plan for several years. The level of capital expenditures in any given year may vary due to, among other things, the number of communities or neighborhoods under development and the number of planned deliveries, which may vary based on market conditions. We may seek to raise additional capital by accessing the debt or equity capital markets or with one or more revolving or term loan facilities or other public or private financing alternatives. These financings may not be available on attractive terms, or at all.

We are a party to a tax receivable agreement (“TRA”) with current and former holders of Class A units of the operating company and the holders of Class A units of the San Francisco Venture. The TRA provides for payments by us to such investors or their successors in aggregate amounts equal to 85% of the cash savings, if any, in income tax that we realize as a result of (a) increases in tax basis that are attributable to exchanges of Class A units of the operating company for our Class A common shares or cash or certain other taxable acquisitions of equity interests by us, (b) allocations that result from the application of the principles of Section 704(c) of the Code and (c) tax benefits related to imputed interest or guaranteed payments deemed to be paid or incurred by us as a result of the TRA. We expect the TRA payments to be substantial, however, the actual amount and timing of any payments under the TRA will vary depending upon a number of factors, including the timing of exchanges of Class A units of the operating company, the price of our Class A common shares at the time of such exchanges, the extent to which such exchanges are taxable and our ability to use the potential tax benefits, which will depend on the amount and timing of our taxable income and the rate at which we pay income tax. As of December 31, 2022, there were no amounts currently payable under the TRA.

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

We had outstanding performance bonds of \$315.0 million as of December 31, 2022 predominantly related to our Valencia community.

At December 31, 2022, the San Francisco Venture had outstanding guarantees benefiting a municipal agency for infrastructure and construction of certain park and open space obligations with aggregate maximum obligations of \$198.3 million.

Outstanding LOCs totaled \$1.0 million and \$1.3 million at December 31, 2022 and 2021, respectively. At both December 31, 2022 and 2021, we had \$1.0 million in restricted cash and certificates of deposit securing certain of our LOCs. Additionally, under our revolving credit facility, we are able to utilize undrawn capacity to support the issuance of LOCs. As of December 31, 2022, no capacity under the revolving credit facility was used to support LOCs.

In 2004, our defined benefit pension plan was amended to cease future benefit accruals for services provided by participants of the plan and to close the plan to new participants. We do not anticipate making contributions to our pension plan over the next twelve months. We believe the pension plan is currently appropriately funded, however, declines in the value of the plan’s assets could result in increased funding requirements in the long-term.

The following table aggregates certain of our material cash obligations and commitments as of December 31, 2022:

	Payment due by period				
	(in thousands)				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Senior notes payable	\$ 625,000	\$ —	\$ 625,000	\$ —	\$ —
Interest commitment on senior notes	147,657	49,219	98,438	—	—
Operating lease obligations	18,555	5,490	4,969	5,169	2,927
Water purchase agreement ⁽¹⁾	31,150	1,401	2,941	3,135	23,673
Related party reimbursement obligation ⁽²⁾	65,708	52,138	13,570	—	—
Total	\$ 888,070	\$ 108,248	\$ 744,918	\$ 8,304	\$ 26,600

- (1) We are subject to a water purchase agreement requiring annual payments in exchange for the delivery of water for our exclusive use. The agreement has an initial 35-year term, which expires in 2039 with an option for a second 35-year term.
- (2) Prior to our acquisition of the San Francisco Venture, certain subsidiaries of the San Francisco Venture entered into EB-5 loan agreements with lenders that are authorized by the United States Citizenship and Immigration Services to raise capital from foreign nationals who seek to obtain permanent residency in the United States. Prior to our acquisition, related parties assumed the EB-5 loan liabilities, and the San Francisco Venture entered into reimbursement agreements pursuant to which it agreed to reimburse the related parties for a portion of the EB-5 loan liabilities and related interest. The amounts set forth in the above table include interest based on the weighted average interest rate of 4.5%. Reimbursement payments may be deferred when the related parties receive an extension on the maturity date of the associated EB-5 loan liability.

The above table does not present accounts payable and other development liabilities incurred in the normal course of business.

Summary of Cash Flows

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

	Year Ended December 31,	
	2022	2021
Operating activities	\$ (188,302)	\$ (81,420)
Investing activities	63,990	75,315
Financing activities	(9,717)	(26,577)

Cash Flows from Operating Activities. Cash flows from operating activities are primarily comprised of cash inflows from land sales, management services and operating property results. Cash outflows are comprised primarily of cash outlays for horizontal development costs, employee compensation, and SG&A costs. Our operating cash flows may vary significantly each year due to the timing of land sales and the development efforts related to our mixed-use planned communities.

Net cash used in operating activities increased by \$106.9 million for the year ended December 31, 2022, compared to the year ended December 31, 2021. Major components of operating cash used in both periods consist of our continued investment in horizontal development at our communities, SG&A costs and the payment of \$49.2 million in each year for interest due on our senior notes.

During the year ended December 31, 2022, we received incentive compensation payments of \$14.2 million under our development management agreement with the Great Park Venture. The payment is net of \$1.7 million that we concurrently distributed to the holders of the management company's Class B units. Additionally, we received total distributions of \$8.6 million from the Gateway Commercial Venture, of which \$0.4 million is reflected as a return on our investment (operating activity) in the statement of cash flows with the balance reflected as an investing activity.

During the year ended December 31, 2021, we received \$167.0 million in net proceeds upon closing escrow from land sales at our Valencia segment. During the year ended December 31, 2021, we received incentive compensation payments of \$20.7 million under our development management agreement with the Great Park Venture. The payment is net of \$0.6 million that we concurrently distributed to the holders of the management company's Class B units. Additionally, we received \$10.0 million in contingent consideration associated with a commercial land sale that closed in 2011.

Cash Flows from Investing Activities. Net cash provided by investing activities was \$64.0 million for the year ended December 31, 2022, compared to the net cash provided by investing activities of \$75.3 million for the year ended December 31, 2021.

During the year ended December 31, 2022 we received distributions of \$52.7 million and \$3.3 million from the Great Park Venture and Valencia Landbank Venture, respectively, which is reflected as a return of our investment (investing activity) in the statement of cash flows. Additionally, we received total distributions of \$8.6 million from the Gateway Commercial Venture, of which \$8.3 million is reflected as a return of our investment (investing activity) in the statement of cash flows with the balance reflected as an operating activity.

For the year ended December 31, 2021, we received a distribution of \$76.6 million from the Great Park Venture, which is reflected as a return of our investment (investing activity) in the statement of cash flows. Additionally, we received a distribution of \$1.0 million from our indirect legacy interest in the Great Park Venture.

Cash Flows from Financing Activities. Net cash used in financing activities was \$9.7 million for the year ended December 31, 2022, compared to net cash used in financing activities of \$26.6 million for the year ended December 31, 2021.

During the years ended December 31, 2022 and 2021, we made tax distributions of \$0.4 million and \$4.4 million (net of amounts distributable to us as a partner of the operating company), respectively, to noncontrolling interests in accordance with the operating company's Limited Partnership Agreement ("LPA"). The tax distribution is treated as an advance distribution under the LPA. We also made payments of \$6.5 million and \$19.4 million to reduce our related party reimbursement obligation during the years ended December 31, 2022 and 2021, respectively. We used \$2.7 million and \$2.0 million during the years ended December 31, 2022 and 2021, respectively, to net settle certain share-based compensation awards with employees for tax withholding purposes. During the year ended December 31, 2022, we borrowed and repaid \$15.0 million under our revolving credit facility.

Changes in Capital Structure

During the year ended December 31, 2022, our ownership percentage in the operating company decreased slightly to 62.5%, primarily due to our reacquisition of approximately 0.4 million restricted Class A common shares from employees for income tax withholding purposes upon vesting and the forfeiture of approximately 0.8 million restricted Class A common shares held by employees that did not vest, partially offset by our issuance of shared-based compensation in the form of 0.2 million restricted Class A common shares. The issuances, settlements and forfeitures resulted in the operating company issuing to us an equal number of Class A units of the operating company or retiring an equal number of Class A units of the operating company that we previously held.

The table below summarizes outstanding Class A units of the operating company and Class A units of the San Francisco Venture, which are redeemable on a one-for-one basis for Class A units of the operating company, at December 31, 2022 and 2021 held by us and those held by noncontrolling interest members.

	<u>2022</u>	<u>2021</u>
Class A units of the operating company:		
Held by us	69,068,354	70,107,552
Held by noncontrolling interest members	41,363,271	41,363,271
	<u>110,431,625</u>	<u>111,470,823</u>
Class A units of the San Francisco Venture held by noncontrolling interest members	37,870,273	37,870,273
	<u>148,301,898</u>	<u>149,341,096</u>

At December 31, 2022, we had 79,233,544 Class B common shares outstanding that were held by the noncontrolling interest members of the operating company and the Class A unitholders of the San Francisco Venture. The Class B common shares will automatically convert to Class A common shares at a ratio of 0.0003 Class A common shares for each Class B common share. The conversions will occur when the holders of Class A units of the operating company, including Class A units that have been issued upon redemption of Class A units of the San Francisco Venture, are redeemed for our Class A common shares or cash, at our election.

Significant Related Party and Third-Party Revenues

In the ordinary course of our business, we have sold and expect to continue to sell homesites to Lennar, which is our largest equity owner, or its affiliates, subsidiaries or joint ventures in which it is a member. We did not sell homesites directly to Lennar during the years ended December 31, 2022, 2021, and 2020 but did recognize revenues related to certain fees or profit participation associated with homes sold by Lennar to homebuyers at Valencia. For the year ended December 31, 2022, we recognized \$7.5 million of revenue from Lennar, which primarily consisted of profit participation. During the year ended December 31, 2021, we sold homesites to an unaffiliated land banking entity and recognized \$76.5 million of such revenue. Lennar has retained the option to acquire these homesites in the future from the unaffiliated land banking entity. During the year ended December 31, 2021, we sold homesites to the Valencia Landbank Venture, our equity method investee, and recognized \$43.2 million of such revenue. We also provide management services to the Great Park Venture pursuant to a development management agreement. In addition to our 37.5% percentage interest in the Great Park Venture, Lennar owns a 25% legacy interest in the Great Park Venture. Lennar, along with an

affiliate of Castlelake, also owns interests in an entity that owns a 12.5% legacy interest in the Great Park Venture. For the years ended December 31, 2022 and 2021, we recognized \$31.0 million and \$38.7 million, respectively, of revenue from management services provided to the Great Park Venture. Other than Lennar and the Great Park Venture, no related party customer accounted for more than 10% of our revenue during the year ended December 31, 2022. Other than the Valencia Landbank Venture and the Great Park Venture, no related party customer accounted for more than 10% of our revenue during the year ended December 31, 2021.

In addition to the related party revenues, during the year ended December 31, 2021, we also sold homesites to two third-party home builders and recognized \$30.3 million and \$22.5 million of revenue, respectively, which separately accounted for more than 10% of total consolidated revenues. No third-party customer accounted for more than 10% of our revenue during the year ended December 31, 2022. Other than the third-party home builders and the unaffiliated land bank entity, no third-party customer accounted for more than 10% of our revenue during the year ended December 31, 2021.

Critical Accounting Estimates

Critical accounting estimates are those that are both significant to the overall presentation of our financial condition and results of operations and require management to make difficult, complex or subjective judgments. Our critical accounting estimates are discussed below. For a summary of our significant accounting policies, see Note 2 to the notes to the consolidated financial statements in Item 8, Part II of this report.

Cost of Land Sales

Capitalized inventory costs include land, horizontal development, indirect project costs, real estate taxes and interest related to financing development and construction. The allocation of capitalized inventory costs to individual parcels within a project utilizes the relative sales value method. Under the relative sales value method, each parcel in the project under development is allocated costs in proportion to the estimated overall sales price of the project. Since this method requires us to estimate future development costs and the expected sales price for future land sales, the profit margin on subsequent parcels sold will be affected by both changes in the estimated total revenues, as well as any changes in the estimated total cost of the project.

We believe that the accounting estimates related to cost of land sales are critical accounting estimates because of the use of projected cash flows in the estimate. Cash flows are significantly affected by estimates and assumptions related to market supply and demand, the local economy, projected pace of sales of homesites, pricing and price appreciation over the estimated selling period, the length of the estimated development and selling periods, remaining development obligations and the cost of completing development, general and administrative costs, and other factors. In determining these estimates and assumptions, we utilize historical trends from our past development projects, in addition to internal and external market studies and trends, which generally include, but are not limited to, statistics on population demographics and unemployment rates. Using all available information, we calculate our best estimate of projected cash flows for each asset. While many of the estimates are calculated based on historical and projected trends, all estimates are subjective and change as market and economic conditions change.

Incentive Management Agreement Fees

Revenues from management services are recognized as the customer consumes the benefits of the performance obligation over time. The transaction price pertaining to our management agreement with the Great Park Venture is comprised of fixed and variable components, including incentive compensation fee provisions that are contingent on the performance of the Great Park Venture. In making estimates of incentive compensation we expect to be entitled to receive in exchange for providing management services, we make significant assumptions and judgments in evaluating the factors that may determine the amount of consideration we will ultimately receive. In doing so, we typically utilize cash flow projections for the community. We believe that the accounting estimate related to incentive management fees is a critical accounting estimate because when changes in our estimates and assumptions occur, our estimate of the amount of incentive compensation we expect to be entitled to receive may change, resulting in a cumulative adjustment being recorded in the period of the change that may be material.

Investments in Unconsolidated Entities

For investments in entities that we do not control, but over which we exercise significant influence, we use the equity method of accounting. Investments accounted for under the equity method of accounting are recorded at cost and adjusted for our share in the earnings (losses) of the venture and cash contributions and distributions.

We evaluate our investments in unconsolidated entities for other-than-temporary impairment by reviewing each investment for any indicators of impairment, including the fair value of such investments compared to their carrying amounts. We typically estimate the fair value of our investments using a discounted cash flow of distributions we expect to receive from the venture. Significant input assumptions used in estimating the distributions we expect to receive from the venture include revenue appreciation rates and cost appreciation rates. The determination of fair value also requires discounting the estimated cash flows at a rate that we believe a market participant would determine to be commensurate with the inherent risks associated with the investment and related estimated cash flow streams. The discount rate used in determining each investment's fair value generally depends on the investment's projected life and development stage. If the carrying value of the investment is greater than the estimated fair value, management makes an assessment of whether the impairment is "temporary" or "other-than-temporary." In making this assessment, management considers (1) the length of time and the extent to which fair value has been less than cost, (2) the financial condition and near-term prospects of the entity and (3) our intent and ability to retain our interest long enough for a recovery in market value. If management concludes that the impairment is "other-than-temporary," we reduce the investment to its estimated fair value.

We believe that the accounting related to investments in unconsolidated entities is a critical accounting estimate because our impairment evaluation uses significant estimates in determining the fair value of our investments, including projected cash flows and the selected discount rate. Changes in these estimates can have a significant impact on the assessment of fair value, which could result in material impairment losses.

ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk

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

As of December 31, 2022, we had outstanding consolidated indebtedness of \$620.7 million, none of which bears interest based on floating interest rates.

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

ITEM 8. Financial Statements and Supplementary Data

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Five Point Holdings, LLC

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Five Point Holdings, LLC and subsidiaries (the "Company") as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive (loss) income, capital, and cash flows, for each of the three years in the period ended December 31, 2022, and the related notes and schedule III—real estate and accumulated depreciation (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 3, 2023, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

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

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

Critical Audit Matter

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

Investment in unconsolidated entities – Other-than-temporary impairment assessment of Heritage Fields LLC (“Great Park Venture”)— Refer to Notes 2 and 4 to the financial statements

Critical Audit Matter Description

As of December 31, 2022, the Company's investments in unconsolidated entities consist of three investments totaling \$331.6 million, and the carrying value of the investment in Great Park Venture is \$289.0 million of the total balance. The Company evaluates its investments in unconsolidated entities for other-than-temporary impairment by reviewing its investments for an absence of an ability to recover the carrying amount of the investment, by considering indicators of impairment including the fair value of the investment determined by a discounted cash flow of distributions. If the carrying value of the investment in unconsolidated entities is greater than its estimated fair value, management makes an assessment of whether the impairment is other-than-temporary. In making this assessment, management considers the length of time and the extent to which the fair value of the investment has been less than its carrying value.

In the event that an impairment is other-than-temporary, the Company will reduce the carrying value of the investment to its estimated fair value and recognize an impairment expense within the consolidated statements of comprehensive (loss) income in the period it is identified as incurred. For the year ended December 31, 2022, management identified no indicators of impairment and no impairment loss has been recognized.

Given the quantitative significance of the investment in Great Park Venture and the complexities and judgments involved in identifying impairment indicators and developing the significant inputs used to develop management's Great Park Venture discounted cash flow of distributions, a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists, was deployed in performing audit procedures to evaluate the reasonableness of management's identification of impairment indicators, and its estimates and assumptions related to significant inputs, including discount rate, residential revenue appreciation rates, and cost appreciation rates used in the Great Park Venture discounted cash flow of distributions.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to management's evaluation of indicators of impairment and the fair value of the investment in Great Park Venture included the following, among others:

- We tested the effectiveness of controls over management's evaluation of indicators of impairment and the fair value of the investment in Great Park Venture, including those over significant input assumptions, including the discount rate, residential revenue appreciation rates and cost appreciation rates.
- We tested the Company's evaluation of indicators of impairment and significant input assumptions, including the discount rate, residential revenue appreciation rates and cost appreciation rates by (1) evaluating the source information used by management, (2) independently obtaining and evaluating market data, and (3) engaging our internal fair value specialists.
- We tested the mathematical accuracy of the discounted cash flow of distributions.

/s/ DELOITTE & TOUCHE LLP

Costa Mesa, California
March 3, 2023

We have served as the Company's auditor since 2009.

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

	December 31,	
	2022	2021
ASSETS		
INVENTORIES	\$ 2,239,125	\$ 2,096,824
INVESTMENT IN UNCONSOLIDATED ENTITIES	331,594	374,553
PROPERTIES AND EQUIPMENT, NET	30,243	31,466
INTANGIBLE ASSET, NET—RELATED PARTY	40,257	51,405
CASH AND CASH EQUIVALENTS	131,771	265,462
RESTRICTED CASH AND CERTIFICATES OF DEPOSIT	992	1,330
RELATED PARTY ASSETS	97,126	101,818
OTHER ASSETS	14,676	20,052
TOTAL	\$ 2,885,784	\$ 2,942,910
LIABILITIES AND CAPITAL		
LIABILITIES:		
Notes payable, net	\$ 620,651	\$ 619,116
Accounts payable and other liabilities	94,426	115,374
Related party liabilities	93,086	95,918
Deferred income tax liability, net	11,506	12,998
Payable pursuant to tax receivable agreement	173,068	174,126
Total liabilities	992,737	1,017,532
COMMITMENTS AND CONTINGENT LIABILITIES (Note 13)		
REDEEMABLE NONCONTROLLING INTEREST	25,000	25,000
CAPITAL:		
Class A common shares; No par value; Issued and outstanding: 2022—69,068,354 shares; 2021—70,107,552 shares		
Class B common shares; No par value; Issued and outstanding: 2022—79,233,544 shares; 2021—79,233,544 shares		
Contributed capital	587,733	587,587
Retained earnings	33,386	48,789
Accumulated other comprehensive loss	(2,988)	(1,952)
Total members' capital	618,131	634,424
Noncontrolling interests	1,249,916	1,265,954
Total capital	1,868,047	1,900,378
TOTAL	\$ 2,885,784	\$ 2,942,910

See accompanying notes to consolidated financial statements.

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

	Year Ended December 31,		
	2022	2021	2020
REVENUES:			
Land sales	\$ 913	\$ 139,500	\$ 69,398
Land sales—related party	7,512	43,286	53,219
Management services—related party	31,433	39,081	28,132
Operating properties	2,836	2,527	2,870
Total revenues	<u>42,694</u>	<u>224,394</u>	<u>153,619</u>
COSTS AND EXPENSES:			
Land sales	(996)	106,012	85,753
Management services	20,261	31,459	20,486
Operating properties	8,230	6,822	5,127
Selling, general, and administrative	54,591	77,118	83,504
Restructuring	19,437	—	—
Total costs and expenses	<u>101,523</u>	<u>221,411</u>	<u>194,870</u>
OTHER INCOME:			
Interest income	826	94	1,369
Miscellaneous	245	3,720	356
Total other income	<u>1,071</u>	<u>3,814</u>	<u>1,725</u>
EQUITY IN EARNINGS FROM UNCONSOLIDATED ENTITIES	21,513	6,188	42,364
(LOSS) INCOME BEFORE INCOME TAX BENEFIT (PROVISION)	(36,245)	12,985	2,838
INCOME TAX BENEFIT (PROVISION)	1,471	325	(1,744)
NET (LOSS) INCOME	(34,774)	13,310	1,094
LESS NET (LOSS) INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	(19,371)	6,742	1,522
NET (LOSS) INCOME ATTRIBUTABLE TO THE COMPANY	<u>\$ (15,403)</u>	<u>\$ 6,568</u>	<u>\$ (428)</u>
NET (LOSS) INCOME ATTRIBUTABLE TO THE COMPANY PER CLASS A SHARE			
Basic	\$ (0.22)	\$ 0.09	\$ (0.01)
Diluted	\$ (0.23)	\$ 0.09	\$ (0.01)
WEIGHTED AVERAGE CLASS A SHARES OUTSTANDING			
Basic	68,429,271	67,394,794	66,722,187
Diluted	68,430,212	143,491,204	69,000,096
NET (LOSS) INCOME ATTRIBUTABLE TO THE COMPANY PER CLASS B SHARE			
Basic and diluted	\$ (0.00)	\$ 0.00	\$ (0.00)
WEIGHTED AVERAGE CLASS B SHARES OUTSTANDING			
Basic and diluted	79,233,544	79,233,544	79,233,544

See accompanying notes to consolidated financial statements.

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

	Year Ended December 31,		
	2022	2021	2020
NET (LOSS) INCOME	\$ (34,774)	\$ 13,310	\$ 1,094
OTHER COMPREHENSIVE (LOSS) INCOME:			
Net actuarial (loss) gain on defined benefit pension plan	(1,929)	1,067	(332)
Reclassification of actuarial loss on defined benefit pension plan included in net (loss) income	255	359	97
Other comprehensive (loss) income before taxes	(1,674)	1,426	(235)
INCOME TAX BENEFIT (PROVISION) RELATED TO OTHER COMPREHENSIVE (LOSS) INCOME	—	—	—
OTHER COMPREHENSIVE (LOSS) INCOME—Net of tax	(1,674)	1,426	(235)
COMPREHENSIVE (LOSS) INCOME	(36,448)	14,736	859
LESS COMPREHENSIVE (LOSS) INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	(19,998)	7,271	1,434
COMPREHENSIVE (LOSS) INCOME ATTRIBUTABLE TO THE COMPANY	<u>\$ (16,450)</u>	<u>\$ 7,465</u>	<u>\$ (575)</u>

See accompanying notes to consolidated financial statements.

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

	Class A Common Shares	Class B Common Shares	Contributed Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Members' Capital	Noncontrolling Interests	Total Capital
BALANCE - January 1, 2020	68,788,257	79,233,544	\$ 571,532	\$ 42,844	\$ (2,682)	\$ 611,694	\$ 1,272,106	\$ 1,883,800
Adoption of new accounting standards at unconsolidated entities	—	—	—	(195)	—	(195)	(224)	(419)
Net (loss) income	—	—	—	(428)	—	(428)	1,522	1,094
Share-based compensation expense	—	—	11,562	—	—	11,562	—	11,562
Reacquisition of share-based compensation awards for tax-withholding purposes	(436,675)	—	(5,521)	—	—	(5,521)	—	(5,521)
Settlement of restricted share units for Class A common shares	335,078	—	—	—	—	—	—	—
Issuance of share-based compensation awards, net of forfeitures	364,624	—	—	—	—	—	—	—
Other comprehensive loss—net of tax of \$0-actuarial loss on pension plan	—	—	—	—	(147)	(147)	(88)	(235)
Tax distribution to noncontrolling interest	—	—	—	—	—	—	(4,568)	(4,568)
Adjustment to liability recognized under tax receivable agreement—net of tax of \$0	—	—	(615)	—	—	(615)	—	(615)
Adjustment of noncontrolling interest in the Operating Company	—	—	1,320	—	(4)	1,316	(1,316)	—
BALANCE - December 31, 2020	69,051,284	79,233,544	\$ 578,278	\$ 42,221	\$ (2,833)	\$ 617,666	\$ 1,267,432	\$ 1,885,098
Net income	—	—	—	6,568	—	6,568	6,742	13,310
Share-based compensation expense	—	—	7,898	—	—	7,898	—	7,898
Reacquisition of share-based compensation awards for tax-withholding purposes	(324,905)	—	(2,047)	—	—	(2,047)	—	(2,047)
Issuance of share-based compensation awards, net of forfeitures	1,381,173	—	—	—	—	—	—	—
Other comprehensive income—net of tax of \$0-actuarial gain on pension plan	—	—	—	—	897	897	529	1,426
Tax distribution to noncontrolling interest	—	—	—	—	—	—	(4,429)	(4,429)
Adjustment to liability recognized under tax receivable agreement—net of tax of \$0	—	—	(878)	—	—	(878)	—	(878)
Adjustment of noncontrolling interest in the Operating Company	—	—	4,336	—	(16)	4,320	(4,320)	—
BALANCE - December 31, 2021	70,107,552	79,233,544	\$ 587,587	\$ 48,789	\$ (1,952)	\$ 634,424	\$ 1,265,954	\$ 1,900,378
Net loss	—	—	—	(15,403)	—	(15,403)	(19,371)	(34,774)
Share-based compensation expense	—	—	6,230	—	—	6,230	—	6,230
Reacquisition of share-based compensation awards for tax-withholding purposes	(417,716)	—	(2,736)	—	—	(2,736)	—	(2,736)
Forfeitures of share-based compensation awards, net of issuances	(621,482)	—	—	—	—	—	—	—
Other comprehensive loss—net of tax of \$0-actuarial loss on pension plan	—	—	—	—	(1,047)	(1,047)	(627)	(1,674)
Tax distribution to noncontrolling interest	—	—	—	—	—	—	(435)	(435)
Adjustment to liability recognized under tax receivable agreement—net of tax of \$0	—	—	1,058	—	—	1,058	—	1,058
Adjustment of noncontrolling interest in the Operating Company	—	—	(4,406)	—	11	(4,395)	4,395	—
BALANCE - December 31, 2022	69,068,354	79,233,544	\$ 587,733	\$ 33,386	\$ (2,988)	\$ 618,131	\$ 1,249,916	\$ 1,868,047

See accompanying notes to consolidated financial statements.

FIVE POINT HOLDINGS, LLC
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2022	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net (loss) income	\$ (34,774)	\$ 13,310	\$ 1,094
Adjustments to reconcile net (loss) income to net cash used in operating activities:			
Equity in earnings from unconsolidated entities	(21,513)	(6,188)	(42,364)
Return on investment from Gateway Commercial Venture	352	—	78,968
Deferred income taxes	(1,492)	420	950
Depreciation and amortization	16,946	25,988	14,142
Gain on distribution from indirect Legacy Interest in Great Park Venture—related party	—	(978)	—
Share-based compensation	6,230	7,898	11,562
Changes in operating assets and liabilities:			
Inventories	(140,416)	(104,084)	(99,228)
Related party assets	2,402	(383)	(9,969)
Other assets	2,733	(1,271)	(69)
Accounts payable and other liabilities	(22,484)	(18,316)	(32,304)
Related party liabilities	3,714	2,184	(1,281)
Net cash used in operating activities	<u>(188,302)</u>	<u>(81,420)</u>	<u>(78,499)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Return of investment from Great Park Venture	52,692	76,623	—
Return of investment from Gateway Commercial Venture	8,273	—	57,532
Return of investment from Valencia Landbank Venture	3,305	1,582	—
Contribution to Valencia Landbank Venture	(205)	(3,756)	(4,166)
Distribution from indirect Legacy Interest in Great Park Venture—related party	—	1,020	1,721
Purchase of properties and equipment	(75)	(154)	(2,147)
Net cash provided by investing activities	<u>63,990</u>	<u>75,315</u>	<u>52,940</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Reacquisition of share-based compensation awards for tax-withholding purposes	(2,736)	(2,047)	(5,521)
Payment of financing costs	—	(686)	—
Related party reimbursement obligation	(6,546)	(19,415)	(13,452)
Tax distribution to noncontrolling interest	(435)	(4,429)	(4,568)
Borrowings under revolving credit facility	15,000	—	—
Repayments under revolving credit facility	(15,000)	—	—
Net cash used in financing activities	<u>(9,717)</u>	<u>(26,577)</u>	<u>(23,541)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS, AND RESTRICTED CASH	(134,029)	(32,682)	(49,100)
CASH AND CASH EQUIVALENTS, AND RESTRICTED CASH—Beginning of period	266,792	299,474	348,574
CASH AND CASH EQUIVALENTS, AND RESTRICTED CASH—End of period	<u>\$ 132,763</u>	<u>\$ 266,792</u>	<u>\$ 299,474</u>

SUPPLEMENTAL CASH FLOW INFORMATION (Note 14)

See accompanying notes to consolidated financial statements.

FIVE POINT HOLDINGS, LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. BUSINESS AND ORGANIZATION

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

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

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation—The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Principles of consolidation—The accompanying consolidated financial statements include the accounts of the Company and the accounts of all subsidiaries in which the Company has a controlling financial interest and the accounts of variable interest entities (“VIEs”) in which the Company is deemed to be the primary beneficiary. All intercompany transactions and balances have been eliminated in consolidation. Under the voting interest model, controlling financial interest is generally defined as a majority ownership of voting rights. A VIE is an entity in which either (i) the equity investors as a group, if any, lack the power through voting or similar rights to direct the activities of such entity that most significantly impact such entity’s economic performance or (ii) the equity investment at risk is insufficient to finance that entity’s activities without additional subordinated financial support. The Company identifies the primary beneficiary of a VIE as the enterprise that has both of the following characteristics: (i) the power to direct the activities of the VIE that most significantly impact the entity’s economic performance; and (ii) the obligation to absorb losses or receive benefits of the VIE that could potentially be significant to the entity. The Company consolidates its investment in a VIE when it determines that it is its primary beneficiary. The Company may change its original assessment of a VIE upon subsequent events such as the modification of contractual arrangements, or changes in influence and control over any entity, that affect the characteristics of the entity’s equity investments at risk and the disposition of all or a portion of an interest held by the primary beneficiary. The Company performs this analysis on an ongoing basis.

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

Concentration of risk—As of December 31, 2022, the Company’s inventories and the Company’s unconsolidated entities’ inventories and properties are all located in California. The Company is subject to risks incidental to the ownership, development, and operation of commercial and residential real estate. These include, among others, the risks normally associated with changes in the general economic climate in the communities in which the Company operates, trends in the real estate industry, availability of land for development, changes in tax laws, interest rate levels, availability of financing, and potential liability under environmental and other laws.

The Company’s credit risk relates primarily to cash deposits, cash equivalents, contract assets and other miscellaneous financial assets. Cash deposit accounts at each institution are in excess of amounts insured by the Federal Deposit Insurance Corporation. The Company’s risk management policies define parameters of acceptable market risk and strive to limit exposure to credit risk.

Noncontrolling interests—The Company presents noncontrolling interests and classifies such interests within capital but separate from the Company’s Class A and Class B members’ capital when the criteria for permanent equity classification has been

met. Net income (loss) attributable to the noncontrolling interests on the consolidated statement of operations represents the portion of earnings attributable to the economic interest in the Company's subsidiaries held by the noncontrolling interests. The Company allocates income (loss) to noncontrolling interests based on the substantive profit sharing provisions of the applicable subsidiary operating agreements.

Revenue recognition—Under Accounting Standards Codification (“ASC”) Topic 606, *Revenue From Contracts With Customers*, which the Company adopted on January 1, 2018, revenues are recognized when control of the promised goods or services are transferred to the Company's customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. At contract inception, the Company assesses the goods and services promised in its contract with its customers and identifies a performance obligation for each promise to transfer to the customer a good or service (or a series of services) that is distinct. Identified performance obligations are assessed by considering implicit and explicitly stated promises.

Land sales and Land sales—related party—Revenues from land sales are recognized when the Company satisfies the performance obligation at a point in time when the control of the land passes to its customers. The transfer of control typically occurs when title passes at the close of escrow and the customer is able to direct the use of, control and obtain substantially all of the benefits from the land. The transaction price typically contains fixed and variable components in which the fixed consideration represents the stated purchase price for the land and the gross proceeds received at the time of closing. Some of the Company's residential homesite sale agreements contain a profit participation provision, a variable form of consideration, whereby the Company receives from homebuilders a portion of profit after the builder has received an agreed-upon margin. If the project profitability falls short of the participation threshold, no additional revenue is received. In most contracts, at the time of the land sale, the estimate of profit participation, if any, is constrained, as there are significant factors outside of the Company's control that will impact whether participation thresholds will be met. In addition, some residential homesite sale agreements contain a provision requiring the homebuilder to pay a marketing fee per residence sold, as a percentage of the home sale price. Such fees are estimated as a variable form of consideration and the amount the Company expects to be entitled to receive from the homebuilder is recognized as revenue at the time of land sale. Since payment for variable consideration is received in future periods, but the Company has completed its performance obligation, a contract asset is recorded for contingent variable consideration, if any, included in the transaction price. At the end of each reporting period, variable consideration is reassessed to ensure changes in circumstances or constraints are appropriately reflected in the estimated transaction price. Changes in estimates of variable components of transaction prices could result in cumulative catch-up adjustments to revenue in subsequent periods. In some cases, the Company may be obligated to perform post-closing development obligations on the sold land and as a result may defer a portion of the transaction price.

Management Services—related party—Revenues from management services are recognized as the customer consumes the benefits of the performance obligation satisfied over time. The transaction price pertaining to management services revenue may be comprised of fixed and variable components. The Company's management agreements may contain incentive compensation fee provisions contingent on the financial performance of a customer. In making estimates of incentive compensation the Company expects to be entitled to receive in exchange for providing management services, significant assumptions and judgments are made in evaluating the factors that may determine the amount of consideration the Company will ultimately receive. Cash flow projections of the project being developed are typically utilized in making such estimates. These cash flows are significantly affected by estimates and assumptions related to market supply and demand, the local economy, projected pace of sales of homesites, pricing and price appreciation over the estimated selling period, the length of the estimated development and selling periods, remaining development, general and administrative costs, the expected contract period, and other factors. The Company includes in the transaction price an estimate of incentive compensation only to the extent that a significant reversal of revenue is not probable. Incentive compensation revenue from management services is recognized evenly over the expected contract term, as the performance obligation is satisfied. When changes in estimates and assumptions occur, the estimate of the amount of incentive compensation the Company expects to be entitled to receive and constraints on the estimate may change, resulting in a cumulative catch-up being recorded in the period of the change. A contract asset is recognized when there is a timing difference between recognition of revenue upon satisfaction of performance obligations and revenues becoming billable. In some of its development management agreements, the Company previously received compensation equal to the actual general and administrative costs incurred by the Company as it performed services. In these circumstances, the Company acts as the principal and recognizes management fee revenues on these reimbursements in the same period that these costs are incurred because the amount to which the Company has the right to invoice corresponds directly with the value consumed by the customer for the Company's performance to date.

Operating properties—Included in operating properties revenues in the consolidated statements of operations are revenues from the Company's agriculture, energy and other miscellaneous operations. Agriculture crop and energy revenues are recognized at a point in time when control is transferred to the customer. Agriculture and other leasing revenue is recognized in accordance with applicable lease accounting guidance.

Impairment of assets—Long-lived assets, including inventory and the Company's intangible asset, are reviewed for impairment when events or changes in circumstances indicate that the carrying value of an asset group may not be recoverable. Impairment indicators for long-lived inventory assets include, but are not limited to, significant increases in horizontal development costs, significant decreases in the pace and pricing of home sales within the Company's communities and surrounding areas and political and societal events that may negatively affect the local economy. For operating properties, impairment indicators may include

significant increases in operating costs, decreased utilization, and continued net operating losses. If indicators of impairment exist, and the undiscounted cash flows expected to be generated by a long-lived asset are less than its carrying amount, an impairment charge is recorded to write down the carrying amount of such long-lived asset to its estimated fair value. The Company generally estimates the fair value of its long-lived assets using a discounted cash flow model or sales comparison approach of the underlying property or a combination thereof.

The Company's projected cash flows for each long-lived inventory asset are significantly affected by estimates and assumptions related to market supply and demand, the local economy, projected pace of sales of homesites, pricing and price appreciation over the estimated selling period, the length of the estimated development and selling periods, remaining development costs, and other factors. For operating properties, the Company's projected cash flows also include estimates and assumptions about the use and eventual disposition of such properties, including utilization, capital expenditures, operating expenses, and the amount of proceeds to be realized upon eventual disposition of such properties.

In determining these estimates and assumptions, the Company utilizes historical trends from past development projects of the Company in addition to internal and external market studies and trends, which generally include, but are not limited to, statistics on population demographics, unemployment rates and interest rates.

Using all available information, the Company calculates its estimate of projected cash flows for each asset. While many of the estimates are calculated based on historical and projected trends, all estimates are subjective and change as market and economic conditions change. The determination of fair value also requires discounting the estimated cash flows at a rate the Company believes a market participant would determine to be commensurate with the inherent risks associated with the asset and related estimated cash flow streams. The discount rate used in determining each asset's fair value generally depends on the asset's projected life and development stage.

Share-based payments—Share-based payments are recognized on a straight-line basis over the service period in the statement of operations based on measurement date fair values. Forfeitures, if any, are accounted for in the period when they occur.

Cash and cash equivalents—Included in cash and cash equivalents are short-term investments that have original maturity dates of three months or less. The carrying amount approximates fair value due to the short-term nature of these investments.

Restricted cash and certificates of deposit—Restricted cash and certificates of deposit consist of cash, cash equivalents, and certificates of deposit held as collateral on open letters of credit related to development obligations or because of other legal obligations of the Company that require the restriction.

Properties and equipment—Properties and equipment primarily relate to the Company's agriculture operating properties' businesses and are recorded at cost. Properties and equipment, other than agriculture land, are depreciated over their estimated useful lives using the straight-line method. At the time properties and equipment are disposed of, the asset and related accumulated depreciation, if any, are removed from the accounts, and any resulting gain or loss is credited or charged to earnings. The estimated useful life for land improvements and buildings is 10 to 40 years while the estimated useful life for furniture, fixtures, and equipment is two to 15 years.

Investments in unconsolidated entities—For investments in entities that the Company does not control, but exercises significant influence, the Company uses the equity method of accounting. The Company's judgment with regard to its level of influence or control of an entity involves consideration of various factors including the form of its ownership interest, its representation in the entity's governance, its ability to participate in policy-making decisions, and the rights of other investors to participate in the decision-making process to replace the Company as manager or to liquidate the entity. Investments accounted for under the equity method of accounting are recorded at cost and adjusted for the Company's share in the earnings (losses) of the venture, impairments and cash contributions and distributions. Any difference between the carrying amount of the equity method investment on the Company's balance sheet and the underlying equity in net assets on the investee's balance sheet results in a basis difference which is adjusted as the related underlying assets are depreciated, amortized, or sold and the liabilities are settled. The Company's interests in Heritage Fields LLC (the "Great Park Venture"), Five Point Office Venture Holdings I, LLC (the "Gateway Commercial Venture") and FP-HS Lot Option Joint Venture - Valencia, LLC (the "Valencia Landbank Venture") were accounted for using the equity method for all years presented in the accompanying consolidated financial statements.

The Company eliminates a portion of intra-entity profits resulting from land sales between the Company and its unconsolidated entities until the assets are sold to a third-party. Cumulative distributions from unconsolidated entities are treated as returns on investment to the extent of the Company's share of cumulative earnings from the investment and included in the Company's consolidated statements of cash flows as cash flow from operating activities. Cumulative distributions in excess of the Company's share of cumulative earnings are treated as returns of investment and included in the Company's consolidated statements of cash flows as cash flows from investing activities.

The Company evaluates its investments in unconsolidated entities for other-than-temporary impairment by reviewing each investment for any indicators of impairment, including the fair value of such investments compared to their carrying amounts. The Company typically estimates the fair value of its investments by discounting the cash flows from distributions the Company expects to receive from the venture. Significant input assumptions used in estimating the distributions the Company expects to receive from the

venture include revenue appreciation rates and cost appreciation rates. The determination of fair value also requires discounting the estimated cash flows at a rate that the Company believes a market participant would determine to be commensurate with the inherent risks associated with the investment and related estimated cash flow streams. The discount rate used in determining each investment's fair value generally depends on the investment's projected life and development stage. If the carrying value of the investment is greater than the estimated fair value, management makes an assessment of whether the impairment is "temporary" or "other-than-temporary." In making this assessment, management considers the following: (1) the length of time and the extent to which fair value has been less than cost, (2) the financial condition and near-term prospects of the entity, and (3) the Company's intent and ability to retain its interest long enough for a recovery in market value. If management concludes that the impairment is "other-than-temporary," the Company reduces the investment to its estimated fair value. During the year ended December 31, 2020, the Company recognized an other-than-temporary impairment charge of \$26.9 million related to the Company's investment in Great Park Venture (see Note 4). No other-than-temporary impairments were identified during the years ended December 31, 2022 or 2021.

Inventories—Inventories primarily include land held for development and sale. Inventories are stated at cost, less reimbursements, unless the inventory within a community is determined to be impaired, in which case the impaired inventory would be written down to fair market value. Capitalized direct and indirect inventory costs include land, land in which the Company has the rights to receive in accordance with a disposition and development agreement, horizontal development costs, real estate taxes, and interest related to financing development and construction. During the years ended December 31, 2022, 2021 and 2020, the Company incurred interest expense, including amortization of debt issuance costs, all of which was capitalized into inventories, of \$54.2 million, \$54.5 million and \$55.2 million, respectively. Horizontal development costs can be further broken down to costs incurred to entitle and permit the land for its intended use; costs incurred for infrastructure projects, such as public schools, utilities, roads, and bridges; and site costs, such as grading and amenities, to bring the land to a saleable state. Certain public infrastructure project costs incurred by the Company are eligible for reimbursement, typically, from the proceeds of Community Facilities District ("CFD") bond debt, state and federal grants or property tax assessments. Costs that cannot be clearly associated with the acquisition, development, and construction of a real estate project and selling expenses are expensed as incurred. Selling and advertising costs were \$6.0 million, \$9.3 million and \$3.3 million during the years ended December 31, 2022, 2021 and 2020, respectively.

Capitalized inventory costs that are allocated to individual parcels within a project are allocated to the parcels benefited using relative sales value. Under the relative sales value method, each parcel sold in the project under development is allocated costs incurred and estimates of future inventory costs in proportion to the sales price of the sold parcel relative to the estimated overall sales prices of the project. Since this method requires the Company to estimate future development costs and the expected sales price for future land sales, the profit margin on subsequent parcels sold will be affected by both changes in the estimated total revenues, as well as any changes in the estimated total cost of the project.

Intangible Asset—The Company records intangible asset amortization expense over the expected contract period based on the pattern in which the Company expects to recognize the economic benefits from the intangible asset.

Receivables—The Company evaluates the carrying value of receivables, which includes receivables from related parties, at each reporting date to determine the need for an allowance of expected credit loss. At December 31, 2022 and 2021, there was no material allowance for credit loss.

Leases—Under ASC Topic 842, *Leases*, the Company determines at contract inception if an arrangement contains a lease. If the contract contains a lease, the Company determines the classification of such lease. The Company has elected the practical expedient to not separate lease and nonlease components for both lessee and lessor arrangements. For operating leases with an expected term greater than one year in which the Company is the lessee, operating right of use ("ROU") assets and operating lease liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term.

When the rate implicit in the lease is not readily determinable, the Company uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments. The incremental borrowing rate is derived from assessment of the credit quality of the Company and adjusted to reflect secured borrowing, estimated yield curves and long-term spread adjustments over appropriate tenors. The Company only includes renewal options in the lease term when it is reasonably certain that it will exercise such options.

The Company excludes the recognition of short-term leases on the balance sheet and lease payments for short term leases are recognized as an expense in the consolidated statements of operations on a straight-line basis over the lease term.

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

Level 1—Quoted prices for identical instruments in active markets

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

Level 3—Significant inputs to the valuation model are unobservable

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

Income taxes—The Company accounts 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 existing at each balance sheet date using enacted tax rates for the years in which taxes are expected to be paid or recovered.

The Holding Company has elected to be treated as a corporation for U.S. federal, state, and local tax purposes and determines the provision or benefit for income taxes on an interim basis using an estimate of its annual effective tax rate and the impact of specific events as they occur.

The Company's estimate of the Holding Company's annual effective tax rate is subject to change based on changes in federal and state tax laws and regulations, the Holding Company's ownership interest in the Operating Company and the Operating Company's ownership in the San Francisco Venture, and the Company's assessment of its deferred tax asset valuation allowance. Cumulative adjustments are made in interim periods in which the Company identifies a change in its estimate of the amount of future tax benefit when it is more likely than not that some portion of the deferred tax assets will not be realized. Among other things, the nature, frequency and severity of prior cumulative losses, forecasts of future taxable income, the duration of statutory carryforward periods, the Company's utilization experience with operating loss and tax credit carryforwards and tax planning alternatives are considered and evaluated when assessing the need for a valuation allowance. Any increase or decrease in a valuation allowance could have a material adverse effect or beneficial effect on the Holding Company's income tax provision and net income or loss in the period the determination is made. The Holding Company recognizes interest or penalties related to income tax matters in income tax expense.

Restructuring—Restructuring costs consist of one-time employee-related termination benefits and other postemployment compensation arrangements.

On February 9, 2022, Daniel Hedigan was appointed as the Company's Chief Executive Officer. Preceding Mr. Hedigan's appointment, Emile Haddad stepped down from his roles as Chairman, Chief Executive Officer and President effective as of September 30, 2021 and transitioned into a senior advisory role pursuant to a three-year advisory agreement. Mr. Haddad remains a member of the Company's Board of Directors serving as Chairman Emeritus. Concurrent with Mr. Hedigan's appointment, Lynn Jochim transitioned from her position as President and Chief Operating Officer into an advisory role pursuant to a three-year advisory agreement (see Note 9). Upon the appointment of Mr. Hedigan as the Company's Chief Executive Officer, the Company accrued a related party liability of \$15.6 million attributed to advisory agreement payments due to Mr. Haddad and Ms. Jochim. In addition, the Company determined the service condition associated with Mr. Haddad and Ms. Jochim's unvested restricted share awards had been modified (see Note 16). As a result of this modification, the Company recognized approximately \$3.0 million in share-based compensation expense as a restructuring cost during the year ended December 31, 2022.

In addition to the Company's executive management restructuring activities, the Company incurred and paid \$0.9 million in restructuring costs resulting from severance benefits incurred in March 2022.

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

	Year Ended December 31,		
	2022	2021	2020
Net periodic pension benefit	\$ 245	\$ 290	\$ 356
Other	—	1,382	—
Other—related party	—	2,048	—
Total miscellaneous other income	<u>\$ 245</u>	<u>\$ 3,720</u>	<u>\$ 356</u>

Recently adopted accounting pronouncements—Although there have been several new accounting pronouncements recently issued by the Financial Accounting Standards Board that the Company has adopted or will adopt, the Company does not believe any of these accounting pronouncements had or will have a material impact on the Company's consolidated financial statements or disclosures.

3. REVENUES

The following tables present the Company's consolidated revenues disaggregated by revenue source and reporting segment (see Note 15) (in thousands):

	Year Ended December 31, 2022				
	Valencia	San Francisco	Great Park ⁽¹⁾	Commercial ⁽¹⁾	Total
Land sales and land sales—related party	\$ 8,425	\$ —	\$ —	\$ —	\$ 8,425
Management services—related party	—	—	31,015	418	31,433
Operating properties	1,177	—	—	—	1,177
	9,602	—	31,015	418	41,035
Operating properties leasing revenues	969	690	—	—	1,659
	<u>\$ 10,571</u>	<u>\$ 690</u>	<u>\$ 31,015</u>	<u>\$ 418</u>	<u>\$ 42,694</u>
	Year Ended December 31, 2021				
	Valencia	San Francisco	Great Park ⁽¹⁾	Commercial ⁽¹⁾	Total
Land sales and land sales—related party	\$ 182,786	\$ —	\$ —	\$ —	\$ 182,786
Management services—related party	—	—	38,675	406	39,081
Operating properties	785	—	—	—	785
	183,571	—	38,675	406	222,652
Operating properties leasing revenues	1,194	548	—	—	1,742
	<u>\$ 184,765</u>	<u>\$ 548</u>	<u>\$ 38,675</u>	<u>\$ 406</u>	<u>\$ 224,394</u>
	Year Ended December 31, 2020				
	Valencia	San Francisco	Great Park ⁽¹⁾	Commercial ⁽¹⁾	Total
Land sales and land sales—related party	\$ 122,617	\$ —	\$ —	\$ —	\$ 122,617
Management services—related party	—	835	26,900	397	28,132
Operating properties	994	595	—	—	1,589
	123,611	1,430	26,900	397	152,338
Operating properties leasing revenues	1,281	—	—	—	1,281
	<u>\$ 124,892</u>	<u>\$ 1,430</u>	<u>\$ 26,900</u>	<u>\$ 397</u>	<u>\$ 153,619</u>

(1) The tables above do not include revenues of the Great Park Venture and the Gateway Commercial Venture, which are included in the Company's reporting segment totals (see Notes 4 and 15).

The Company, through Five Point Communities, LP ("FP LP"), and Five Point Communities Management, Inc., ("FP Inc." and together with FP LP, the "Management Company"), has a development management agreement, as amended and restated ("A&R DMA"), with the Great Park Venture. The A&R DMA had an original term commencing on December 29, 2010 and ending on December 31, 2021 (the "Initial Term"). In addition to an annual fixed base fee and variable cost reimbursements, the Initial Term of the A&R DMA included incentive compensation that becomes payable in connection with and as a percentage of distributions made to the members of the Great Park Venture, including distributions made in periods after the Initial Term. Consideration in the form of contingent incentive compensation from the A&R DMA was recognized as revenue and a contract asset as services were provided over the contract term. By mutual agreement, the Initial Term had been extended through December 31, 2022 (the "2022 Extension"). The 2022 Extension resulted in the elimination of variable cost reimbursements and an increase in the annual fixed base fee to \$12.0 million for 2022. The 2022 Extension did not change the incentive compensation provisions of the A&R DMA applicable to the Initial Term. In December 2022, the Company and the Great Park Venture entered into a second amendment to the A&R DMA. Under the amendment, the term of the A&R DMA has been renewed through December 31, 2024 (the "First Renewal Term"). The compensation payable to the Company during the First Renewal Term remains unchanged from the 2022 Extension and includes the annual fixed base fee and incentive compensation payments. In 2024, the base fee will equal the amount of the fee included in the annual business plan approved by the Great Park Venture's executive committee, which is currently anticipated to be approximately the same as the current base fee. Due to the contingencies associated with estimating the amount of incentive compensation that ultimately will become payable for services provided through the Initial Term, the Company has constrained, under the guidance of ASC Topic 606, its estimate of incentive compensation revenues such that the Company believes that a significant reversal of revenues is not probable of occurring. As the contingencies are resolved in future periods, the Company may record adjustments to revenue to reflect changes in the Company's estimate of incentive compensation expected to be received. Significant judgment is involved in management's estimate of the amount of variable consideration included in the transaction price. In making this estimate, management utilizes projected cash flows of the operations of the Great Park Venture. These cash flows are significantly affected by

estimates and assumptions related to market supply and demand, the local economy, projected pace of sales of homesites, pricing and price appreciation over the estimated selling period, the length of the estimated development and selling periods, remaining development, general, and administrative costs, the expected contract period, and other factors.

Contract balances are recorded on the consolidated balance sheet in either related party assets or other assets for receivables from customers and contract assets (unbilled receivables) depending on whether the customer is a related party. Similarly, contract liabilities (deferred revenue) are included in accounts payable and other liabilities or related party liabilities.

The opening and closing balances of the Company's contract assets for the year ended December 31, 2022 were \$87.6 million (\$79.1 million related party, see Note 9) and \$86.5 million (\$79.9 million related party, see Note 9), respectively. The net decrease of \$1.1 million between the opening and closing balances of the Company's contract assets primarily resulted from additional incentive compensation revenue recognized during the period that resulted from changes in the estimated constrained transaction price of the A&R DMA offset by the receipt of \$15.9 million in incentive compensation payments from the Great Park Venture and the receipt of marketing fees from prior period land sales.

The opening and closing balances of the Company's contract assets for the year ended December 31, 2021 were \$85.1 million (\$78.1 million related party, see Note 9) and \$87.6 million (\$79.1 million related party, see Note 9), respectively. The net increase of \$2.5 million between the opening and closing balances of the Company's contract assets primarily resulted from a timing difference between when payments are received and the Company's recognition of revenue earned for the performance of management services in the period, offset in large part by a reduction of \$21.3 million from the receipt of incentive compensation payments from the Great Park Venture.

The opening and closing balances of the Company's other receivables from contracts with customers and contract liabilities for the years ended December 31, 2022 and 2021 were insignificant.

The Company applies the disclosure exemptions associated with remaining performance obligations for contracts with an original expected term of one year or less, contracts for which revenue is recognized in proportion to the amount of services performed and variable consideration that is allocated to wholly unsatisfied performance obligations for services that form part of a series of services.

4. INVESTMENT IN UNCONSOLIDATED ENTITIES

Great Park Venture

The Great Park Venture has two classes of interests—"Percentage Interests" and "Legacy Interests." The Operating Company owned 37.5% of the Great Park Venture's Percentage Interests as of December 31, 2022. Legacy Interest holders were entitled to receive priority distributions in an aggregate amount equal to \$476.0 million and up to an additional \$89.0 million from participation in subsequent distributions of cash depending on the performance of the Great Park Venture. The holders of the Percentage Interests will receive all other distributions.

During the year ended December 31, 2022, the Great Park Venture made aggregate distributions of \$16.5 million to holders of Legacy Interests and \$140.5 million to holders of Percentage Interests. The Company received \$52.7 million for its 37.5% Percentage Interest. During the year ended December 31, 2021, the Great Park Venture made aggregate distributions of \$51.0 million to holders of Legacy Interests and \$204.3 million to holders of Percentage Interests. The Company received \$76.6 million for its 37.5% Percentage Interest. As of December 31, 2021, the Great Park Venture had fully satisfied the \$476.0 million priority distribution rights, and the remaining maximum participating Legacy Interest distribution rights at December 31, 2022 were \$66.3 million.

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

The carrying value of the Company's investment in the Great Park Venture, acquired through a series of acquisitions in May 2016 (the "Formation Transactions"), is higher than the Company's underlying share of equity in the carrying value of net assets of the Great Park Venture resulting in a basis difference. The Company's earnings or losses from the equity method investment are adjusted by amortization and accretion of the basis differences as the assets (mainly inventory) and liabilities that gave rise to the basis difference are sold, settled or amortized.

During the year ended December 31, 2022, the Great Park Venture recognized \$12.5 million in land sale revenues to related parties of the Company and \$270.9 million in land sale revenues to third parties. During the year ended December 31, 2021, the Great Park Venture recognized \$62.8 million in land sale revenues to related parties of the Company and \$346.8 million in land sale revenues to third parties, of which \$236.6 million relates to homesites sold to an unaffiliated land banking entity whereby a related

party of the Company retained the option to acquire these homesites in the future from the land bank entity. Land sales to related parties in 2021 included \$57.4 million sold to an entity in which the Great Park Venture holds a 10% interest (the “Great Park Landbank Venture”). The Great Park Landbank Venture is a land banking entity that was formed in June 2021. The Great Park Venture accounts for the investment under the equity method of accounting. During the year ended December 31, 2020, the Great Park Venture recognized \$2.7 million in land sale revenues to related parties of the Company and \$22.1 million in land sale revenues to third parties.

The following table summarizes the statements of operations of the Great Park Venture for the years ended December 31, 2022, 2021 and 2020 (in thousands):

	2022	2021	2020
Land sale and related party land sale revenues	\$ 283,402	\$ 409,555	\$ 24,827
Home sale revenues	40,475	26,172	—
Cost of land sales	(155,692)	(301,247)	(15,304)
Cost of home sales	(29,692)	(20,022)	—
Other costs and expenses	(69,539)	(57,540)	(38,929)
Net income (loss) of Great Park Venture	<u>\$ 68,954</u>	<u>\$ 56,918</u>	<u>\$ (29,406)</u>
The Company’s share of net income (loss)	\$ 25,858	\$ 21,344	\$ (11,027)
Basis difference amortization	(5,414)	(14,912)	(2,073)
Other-than-temporary investment impairment	—	—	(26,851)
Equity in earnings (loss) from Great Park Venture	<u>\$ 20,444</u>	<u>\$ 6,432</u>	<u>\$ (39,951)</u>

The following table summarizes the balance sheet data of the Great Park Venture and the Company’s investment balance as of December 31, 2022 and 2021 (in thousands):

	2022	2021
Inventories	\$ 605,893	\$ 687,235
Cash and cash equivalents	149,326	140,004
Receivable and other assets	43,955	32,550
Total assets	<u>\$ 799,174</u>	<u>\$ 859,789</u>
Accounts payable and other liabilities	\$ 156,085	\$ 128,677
Redeemable Legacy Interests	66,254	82,719
Capital (Percentage Interest)	576,835	648,393
Total liabilities and capital	<u>\$ 799,174</u>	<u>\$ 859,789</u>
The Company’s share of capital in Great Park Venture	\$ 216,313	\$ 243,147
Unamortized basis difference	72,713	78,127
The Company’s investment in the Great Park Venture	<u>\$ 289,026</u>	<u>\$ 321,274</u>

At each reporting period, and when events and circumstances dictate, the Company evaluates its equity method investment in the Great Park Venture for impairment. This evaluation focuses on the recoverability of the carrying value based upon the discounted value of distributions the Company expects to receive from the Great Park Venture. This evaluation is performed at the investment level and is separate and apart from impairment evaluations on long-lived assets, such as the Company’s consolidated inventory balances, that focus on recoverability with undiscounted cash flows. The Company evaluates the investment as a whole and does not evaluate the underlying assets of the Great Park Venture for impairment. If the Great Park Venture records an impairment charge against its assets, the Company will recognize its share of the loss, adjusted for basis differences. During the years ended December 31, 2022, 2021 and 2020, the Great Park Venture did not recognize any impairment losses on its long-lived assets.

In March 2020, the Company determined that an other-than-temporary impairment existed for the Company’s investment in the Great Park Venture and recognized a \$26.9 million impairment charge that is included in equity in earnings from unconsolidated entities on the consolidated statement of operations during the year ended December 31, 2020.

Below are the most significant unobservable inputs used in the Company's discounted cash flow model to determine the estimated fair value (level 3) of the Company's investment in the Great Park Venture at the time the other-than-temporary impairment was recognized:

Unobservable inputs	Range
Annual home price appreciation	0% - 7%
Annual horizontal development cost appreciation	0% - 3%
Average annual absorption of homesites (market rate homesites)	900
2020 home price range	\$640,000 - \$1,300,000
Unlevered discount rate	9%

Gateway Commercial Venture

The Company owned a 75% interest in the Gateway Commercial Venture as of December 31, 2022. The Gateway Commercial Venture is governed by an executive committee in which the Company is entitled to appoint two individuals. One of the other members of the Gateway Commercial Venture is also entitled to appoint two individuals to the executive committee. The unanimous approval of the executive committee is required for certain matters, which limits the Company's ability to control the Gateway Commercial Venture, however, the Company is able to exercise significant influence and therefore accounts for its investment in the Gateway Commercial Venture using the equity method. The Company is the manager of the Gateway Commercial Venture, with responsibility to manage and administer its day-to-day affairs and implement a business plan approved by the executive committee.

The Gateway Commercial Venture owns one commercial office building and approximately 50 acres of commercial land with additional development rights at a 73 acre office, medical, research and development campus located within the Great Park Neighborhoods (the "Five Point Gateway Campus"). The Five Point Gateway Campus consists of four buildings totaling approximately one million square feet. Prior to May 2020, the Gateway Commercial Venture owned and operated all four buildings.

In August 2020, the Gateway Commercial Venture closed on the sale of two buildings at the Five Point Gateway Campus, comprising a total of approximately 660,000 square feet of research and development space for a purchase price of \$355.0 million. The sale of the buildings, which had a total carrying value of approximately \$278.0 million, resulted in a gain of approximately \$74.8 million, net of transaction costs. Concurrently, the Gateway Commercial Venture, using net proceeds generated from the sale, made a debt payment of \$245.0 million to its lender and a distribution of \$107.0 million to its members, of which approximately \$80.3 million was distributed to the Company.

In May 2020, the Gateway Commercial Venture closed on the sale of approximately 11 acres of land and an approximately 189,000 square foot building for a purchase price of \$108.0 million. The sale of this land and building, which had a carrying value of approximately \$67.5 million, resulted in a gain of approximately \$37.4 million, net of transaction costs. Concurrently, the Gateway Commercial Venture, using net proceeds generated from the sale, made a debt payment of \$30.0 million to its lender and a distribution of \$75.0 million to its members, of which approximately \$56.3 million was distributed to the Company.

The Company and a subsidiary of Lennar Corporation separately lease portions of the fourth building, which remains under the ownership of the Gateway Commercial Venture, and during the years ended December 31, 2022, 2021 and 2020, the Gateway Commercial Venture recognized \$8.4 million, \$8.5 million and \$8.4 million, respectively, in rental revenues from those leasing arrangements.

The following table summarizes the statements of operations of the Gateway Commercial Venture for the years ended December 31, 2022, 2021 and 2020 (in thousands):

	2022	2021	2020
Rental revenues	\$ 8,395	\$ 8,475	\$ 24,241
Rental operating and other expenses	(3,063)	(2,424)	(6,387)
Depreciation and amortization	(3,960)	(3,938)	(9,412)
Gain on asset sales, net	—	—	112,260
Interest expense	(1,541)	(1,235)	(8,857)
Net (loss) income of Gateway Commercial Venture	<u>\$ (169)</u>	<u>\$ 878</u>	<u>\$ 111,845</u>
Equity in (loss) earnings from Gateway Commercial Venture	<u>\$ (127)</u>	<u>\$ 659</u>	<u>\$ 83,884</u>

The following table summarizes the balance sheet data of the Gateway Commercial Venture and the Company's investment balance as of December 31, 2022 and 2021 (in thousands):

	2022	2021
Real estate and related intangible assets, net	\$ 82,797	\$ 86,601
Cash	4,244	13,279
Other assets	4,588	4,486
Total assets	<u>\$ 91,629</u>	<u>\$ 104,366</u>
Notes payable, net	\$ 29,418	\$ 29,369
Other liabilities, net	7,951	9,067
Members' capital	54,260	65,930
Total liabilities and capital	<u>\$ 91,629</u>	<u>\$ 104,366</u>
The Company's investment in the Gateway Commercial Venture	<u>\$ 40,695</u>	<u>\$ 49,447</u>

During the year ended December 31, 2022, the Company received \$8.6 million in distributions of excess cash from the Gateway Commercial Venture. The debt of the Gateway Commercial Venture is non-recourse to the Company other than in the case of customary "bad act" exceptions or bankruptcy or insolvency events.

Valencia Landbank Venture

As of December 31, 2022, the Company owned a 10% interest in the Valencia Landbank Venture, an entity organized in December 2020 for the purpose of taking assignment from homebuilders of purchase and sale agreements for the purchase of residential lots within the Company's Valencia community. The Valencia Landbank Venture concurrently enters into option and development agreements with homebuilders pursuant to which the homebuilders retain the option to purchase the land to construct and sell homes. The Company does not have a controlling financial interest in the Valencia Landbank Venture, however, the Company has the ability to significantly influence the Valencia Landbank Venture's operating and financial policies, and most major decisions require the Company's approval in addition to the approval of the Valencia Landbank Venture's other unaffiliated member, and therefore the Company accounts for its investment in the Valencia Landbank Venture using the equity method.

During the years ended December 31, 2021 and 2020, the Valencia Landbank Venture took assignment of certain purchase and sale agreements and purchased land from the Company for \$42.0 million and \$51.6 million, respectively, (see Note 9) while concurrently entering into option and development agreements with third-party homebuilders. When the Company sells land to the Valencia Landbank Venture, it eliminates its pro-rata share of the intra-entity profits generated from the sale through earnings (loss) from unconsolidated entities until the land is sold by the Valencia Landbank Venture to third-party homebuilders. At December 31, 2022 and 2021, the Company's investment in the Valencia Landbank Venture was \$1.9 million and \$3.8 million, respectively. During the year ended December 31, 2022, the Company recognized equity in earnings of \$1.2 million from the Valencia Landbank Venture, and during the years ended December 31, 2021 and 2020, the Company recognized equity in loss of \$0.9 million and \$1.6 million, respectively.

5. NONCONTROLLING INTERESTS

The Operating Company

The Holding Company's wholly owned subsidiary is the managing general partner of the Operating Company, and at December 31, 2022, the Holding Company and its wholly owned subsidiary owned approximately 62.5% of the outstanding Class A Common Units and 100% of the outstanding Class B Common Units of the Operating Company. The Holding Company consolidates the financial results of the Operating Company and its subsidiaries and records a noncontrolling interest for the remaining 37.5% of

the outstanding Class A Common Units of the Operating Company that are owned separately by affiliates of Lennar Corporation (“Lennar”), affiliates of Castlake, LP (“Castlake”) and an entity controlled by Emile Haddad, the Company’s Chairman Emeritus of the Board of Directors and former Chief Executive Officer (the “Management Partner”).

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

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

During the years ended December 31, 2022, 2021 and 2020, the Holding Company’s ownership interest in the Operating Company changed as a result of net equity transactions related to the Company’s share-based compensation plan and exchanges of Class A Common Units of the Operating Company for Class A common shares.

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

Tax distributions to the partners of the Operating Company for the years ended December 31, 2022, 2021 and 2020, were as follows (in thousands):

	Year Ended December 31,		
	2022	2021	2020
Management Partner	\$ 435	\$ 2,932	\$ 4,568
Other partners (excluding the Holding Company)	—	1,497	—
Total tax distributions	\$ 435	\$ 4,429	\$ 4,568

In January 2023, the Operating Company made a tax distribution of \$2.0 million to the Management Partner. Generally, tax distributions are treated as advance distributions under the LPA and are taken into account when determining the amounts otherwise distributable under the LPA.

The San Francisco Venture

The San Francisco Venture, the entity developing the Candlestick and The San Francisco Shipyard communities, has three classes of units—Class A units, Class B units and Class C units. The Operating Company acquired a controlling interest in the San Francisco Venture in the May 2016 Formation Transactions by acquiring all of the outstanding Class B units of the San Francisco Venture. All of the outstanding Class A units are owned by Lennar and Castlake. The Class A units of the San Francisco Venture are intended to be substantially economically equivalent to the Class A Common Units of the Operating Company. The Class A units of the San Francisco Venture represent noncontrolling interests to the Operating Company.

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

Redeemable Noncontrolling Interest

In 2019, the San Francisco Venture issued 25.0 million Class C units to an affiliate of Lennar in exchange for a contribution of \$25.0 million to the San Francisco Venture. Provided that Lennar completes the construction of a certain number of new homes in Candlestick as contemplated under purchase and sale agreements with the Company, the San Francisco Venture is required to redeem the Class C units if and when the Company receives reimbursements from the Mello-Roos communities facilities district formed for the development, in an aggregate amount equal to 50% of any reimbursements received up to a maximum amount of \$25.0 million. The San Francisco Venture also maintains the ability to redeem the then outstanding balance of Class C units for cash at any time. Upon a liquidation of the San Francisco Venture, the holders of Class C Units are entitled to a liquidation preference. The maximum amount payable by the San Francisco Venture pursuant to redemptions or liquidation of the Class C units is \$25.0 million. The holders of Class C units are not entitled to receive any other forms of distributions and are not entitled to any voting rights. In connection with the issuance of the Class C units, the San Francisco Venture agreed to spend \$25.0 million on the development of infrastructure and/or parking facilities at the Company's Candlestick development. At December 31, 2022 and 2021, \$25.0 million of Class C units were outstanding and included in redeemable noncontrolling interest on the consolidated balance sheets.

6. CONSOLIDATED VARIABLE INTEREST ENTITY

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

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

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

As of December 31, 2021, the San Francisco Venture had total combined assets of \$1.28 billion, primarily comprised of \$1.27 billion of inventories and \$1.1 million in related party assets, and total combined liabilities of \$76.9 million, including \$69.5 million in related party liabilities.

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

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

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

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

As of December 31, 2021, FP LP and FPL had combined assets of \$1.0 billion, primarily comprised of \$826.4 million of inventories, \$51.4 million of intangibles and \$82.0 million in related party assets, and total combined liabilities of \$94.0 million, including \$85.6 million in accounts payable and other liabilities and \$8.4 million in related party liabilities.

The Company evaluates its primary beneficiary designation on an ongoing basis and assesses the appropriateness of the VIE's status when events have occurred that would trigger such an analysis. During the years ended December 31, 2022, 2021 and 2020, respectively, there were no VIEs that were deconsolidated.

7. PROPERTIES AND EQUIPMENT, NET

Properties and equipment as of December 31, 2022 and 2021 consisted of the following (in thousands):

	2022	2021
Agriculture operating properties and equipment	\$ 30,200	\$ 30,125
Furniture, fixtures, and other	10,586	10,933
Total properties and equipment	40,786	41,058
Accumulated depreciation	(10,543)	(9,592)
Properties and equipment, net	<u>\$ 30,243</u>	<u>\$ 31,466</u>

Depreciation expense was \$1.2 million, \$1.2 million and \$1.3 million for the years ended December 31, 2022, 2021 and 2020, respectively.

8. INTANGIBLE ASSET, NET—RELATED PARTY

The intangible asset relates to the contract value of the incentive compensation provisions of the A&R DMA with the Great Park Venture acquired in the Formation Transactions (see Note 9). The intangible asset will be amortized over the expected contract period based on the pattern in which the economic benefits are expected to be received.

The carrying amount and accumulated amortization of the intangible asset as of December 31, 2022 and 2021 were as follows (in thousands):

	2022	2021
Gross carrying amount	\$ 129,705	\$ 129,705
Accumulated amortization	(89,448)	(78,300)
Net book value	<u>\$ 40,257</u>	<u>\$ 51,405</u>

Intangible asset amortization expense, as a result of revenue recognition attributable to incentive compensation, was \$11.1 million, \$20.3 million and \$8.6 million for the years ended December 31, 2022, 2021 and 2020, respectively. Amortization expense is included in the cost of management services in the accompanying consolidated statements of operations and is included in the Great Park segment.

9. RELATED PARTY TRANSACTIONS

Related party assets and liabilities included in the Company's consolidated balance sheets as of December 31, 2022 and 2021 consisted of the following (in thousands):

	2022	2021
Related Party Assets:		
Contract assets (see Note 3)	\$ 79,863	\$ 79,082
Operating lease right-of-use asset (see Note 12)	16,425	18,715
Other	838	4,021
	<u>\$ 97,126</u>	<u>\$ 101,818</u>
Related Party Liabilities:		
Reimbursement obligation	\$ 62,990	\$ 69,536
Payable to holders of Management Company's Class B interests	6,700	8,365
Operating lease liability (see Note 12)	12,535	13,931
Accrued advisory fees	10,525	—
Other	336	4,086
	<u>\$ 93,086</u>	<u>\$ 95,918</u>

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

In 2010, the Great Park Venture, the Company's equity method investee, engaged the Management Company under a development management agreement to provide management services to the Great Park Venture. The initial term of the development management agreement with the Great Park Venture expired on December 31, 2021 but had been extended by mutual agreement of the parties through December 31, 2022. The compensation structure in place consisted of a base fee and incentive compensation. Incentive compensation is characterized as "Legacy Incentive Compensation" and "Non-Legacy Incentive Compensation." Legacy Incentive Compensation consists of a maximum of \$9.0 million of incentive compensation payments attributed to contingent payments made under a cash flow participation agreement to which the Great Park Venture is a party. Holders of the Management Company's Class B interests are entitled to receive distributions from the Management Company that are attributable to any Legacy Incentive Compensation received by the Management Company. Non-Legacy Incentive Compensation is 9% of distributions available to be made by the Great Park Venture to holders of Percentage Interests of the Great Park Venture during the Initial Term (see Note 4). In December 2022, the Company and the Great Park Venture entered into the First Renewal Term. The compensation payable to the Company during the First Renewal Term continues to include a base fee and incentive compensation payments. If the A&R DMA is not extended by mutual agreement of the parties beyond December 31, 2024 and the Company is no longer providing management services subsequent to December 31, 2024, the Company will continue to be entitled to 6.75% of Distributions paid thereafter.

During the year ended December 31, 2022, the Great Park Venture made a Legacy Incentive Compensation payment to the Company of \$1.7 million and a Non-Legacy Incentive Compensation payment of \$14.2 million. Upon receiving the Legacy Incentive Compensation payment, the Company distributed the \$1.7 million in proceeds to the holders of the Management Company's Class B interests. During the year ended December 31, 2021, the Great Park Venture made a Legacy Incentive Compensation payment to the Company of \$0.6 million and a Non-Legacy Incentive Compensation payment of \$20.7 million. Upon receiving the Legacy Incentive Compensation payment, the Company distributed the \$0.6 million in proceeds to the holders of the Management Company's Class B interests.

For the years ended December 31, 2022, 2021 and 2020, the Company recognized revenue from management services of \$31.0 million, \$38.7 million and \$26.9 million, respectively, related to all management fees under the A&R DMA, and such revenues are included in management services—related party in the accompanying consolidated statements of operations and are included in the Great Park segment. At December 31, 2022 and 2021, included in contract assets in the table above is \$77.4 million and \$74.3 million, respectively, attributed to Legacy and Non-Legacy Incentive Compensation revenue recognized but not yet due (see Note 3). At December 31, 2021, the Company had a receivable from the Great Park Venture of \$2.9 million related to cost reimbursements under the A&R DMA. The receivable amount is included in other related party assets in the table above.

Operating Lease Right-of-Use Asset and Operating Lease Liability

The Company leases corporate office space in the building owned by the Gateway Commercial Venture at the Five Point Gateway Campus (See Note 12).

Indirect Legacy Interest in Great Park Venture

In 2018, the Company purchased an indirect interest in rights to certain Legacy Interests in the Great Park Venture through an equity method investment. During the year ended December 31, 2021, the Company received a cash distribution of \$1.0 million which was in excess of the carrying value of the interest resulting in a miscellaneous other—related party gain of \$978 thousand. After receiving the distribution, the Company’s indirect Legacy Interest had no carrying value and has no additional distribution rights in the Great Park Venture.

Reimbursement Obligation

Prior to the Company’s acquisition of the San Francisco Venture, the San Francisco Venture completed a separation transaction (the “Separation Transaction”) pursuant to an Amended and Restated Separation and Distribution Agreement (“Separation Agreement”) in which the equity interests in a subsidiary of the San Francisco Venture known as CPHP Development, LLC (“CPHP”) were distributed directly to the Class A members of the San Francisco Venture: (i) an affiliate of Lennar and (ii) an affiliate of Castlelake.

The San Francisco Venture has entered into reimbursement agreements for which it has agreed to reimburse CPHP or its subsidiaries for a portion of the EB-5 loan liabilities and related interest that were assumed by CPHP or its subsidiaries pursuant to the Separation Agreement. At December 31, 2022 and 2021, the balance of the reimbursement obligation to CPHP or its subsidiaries was \$63.0 million and \$69.5 million, respectively. Interest paid monthly totaled \$3.0 million, \$3.4 million and \$4.1 million for the years ended December 31, 2022, 2021 and 2020, respectively. All of the incurred interest for the years ended December 31, 2022, 2021 and 2020 was capitalized into inventories. The weighted average interest rate as of December 31, 2022 was 4.5%.

Throughout 2022, the Company was notified by CPHP or its affiliates that certain reimbursements totaling \$49.8 million that were previously expected to be paid in 2022 had been deferred to 2023. These deferred amounts continue to incur interest at the original interest rate. Principal payments of \$50.4 million and \$12.6 million are expected to be paid in 2023 and 2025, respectively, however, additional deferral notices may further extend the expected payment dates.

Employment Transition Agreement and Advisory Agreement with Emile Haddad

On August 23, 2021, the Company and the Company’s then Chairman, Chief Executive Officer and President, Emile Haddad, entered into an employment transition agreement pursuant to which, effective as of September 30, 2021, Mr. Haddad stepped down from his roles as Chairman, Chief Executive Officer and President. Mr. Haddad remained a member of the Company’s Board of Directors serving as Chairman Emeritus. Concurrently, the Company also entered into an advisory agreement with Mr. Haddad for an initial term of three years, which became effective on October 1, 2021. Mr. Haddad will receive an annual retainer of \$5.0 million, and his unvested equity awards will continue to vest in accordance with their terms, subject to continued service as an advisor or member of the Company’s Board of Directors. Compensation expense attributed to the advisory agreement for the year ended December 31, 2022 is included in restructuring expense on the accompanying consolidated statement of operations. All compensation expense to Mr. Haddad for the year ended December 31, 2021 is included in selling, general and administrative expenses on the accompanying consolidated statement of operations. At December 31, 2022, included in accrued advisory fees in the table above is \$8.4 million attributed to Mr. Haddad’s advisory agreement (see Note 2).

Employment Transition Agreement and Advisory Agreement with Lynn Jochim

On February 9, 2022, the Company entered into an employment transition agreement with Lynn Jochim, the Company’s former President and Chief Operating Officer. Pursuant to the agreement, Ms. Jochim agreed to continue in her then current positions, at her then current compensation levels, until February 14, 2022. Concurrently, the Company also entered into an advisory agreement with Ms. Jochim for an initial term of three years, which became effective on February 15, 2022. Pursuant to the advisory agreement, the Company agreed to pay Ms. Jochim an annual retainer of \$1.0 million. Compensation expense attributed to the advisory agreement for the year ended December 31, 2022 is included in restructuring expense on the accompanying consolidated statement of operations. At December 31, 2022, included in accrued advisory fees in the table above is \$2.1 million attributed to Ms. Jochim’s advisory agreement (see Note 2).

Valencia Purchase and Sale Agreements

In 2021, the Company sold 123 homesites on approximately 13 acres to the Valencia Landbank Venture (see Note 4). Initial gross proceeds were \$42.0 million, representing the base purchase price. The Company also recognized \$1.2 million in the transaction price as an estimate of the amount of variable consideration from marketing fees that the Company expects to be entitled to receive. In 2020, the Company sold 210 homesites on approximately 26 acres to the Valencia Landbank Venture. Initial gross proceeds were \$51.6 million, representing the base purchase price. The Company also recognized \$1.6 million in the transaction price as an estimate of the amount of variable consideration from marketing fees that the Company expects to be entitled to receive. The Valencia

Landbank Venture has entered into option and development agreements with homebuilders in which unaffiliated homebuilders will purchase lots from the Valencia Landbank Venture and construct and sell homes to the homebuying public.

In 2021, the Company entered into a purchase and sale agreement with an unaffiliated land banking entity for the sale of 328 homesites on approximately 26 acres. Initial gross proceeds were \$74.0 million, representing the base purchase price, and the Company also recognized \$2.5 million in the transaction price as an estimate of the amount of variable consideration from marketing fees that the Company expects to be entitled to receive. A related party of the Company retained the option to acquire these homesites in the future from the unaffiliated land banking entity.

Gateway Commercial Venture Property Management Agreement

The Company has entered into a property management agreement with Gateway Commercial Venture in which the Company will provide certain property management services to the Five Point Gateway Campus. In each of the years ended December 31, 2022, 2021, and 2020, the Company recognized revenue from these management services of \$0.4 million, which is included in management services—related party in the accompanying consolidated statements of operations.

San Francisco Bay Area Development Management Agreements

The Company previously entered into development management agreements with affiliates of Lennar and Castlake in which the Company provided certain development management services to various real estate development projects located in the San Francisco Bay Area. For the year ended December 31, 2020, the Company recognized revenue from these management services of \$0.8 million. Revenues related to management fees under the San Francisco Bay Area development management agreements are included in management services—related party in the accompanying consolidated statement of operations. As of December 31, 2020, all development management agreements had been terminated.

10. NOTES PAYABLE, NET

At December 31, 2022 and 2021, notes payable consisted of the following (in thousands):

	<u>2022</u>	<u>2021</u>
7.875% Senior Notes due 2025	\$ 625,000	\$ 625,000
Unamortized debt issuance costs and discount	(4,349)	(5,884)
	<u>\$ 620,651</u>	<u>\$ 619,116</u>

Senior Notes

In November 2017, the Operating Company and Five Point Capital Corp., a directly wholly owned subsidiary of the Operating Company (the “Co-Issuer” and, together with the Operating Company, the “Issuers”), offered, sold and issued \$500.0 million aggregate principal amount of 7.875% unsecured senior notes due November 15, 2025 at 100% of par (the “Original Notes”). Proceeds from the offering, after underwriting fees and offering expenses were \$490.7 million. In July 2019, the Issuers offered, sold and issued \$125.0 million aggregate principal amount of 7.875% unsecured senior notes as a further issuance of the Original Notes (the “Add-On Notes”). The terms of the Add-On Notes are identical to the Original Notes (the Add-On Notes and, together with the Original Notes, the “Senior Notes”). The Add-On Notes were issued at par plus pre-issuance interest that had accrued from May 15, 2019 to the issuance date. Proceeds from the offering of the Add-On Notes, after underwriting fees and offering expenses and excluding pre-issuance accrued interest was \$122.8 million.

Interest on the Senior Notes is payable on May 15 and November 15 of each year. Interest incurred, including amortization of debt issuance costs, on the Senior Notes during each of the years ended December 31, 2022, 2021 and 2020 totaled \$50.8 million. All interest incurred was capitalized to inventories for all three years.

The Senior Notes are guaranteed, jointly and severally, by certain direct and indirect subsidiaries of the Operating Company and are redeemable at the option of the Issuers, in whole or in part, at a declining call premium as set forth in the indenture governing the Senior Notes, plus accrued and unpaid interest.

Revolving Credit Facility

The Operating Company has a \$125.0 million unsecured revolving credit facility with a maturity date in April 2024, with one option to extend the maturity date by an additional year, subject to the satisfaction of certain conditions including the approval of the administrative agent and lenders. Any borrowings under the revolving credit facility bear interest at LIBOR plus a margin ranging from 1.75% to 2.00% based on the Company's leverage ratio. The revolving credit facility includes an accordion feature that allows the Operating Company to request to increase the maximum aggregate amount by up to \$50.0 million to \$175.0 million, subject to certain conditions, including receipt of commitments. As of December 31, 2022, no borrowings or letters of credit were outstanding on the revolving credit facility.

11. TAX RECEIVABLE AGREEMENT

The Company is a party to a TRA with all of the holders of Class A Common Units of the Operating Company, all the holders of Class A units of the San Francisco Venture, and prior holders of Class A Common Units of the Operating Company and prior holders of Class A units of the San Francisco Venture that have exchanged their holdings for Class A common shares (as parties to the TRA, the "TRA Parties"). The TRA provides for payment by the Company to the TRA Parties or their successors of 85% of the amount of cash savings, if any, in income tax the Company realizes as a result of:

- (a) Increases in the Company's tax basis attributable to exchanges of Class A Common Units of the Operating Company for Class A common shares of the Company or cash or certain other taxable acquisitions of equity interests by the Operating Company.

The Company expects that basis adjustments resulting from these transactions, if they occur, are likely to reduce the amount of income tax the Company would otherwise be required to pay in the future.

- (b) Allocations that result from the application of the principles of Section 704(c) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 704(c) of the Code, and the U.S. Treasury regulations promulgated thereunder, require that items of income, gain, loss and deduction that are attributable to the Operating Company's directly and indirectly held property, including property contributed to the Operating Company pursuant to the Formation Transactions and the property held by the Operating Company prior to the Formation Transactions, must be allocated among the members of the Operating Company to take into account the difference between the fair market value and the adjusted tax basis of such assets on May 2, 2016. As a result, the Operating Company will be required to make certain special allocations of its items of income, gain, loss and deduction that are attributable to such assets.

The Company expects these allocations, like the increases in tax basis described above, are likely to reduce the amount of income tax the Company would otherwise be required to pay in the future.

- (c) Tax benefits related to imputed interest or guaranteed payments deemed to be paid or incurred by the Company as a result of the TRA.

At December 31, 2022 and 2021, the Company's consolidated balance sheets included liabilities of \$173.1 million and \$174.1 million, respectively, for payments expected to be made under certain components of the TRA which the Company deems to be probable and estimable. Management deems a TRA payment related to the benefits expected to be received by the Company under the application of Section 704(c) of the Code to be probable and estimable when an event occurs that results in the Company measuring the Operating Company's direct or indirectly held property at fair value in the Company's consolidated balance sheet or the sale of such property at fair value. Either of these activities are indicators that the difference between the fair market value of the property and the adjusted tax basis has been or will be realized, resulting in special allocations of income, gain, loss or deduction that are likely to reduce the amount of income taxes that the Company would otherwise pay. The Company may record additional TRA liabilities related to properties not currently held at fair value when those properties are recognized or realized at fair value. Changes in the Company's estimates of the utilization of its deferred tax attributes and tax rates in effect may also result in subsequent changes to the amount of TRA liabilities recorded.

The term of the TRA will continue until all such tax benefits under the agreement have been utilized or expired, unless the Company exercises its right, subject to certain conditions of the agreement, to terminate the TRA for an amount based on an agreed value of payments remaining to be made under the agreement. No TRA payments were made during the years ended December 31, 2022, 2021 and 2020.

12. LEASES

The Company's lessee arrangements consist of agreements to lease certain office facilities and equipment and the Company's lessor arrangements consist of leases of portions of land to third parties for agriculture or other miscellaneous uses. The Company's agricultural land lease agreements are generally short-term in nature. As of December 31, 2022, all leasing arrangements are classified as operating leases and do not contain residual value guarantees or material restrictions.

The Company's office leases have remaining lease terms of approximately one year to six years and include one or more extension options to renew, some of which include options to extend the leases for up to ten years. The Company only includes renewal options in the lease term when it is reasonably certain that it will exercise such options.

The components of lease costs were as follows for the years ended December 31, 2022, 2021 and 2020 (in thousands):

	2022	2021	2020
Operating lease cost	\$ 1,957	\$ 2,371	\$ 2,146
Related party operating lease cost	3,154	3,154	3,154
Short-term lease cost	410	501	551

Supplemental balance sheet information related to leases as of December 31, 2022 and 2021 were as follows (in thousands, except lease term in years and discount rate):

	2022	2021
Operating lease right-of-use assets (\$16,425 and \$18,715 related party, respectively)	\$ 19,067	\$ 23,779
Operating lease liabilities (\$12,535 and \$13,931 related party, respectively)	\$ 15,705	\$ 20,034
Weighted average remaining lease term (operating lease)	5.1	5.5
Weighted average discount rate (operating lease)	6.2%	6.0%

Operating lease right-of-use assets are included in other assets or related party assets and operating lease liabilities are included in accounts payable and other liabilities or related party liabilities on the consolidated balance sheets.

The table below reconciles the undiscounted cash flows to operating lease liabilities recorded on the consolidated balance sheet as of December 31, 2022 (in thousands):

Years Ending December 31,	Rental Payments
2023	\$ 5,490
2024	2,495
2025	2,474
2026	2,545
2027	2,624
Thereafter	2,927
Total lease payments	\$ 18,555
Discount	\$ 2,850
Total operating lease liabilities	\$ 15,705

13. COMMITMENTS AND CONTINGENCIES

The Company is subject to the usual obligations associated with entering into contracts for the purchase, development, and sale of real estate, which the Company does in the routine conduct of its business. The operations of the Company are conducted through the Operating Company and its subsidiaries, and in some cases, the Holding Company will guarantee the performance of the Operating Company or its subsidiaries.

Valencia Project Approval Settlement

In September 2017, the Company reached a settlement with key national and state environmental and Native American organizations that were petitioners (the "Settling Petitioners") in various legal challenges to Valencia's regulatory approvals and permits. The Holding Company has provided a guaranty to the Settling Petitioners for monetary payments due from the Company as required under the settlement. As of December 31, 2022, the remaining estimated maximum potential amount of monetary payments subject to the guaranty was \$10.3 million with the final payment due in 2026.

Valencia Water Purchase Agreement

The Company is subject to a water purchase agreement requiring annual payments in exchange for the delivery of water for the Company's exclusive use. The agreement has an initial 35-year term, which expires in 2039 with an option for a second 35-year term. During the year ended December 31, 2022, the Company made payments totaling \$1.4 million under the agreement. The annual minimum payments for years 2023 to 2027 are \$1.4 million, \$1.4 million, \$1.5 million, \$1.5 million and \$1.6 million, respectively. At December 31, 2022, the aggregate of all annual minimum payments remaining under the initial term total \$31.2 million.

Valencia Infrastructure Project

In January 2012, the Company entered into an agreement with Los Angeles County, in which the Company would finance up to a maximum of \$45.8 million for the construction costs of an interchange project that Los Angeles County is managing. The interchange project is a critical infrastructure project that will benefit Valencia. As of December 31, 2022, the Company has made aggregate payments of \$37.0 million and the interchange project was completed in 2019. At both December 31, 2022 and 2021, the Company had \$8.9 million included in accounts payable and other liabilities in the accompanying consolidated balance sheets, representing unreimbursed construction costs payable to Los Angeles County.

Performance and Completion Bonding Agreements

In the ordinary course of business and as a part of the entitlement and development process, the Company is required to provide performance bonds to ensure completion of certain development obligations. The Company had outstanding performance bonds of \$315.0 million and \$279.6 million as of December 31, 2022 and 2021, respectively.

Candlestick and The San Francisco Shipyard Disposition and Development Agreement

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

At both December 31, 2022 and 2021, the San Francisco Venture had outstanding guarantees benefiting the San Francisco Agency for infrastructure and construction of certain park and open space obligations with aggregate maximum obligations of \$198.3 million.

Letters of Credit

At December 31, 2022 and 2021, the Company had outstanding letters of credit totaling \$1.0 million and \$1.3 million, respectively. These letters of credit were issued to secure various development and financial obligations. At both December 31, 2022 and 2021, the Company had restricted cash and certificates of deposit of \$1.0 million pledged as collateral under the letters of credit agreements.

Legal Proceedings

Hunters Point Litigation

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

Since July 2018, a number of lawsuits have been filed in San Francisco Superior Court on behalf of homeowners in The San Francisco Shipyard, which name Tetra Tech, Lennar and the Company, among others, as defendants (the "Homeowners Action"). The plaintiffs allege that environmental contamination issues at The San Francisco Shipyard were not properly disclosed to them before they purchased their homes. They also allege that Tetra Tech and other defendants (not including the Company) have created a nuisance at The San Francisco Shipyard under California law. In March 2022, the District Court approved the terms of a settlement of the Homeowners Action, including the payment of \$6.3 million in damages to be paid out of insurance proceeds under a joint

insurance policy held by the Company and Lennar, as well as a dismissal with prejudice to be entered on behalf of the Company. The settlement amount has been funded by the insurance policy, and the Company has been dismissed from the Homeowners Action.

Other

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

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

14. SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental cash flow information for the years ended December 31, 2022, 2021 and 2020 is as follows (in thousands):

	2022	2021	2020
SUPPLEMENTAL CASH FLOW INFORMATION:			
Cash paid for interest, all of which was capitalized to inventories	\$ 52,295	\$ 52,584	\$ 53,325
Noncash lease expense	\$ 4,632	\$ 4,421	\$ 4,254
NONCASH INVESTING AND FINANCING ACTIVITIES:			
Purchase of properties and equipment in accounts payable and other liabilities	\$ —	\$ —	\$ 103
Adjustment to liability recognized under TRA	\$ (1,058)	\$ 878	\$ 615

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

Supplemental cash flow information related to leases for the years ended December 31, 2022, 2021 and 2020 is as follows (in thousands):

	2022	2021	2020
Cash paid for amounts included in the measurement of operating lease liabilities	\$ 5,170	\$ 5,021	\$ 4,831

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the consolidated balance sheets that sum to the total of the same such amounts shown in the consolidated statements of cash flows for the years ended December 31, 2022, 2021 and 2020 (in thousands):

	2022	2021	2020
Cash and cash equivalents	\$ 131,771	\$ 265,462	\$ 298,144
Restricted cash and certificates of deposit	992	1,330	1,330
Total cash, cash equivalents, and restricted cash shown in the consolidated statements of cash flows	\$ 132,763	\$ 266,792	\$ 299,474

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

15. SEGMENT REPORTING

The Company's reportable segments consist of:

- Valencia—includes the community of Valencia being developed in northern Los Angeles County, California. The Valencia segment derives revenues from the sale of residential and commercial land sites to homebuilders, commercial developers and commercial buyers. The Company's investment in the Valencia Landbank Venture is also reported in the Valencia segment.
- San Francisco—includes the Candlestick and The San Francisco Shipyard communities located on bayfront property in the City of San Francisco, California. The San Francisco segment derives revenues from the sale of residential and commercial land sites to homebuilders, commercial developers and commercial buyers.
- Great Park—includes Great Park Neighborhoods being developed adjacent to and around the Orange County Great Park, a metropolitan park under construction in Orange County, California. This segment also includes management services provided by the Management Company to the Great Park Venture, the owner of the Great Park Neighborhoods. As of

December 31, 2022, the Company had a 37.5% Percentage Interest in the Great Park Venture and accounted for the investment under the equity method. The reported segment information for the Great Park segment includes the results of 100% of the Great Park Venture at the historical basis of the venture, which did not apply push down accounting at acquisition date. The Great Park segment derives revenues at the Great Park Neighborhoods from sales of residential and commercial land sites to homebuilders, commercial developers and commercial buyers, sales of homes constructed and marketed under a fee build arrangement, and management services provided by the Company to the Great Park Venture.

- Commercial—includes the operations of the Gateway Commercial Venture, which owns an approximately 189,000 square foot office building at the Five Point Gateway Campus. The Five Point Gateway Campus is an office, medical and research and development campus located within the Great Park Neighborhoods and consists of four buildings and surrounding land. The Company and a subsidiary of Lennar lease portions of the building owned by the Gateway Commercial Venture. The Gateway Commercial Venture also owns approximately 50 acres of the surrounding commercial land with additional development rights at the campus. This segment also includes property management services provided by the Management Company to the Gateway Commercial Venture. As of December 31, 2022, the Company had a 75% interest in the Gateway Commercial Venture and accounted for the investment under the equity method. The reported segment information for the Commercial segment includes the results of 100% of the Gateway Commercial Venture at the historical basis of the venture.

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

For the year ended December 31, 2022

(in thousands)

	Valencia	San Francisco	Great Park	Commercial	Total reportable segments	Removal of Great Park Venture ⁽¹⁾	Removal of Gateway Commercial Venture ⁽¹⁾	Add investment in Great Park Venture	Add investment in Gateway Commercial Venture	Other eliminations ⁽²⁾	Corporate and unallocated ⁽³⁾	Total Consolidated
Revenues	\$ 10,571	\$ 690	\$ 354,892	\$ 8,813	\$ 374,966	\$ (323,877)	\$ (8,395)	\$ —	\$ —	\$ —	\$ —	\$ 42,694
Depreciation and amortization	45	77	11,149	3,960	15,231	—	(3,960)	—	—	—	1,031	12,302
Interest income	1	1	1,532	—	1,534	(1,532)	—	—	—	—	824	826
Interest expense	—	—	—	1,541	1,541	—	(1,541)	—	—	—	—	—
Segment profit (loss)/net profit (loss)	(8,823)	(3,396)	79,708	249	67,738	(68,954)	169	20,444	(127)	—	(54,044)	(34,774)
Other significant items:												
Segment assets	972,028	1,314,308	916,909	91,629	3,294,874	(799,174)	(91,629)	289,026	40,695	(174)	152,166	2,885,784
Inventory assets and real estate related assets, net	927,929	1,311,196	605,893	82,797	2,927,815	(605,893)	(82,797)	—	—	—	—	2,239,125
Expenditures for long-lived assets ⁽⁴⁾	101,634	40,742	102,695	157	245,228	(102,695)	(157)	—	—	—	—	142,376

For the year ended December 31, 2021

(in thousands)

	Valencia	San Francisco	Great Park	Commercial	Total reportable segments	Removal of Great Park Venture ⁽¹⁾	Removal of Gateway Commercial Venture ⁽¹⁾	Add investment in Great Park Venture	Add investment in Gateway Commercial Venture	Other eliminations ⁽²⁾	Corporate and unallocated ⁽³⁾	Total Consolidated
Revenues	\$ 184,765	\$ 548	\$ 474,402	\$ 8,881	\$ 668,596	\$ (435,727)	\$ (8,475)	\$ —	\$ —	\$ —	\$ —	\$ 224,394
Depreciation and amortization	82	114	21,604	3,938	25,738	(1,262)	(3,938)	—	—	—	1,028	21,566
Interest income	—	—	496	—	496	(496)	—	—	—	—	94	94
Interest expense	—	—	—	1,235	1,235	—	(1,235)	—	—	—	—	—
Segment profit (loss)/net profit (loss)	54,360	(3,572)	64,134	1,284	116,206	(56,918)	(878)	6,432	659	—	(52,191)	13,310
Other significant items:												
Segment assets	878,399	1,275,510	988,444	104,400	3,246,753	(859,789)	(104,366)	321,274	49,447	(2,500)	292,091	2,942,910
Inventory assets and real estate related assets, net	826,369	1,270,455	687,234	86,601	2,870,659	(687,234)	(86,601)	—	—	—	—	2,096,824
Expenditures for long-lived assets ⁽⁴⁾	175,447	46,919	92,442	263	315,071	(92,442)	(263)	—	—	—	43	222,409

For the year ended December 31, 2020

(in thousands)

	Valencia	San Francisco	Great Park	Commercial	Total reportable segments	Removal of Great Park Venture ⁽¹⁾	Removal of Gateway Commercial Venture ⁽¹⁾	Add investment in Great Park Venture	Add investment in Gateway Commercial Venture	Other eliminations ⁽²⁾	Corporate and unallocated ⁽³⁾	Total Consolidated
Revenues	\$ 124,892	\$ 1,430	\$ 51,727	\$ 24,638	\$ 202,687	\$ (24,827)	\$ (24,241)	\$ —	\$ —	\$ —	\$ —	\$ 153,619
Depreciation and amortization	123	247	8,603	9,412	18,385	—	(9,412)	—	—	—	915	9,888
Interest income	23	—	1,272	—	1,295	(1,272)	—	—	—	—	1,346	1,369
Interest expense	—	—	—	8,857	8,857	—	(8,857)	—	—	—	—	—
Segment profit (loss)/net profit (loss)	21,193	(10,355)	(22,504)	112,242	100,576	29,406	(111,845)	(39,951)	83,884	—	(60,976)	1,094
Other significant items:												
Segment assets	814,913	1,231,586	1,236,217	104,722	3,387,438	(1,069,426)	(104,722)	391,465	48,788	(22,121)	330,563	2,961,985
Inventory assets	767,322	1,223,537	916,127	90,276	2,997,262	(916,127)	(90,276)	—	—	—	—	1,990,859
Expenditures for long-lived assets ⁽⁴⁾	149,789	37,406	60,529	1,139	248,863	(60,529)	(1,139)	—	—	—	1,629	188,824

- (1) Represents the removal of the Great Park Venture and Gateway Commercial Venture operating results and balances which are included in the Great Park segment and Commercial segment operating results and balances at 100% of each venture's historical basis, respectively, but are not included in the Company's consolidated results and balances as the Company accounts for its investment in each venture using the equity method of accounting.
- (2) Represents intersegment balances that eliminate in consolidation.
- (3) Corporate and unallocated activity is primarily comprised of corporate general and administrative expenses, restructuring expenses and income taxes. Corporate and unallocated assets consist of cash and cash equivalents, receivables, ROU assets, prepaid expenses and deferred financing costs.
- (4) Expenditures for long-lived assets are net of inventory cost reimbursements and other inventory cost recoveries and include noncash project accruals and capitalized interest. For the years ended December 31, 2022 and 2021, Valencia's net expenditures include \$34.8 million and \$4.5 million, respectively, in inventory cost reimbursements and recoveries received. For the years ended December 31, 2022, 2021 and 2020, San Francisco's net expenditures include \$3.3 million, \$0.7 million and \$2.2 million, respectively, and Great Park Venture's net expenditures include \$43.7 million, \$52.1 million and \$9.3 million, respectively, in inventory cost reimbursements and recoveries received.

A related party of the Company represented one of the Company's major customers during the year ended December 31, 2022, accounting for approximately \$7.5 million, or 18%, of total consolidated revenues. Revenues generated from this customer primarily consisted of variable land sale consideration from profit participation in Valencia. The Valencia Landbank Venture represented one of the Company's major customers during the years ended December 31, 2021 and 2020, accounting for approximately \$43.2 million, or 19%, and \$53.2 million, or 35%, of total consolidated revenues, respectively. Two third-party home builders represented majors customer of the Company during the year ended December 31, 2021, accounting for approximately \$30.3 million, or 14%, and \$22.5 million, or 10%, of total consolidated revenues, respectively. A third-party home builder represented another major customer of the Company during the year ended December 31, 2020, accounting for approximately \$59.1 million, or 38%, of total consolidated revenues. Revenues generated from these customers were from the sale of homesites in Valencia. An unaffiliated land banking entity that acquired homesites in Valencia in 2021 represented one of the Company's major customers during the year ended December 31, 2021 and accounted for approximately \$76.5 million, or 34% of total consolidated revenues. A related party of the Company retained the option to acquire these homesites in the future from the unaffiliated land banking entity. The Great Park Venture represented another of the Company's major customers for the years ended December 31, 2022, 2021 and 2020, and accounted for approximately \$31.0 million, or 73%, \$38.7 million, or 17%, and \$26.9 million, or 18%, of total consolidated revenues, respectively. These revenues represented management services revenues and were reported in the Great Park segment.

16. SHARE-BASED COMPENSATION

The Company has an incentive award plan that provides for the grant of share options, restricted shares, restricted share units, performance awards (which include, but are not limited to, cash bonuses), distribution equivalent awards, deferred share awards, share payment awards, share appreciation rights, other incentive awards (which include, but are not limited to, LTIP Unit awards (as defined in the incentive award plan) and performance share awards. Employees and consultants of the Company and its subsidiaries and affiliates, as well as non-employee members of the Company's Board of Directors, are eligible to receive awards under the incentive award plan. The incentive award plan authorized the issuance of up to 11,710,148 Class A common shares of the Holding Company. As of December 31, 2022, there were 3,122,504 remaining Class A common shares available for future issuance under the incentive award plan.

Under the incentive award plan, the Company has granted restricted share units ("RSUs") and restricted share awards either fully vested, with service conditions or with service and market performance conditions based on the market price of the Company's Class A common shares. Awards with a service condition generally vest over a two-year or three-year period or in the case of non-employee directors over one year. Awards with a service and market performance condition generally vest at the end of a three-year period. Restricted share awards entitle the holders to non-forfeitable distributions and to vote the underlying Class A common share during the restricted period.

The Company estimates the fair value of restricted share awards with a service condition based on the closing market price of the Company's Class A common shares on the award's grant date. Prior to the Company's shares being publicly traded, the Company measured the fair value of RSUs and restricted share awards based on the estimated fair value of the Company's underlying Class A common shares determined using a discounted cash flow analysis. The inputs utilized in the Company's estimate were selected by the Company based on information available to the Company, including relevant information obtained after the measurement date, as to the assumptions that market participants would make at the measurement date. The grant date fair value of awards with a market condition are determined using a Monte-Carlo approach.

During the years ended December 31, 2022, 2021 and 2020, the Company reacquired vested RSUs and restricted share awards from employees for \$2.7 million, \$2.0 million and \$5.5 million, respectively, for the purpose of settling tax withholding obligations. The reacquisition cost is based on the fair value of the Company's Class A common shares on the date the tax obligation is incurred.

The following table summarizes share-based equity compensation activity for the years ended December 31, 2022, 2021 and 2020:

	Share-Based Awards (in thousands)	Weighted- Average Grant Date Fair Value
Nonvested at January 1, 2020	3,011	\$ 9.02
Granted	677	\$ 8.09
Forfeited	(313)	\$ 6.93
Vested	(1,100)	\$ 12.51
Nonvested at December 31, 2020	2,275	\$ 7.35
Granted	1,425	\$ 7.93
Forfeited	(44)	\$ 3.00
Vested	(1,016)	\$ 10.85
Nonvested at December 31, 2021	2,640	\$ 6.38
Granted	1,359	\$ 1.92
Forfeited	(834)	\$ 2.96
Vested	(999)	\$ 7.77
Nonvested at December 31, 2022	2,166	\$ 3.77

Share-based compensation expense was \$6.2 million, \$7.9 million and \$11.6 million for the years ended December 31, 2022, 2021 and 2020, respectively. In February 2022, the Company accelerated the expense attributed to the outstanding restricted share awards of two former officers of the Company resulting from a modification of the required service condition of the awards (see Note 2). As a result, for the year ended December 31, 2022, share-based compensation expense of \$3.0 million is included in restructuring expense and \$3.2 million is included in selling, general, and administrative expenses on the accompanying consolidated statement of operations. All share-based compensation for the years ended December 31, 2021 and 2020 is included in selling, general, and administrative expenses on the accompanying consolidated statements of operations.

Approximately \$3.0 million of total unrecognized compensation cost related to non-vested awards is expected to be recognized over a weighted-average period of 1.7 years from December 31, 2022. The estimated fair value at vesting of share-based awards that vested during the years ended December 31, 2022, 2021 and 2020 was \$6.3 million, \$6.5 million, and \$8.7 million, respectively.

17. EMPLOYEE BENEFIT PLANS

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

The Retirement Plan’s funded status and amounts recognized in the Company’s consolidated financial statements for the Retirement Plan as of and for the years ended December 31, 2022 and 2021 are as follows (in thousands):

	<u>2022</u>	<u>2021</u>
Change in benefit obligation:		
Projected benefit obligation—beginning of year	\$ 20,613	\$ 22,372
Interest cost	544	512
Benefits paid	(1,126)	(2,029)
Actuarial gain	(2,791)	(242)
Projected benefit obligation—end of year	<u>\$ 17,240</u>	<u>\$ 20,613</u>
Change in plan assets:		
Fair value of plan assets—beginning of year	\$ 20,463	\$ 20,507
Actual (loss) gain on plan assets	(3,676)	1,985
Employer contributions	—	—
Benefits paid	(1,126)	(2,029)
Fair value of plan assets—end of year	<u>\$ 15,661</u>	<u>\$ 20,463</u>
Funded status	<u>\$ (1,579)</u>	<u>\$ (150)</u>
Amounts recognized in the consolidated balance sheet—liability	<u>\$ (1,579)</u>	<u>\$ (150)</u>
Amounts recognized in accumulated other comprehensive loss—net actuarial loss	<u>\$ (4,850)</u>	<u>\$ (3,176)</u>

The accumulated benefit obligation for the Retirement Plan was \$17.2 million and \$20.6 million at December 31, 2022 and 2021, respectively.

The components of net periodic benefit and other amounts recognized in accumulated other comprehensive loss for the years ended December 31, 2022, 2021 and 2020, are as follows (in thousands):

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Net periodic benefit:			
Interest cost	\$ 544	\$ 512	\$ 656
Expected return on plan assets	(1,044)	(1,161)	(1,109)
Amortization of net actuarial loss	255	359	97
Net periodic benefit	<u>(245)</u>	<u>(290)</u>	<u>(356)</u>
Adjustment to accumulated other comprehensive loss:			
Net actuarial loss (gain)	1,929	(1,067)	332
Amortization of net actuarial loss	(255)	(359)	(97)
Total adjustment to accumulated other comprehensive loss	<u>1,674</u>	<u>(1,426)</u>	<u>235</u>
Total recognized in net periodic benefit and accumulated other comprehensive loss	<u>\$ 1,429</u>	<u>\$ (1,716)</u>	<u>\$ (121)</u>

The weighted-average assumptions used to determine benefit obligations as of December 31, 2022 and 2021 were as follows:

	<u>2022</u>	<u>2021</u>
Discount rate	5.00%	2.75%
Rate of compensation increase	N/A	N/A

The weighted-average assumptions used to determine net periodic expense for the years ended December 31, 2022, 2021 and 2020, were as follows:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Discount rate	2.75%	2.35%	3.15%
Rate of compensation increase	N/A	N/A	N/A
Expected long-term return on plan assets	5.32%	5.86%	5.96%

To develop the long-term rate of return on assets assumption, the Company considered the current level of expected return on risk-free investments (primarily U.S. government bonds), the historical level of the risk premium associated with the other asset classes in which the portfolio is invested, and the expectations for future returns of each asset class.

Plan Assets—The Company’s investment policy and strategy for the Retirement Plan is to ensure the appropriate level of diversification and risk. The asset allocation targets were approximately 45% in equity investments (Standard & Poor’s Large Cap Index Funds, Small Cap Equity, Mid Cap Equity, and International Equity) and approximately 55% in fixed-income investments (U.S. bond funds and domestic fixed income). In accordance with the policy, the Retirement Plan assets are monitored and the investments may be rebalanced quarterly. The Retirement Plan’s assets consist of pooled or collective investment funds that have more than one investor. The Retirement Plan estimates the fair value of its interest in such funds at a net asset value (“NAV”) per unit reported by the trustee. The NAV per unit is the result of accumulated values of the underlying investments held by the fund, which are valued daily. NAV is utilized by the Company to determine fair value of the plan assets as a practical expedient as of the consolidated balance sheet date. Plan assets for which fair value is measured using NAV shall not be categorized within the fair value hierarchy. The Retirement Plan’s assets may be redeemed at the NAV per unit with no restrictions.

The Retirement Plan’s assets at fair value as of December 31, 2022 and 2021, are as follows (in thousands):

Asset Category	<u>2022</u>	<u>2021</u>
Pooled and/or collective funds:		
Equity funds:		
Large cap	\$ 3,482	\$ 5,471
Mid cap	1,541	2,346
Small cap	631	971
International	1,218	1,885
Fixed-income funds—U.S. bonds and short term	8,789	9,790
Total	<u>\$ 15,661</u>	<u>\$ 20,463</u>

The Company’s funding policy is to contribute amounts sufficient to meet minimum requirements but not more than the maximum tax-deductible amount. The Company does not expect to have a minimum required contribution in 2023 and expects future benefit payments to be paid as follows (in thousands):

2023	\$ 1,272
2024	2,570
2025	1,889
2026	2,517
2027	1,398
2028-2032	5,755
	<u>\$ 15,401</u>

Employee Savings Plan—The Company has an employee savings plan under Section 401(k) of the Internal Revenue Code, which is available to all eligible associates. Certain associate contributions may be supplemented by the Company. The Company’s contributions were \$0.6 million, \$0.6 million and \$0.7 million for the years ended December 31, 2022, 2021 and 2020, respectively.

18. INCOME TAXES

The Company accounts for income taxes in accordance with ASC 740, which requires an asset and liability approach for measuring deferred taxes based on temporary differences between the financial statements and tax bases of assets and liabilities existing at each balance sheet date using enacted tax rates for the years in which taxes are expected to be paid or recovered.

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

The benefit (expense) for income taxes for the years ended December 31, 2022, 2021 and 2020 was as follows (in thousands):

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Current income tax (expense) benefit:			
Federal	\$ (14)	\$ (17)	\$ (24)
State	(7)	762	(770)
Total current income tax (expense) benefit	<u>(21)</u>	<u>745</u>	<u>(794)</u>
Deferred income tax benefit (expense):			
Federal	\$ 2,574	\$ (2,655)	\$ (379)
State	1,188	(1,977)	530
Total deferred income tax benefit (expense)	<u>3,762</u>	<u>(4,632)</u>	<u>151</u>
(Increase) decrease in valuation allowance	(2,204)	4,243	(1,101)
Expiration of unused loss carryforwards	(66)	(31)	—
Benefit (expense) for income taxes	<u>\$ 1,471</u>	<u>\$ 325</u>	<u>\$ (1,744)</u>

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The tax effects of significant temporary differences are as follows (in thousands):

	<u>2022</u>	<u>2021</u>
Deferred tax assets		
Net operating loss carryforward	\$ 149,697	\$ 140,817
Tax receivable agreement	48,431	48,727
Other	1,594	1,255
Valuation allowance	(17,560)	(16,468)
Total deferred tax assets	<u>182,162</u>	<u>174,331</u>
Deferred tax liabilities-investments in subsidiaries	(193,668)	(187,329)
Deferred tax liability, net	<u>\$ (11,506)</u>	<u>\$ (12,998)</u>

A reduction of the carrying amounts of deferred tax assets by a valuation allowance is required, if based on the available evidence; it is more likely than not that such assets will not be realized. In the continual assessment of the requirement for a valuation allowance, appropriate consideration is given to all positive and negative evidence related to the realization of the deferred tax assets. This assessment considers, among other matters, the nature, frequency, and severity of current and cumulative losses; forecasts of future profitability; the duration of statutory carryforward periods; the Holding Company's experience with loss carryforwards not expiring unused; and tax-planning alternatives. The amount of the valuation allowance recorded against the deferred tax asset could be adjusted if there are changes to the positive and negative factors discussed above.

At December 31, 2022, the Holding Company had federal tax effected net operating loss ("NOL") carryforwards totaling \$114.3 million, and state tax effected NOL carryforwards, net of federal income tax benefit, totaling \$35.4 million. Federal NOLs incurred prior to 2018 and California NOLs may be carried forward up to 20 years to offset future taxable income and begin to expire in 2029. Federal NOLs incurred in 2018 and forward do not expire.

The Internal Revenue Code generally limits the availability of NOLs if an ownership change occurs within any three-year period under Section 382. If the Holding Company were to experience an ownership change of more than 50%, the use of all NOLs (and potentially other built-in losses) would generally be subject to a limitation equal to the value of the Holding Company's equity before the ownership change, multiplied by the long-term tax-exempt rate. The Holding Company estimates that after giving effect to

various transactions by members who hold a 5% or greater interest in the Holding Company, it has not experienced an ownership change as computed in accordance with Section 382. In the event of an ownership change, the Holding Company's use of the NOLs may be limited and not fully available for realization.

With regard to the TRA (see Note 11), the Holding Company has established a liability for the payments considered probable and estimable that would be required under the TRA based upon, among other things, the book value of its assets. This liability is not currently recognized for tax purposes and will give rise to tax deductions as payments are made. Accordingly, a deferred tax asset has been reflected for the net effect of this temporary difference.

A reconciliation of the statutory rate and the effective tax rate for 2022, 2021 and 2020 is as follows:

	2022	2021	2020
Statutory rate	21.00 %	21.00 %	21.00 %
State income taxes-net of federal income tax benefit	6.98	6.98	6.98
Pass-through to noncontrolling interests	(14.95)	(14.55)	(15.00)
Executive compensation limitation and other permanent items	(3.35)	14.35	5.94
Deferred tax asset valuation allowance	(5.45)	(30.51)	42.54
Expiration of unused loss carryforwards	(0.17)	0.22	—
Effective rate	<u>4.06 %</u>	<u>(2.51)%</u>	<u>61.46 %</u>

At December 31, 2022 and 2021, the Holding Company did not have any gross unrecognized tax benefits, and did not require an accrual for interest or penalties.

The Holding Company files income tax returns in the U.S. federal jurisdiction and in the state of California. As a result of tax net operating losses incurred by the Holding Company for the years ended December 31, 2009 through December 31, 2021, the Holding Company is subject to U.S. federal, state, and local examinations by tax authorities for the years beginning 2009 through 2021. The Company is not currently under examination by any tax authority. The Company classifies any interest and penalties related to income taxes assessed by jurisdiction as part of income tax expense. The Company has concluded that there were no significant uncertain tax positions requiring recognition in its financial statements, nor has the Company been assessed interest or penalties by any major tax jurisdictions related to any open tax periods.

19. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS AND DISCLOSURES

At each reporting period, the Company evaluates the fair value of its financial instruments compared to carrying values. Other than the Company's notes payable, net, the carrying amount of the Company's financial instruments, which includes cash and cash equivalents, restricted cash and certificates of deposit, certain related party assets and liabilities, and accounts payable and other liabilities, approximated the Company's estimates of fair value at both December 31, 2022 and 2021.

The fair value of the Company's notes payable, net, are estimated based on quoted market prices or discounting the expected cash flows based on rates available to the Company (level 2). At December 31, 2022, the estimated fair value of notes payable, net was \$525.5 million compared to a carrying value of \$620.7 million. At December 31, 2021, the estimated fair value of notes payable, net was \$655.6 million compared to a carrying value of \$619.1 million. During the years ended December 31, 2022, 2021 and 2020, the Company had no assets that were measured at fair value on a nonrecurring basis, other than a valuation adjustment to the Company's investment in the Great Park Venture during 2020 (see Note 4).

20. EARNINGS PER SHARE

The Company uses the two-class method in its computation of earnings per share. The Company's Class A common shares and Class B common shares are entitled to receive distributions at different rates, with each Class B common share receiving 0.03% of the distributions paid on each Class A common share. Under the two-class method, the Company's net income available to common shareholders is allocated between the two classes of common shares on a fully-distributed basis and reflects residual net income after amounts attributed to noncontrolling interests. In the event of a net loss, the Company determined that both classes share in the Company's losses, and they share in the losses using the same mechanism as the distributions. The Company also has restricted share awards and performance restricted share awards (see Note 16) that have a right to non-forfeitable dividends while unvested and are contemplated as participating when the Company is in a net income position. These awards participate in distributions on a basis equivalent to other Class A common shares but do not participate in losses.

No distributions to common shares were declared for the years ended December 31, 2022, 2021 and 2020.

Diluted income (loss) per share calculations for both Class A common shares and Class B common shares contemplate adjustments to the numerator and the denominator under the if-converted method for the convertible Class B common shares, the exchangeable Class A units of the San Francisco Venture and the exchangeable Class A Common Units of the Operating Company.

The Company uses the treasury stock method or the two-class method when evaluating dilution for RSUs, restricted shares, and performance restricted shares. The more dilutive of the two methods is included in the calculation for diluted income (loss) per share.

The following table summarizes the basic and diluted (loss) earnings per share calculations for the years ended December 31, 2022, 2021 and 2020 (in thousands, except shares and per share amounts):

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Numerator:			
Net (loss) income attributable to the Company	\$ (15,403)	\$ 6,568	\$ (428)
Adjustments to net (loss) income attributable to the Company	85	(176)	20
Net (loss) income attributable to common shareholders	<u>\$ (15,318)</u>	<u>\$ 6,392</u>	<u>\$ (408)</u>
Numerator—basic common shares:			
Net (loss) income attributable to common shareholders	\$ (15,318)	\$ 6,392	\$ (408)
Less: net income allocated to participating securities	\$ —	\$ 164	\$ —
Allocation of basic net (loss) income among common shareholders	<u>\$ (15,318)</u>	<u>\$ 6,228</u>	<u>\$ (408)</u>
Numerator for basic net (loss) income available to Class A common shareholders	<u>\$ (15,313)</u>	<u>\$ 6,226</u>	<u>\$ (408)</u>
Numerator for basic net (loss) income available to Class B common shareholders	<u>\$ (5)</u>	<u>\$ 2</u>	<u>\$ —</u>
Numerator—diluted common shares:			
Net (loss) income attributable to common shareholders	\$ (15,318)	\$ 6,392	\$ (408)
Reallocation of (loss) income upon assumed exchange of dilutive potential securities	\$ (252)	\$ 6,645	\$ (16)
Less: net income allocated to participating securities	\$ —	\$ 159	\$ —
Allocation of diluted net (loss) income among common shareholders	<u>\$ (15,570)</u>	<u>\$ 12,878</u>	<u>\$ (424)</u>
Numerator for diluted net (loss) income available to Class A common shareholders	<u>\$ (15,565)</u>	<u>\$ 12,876</u>	<u>\$ (424)</u>
Numerator for diluted net (loss) income available to Class B common shareholders	<u>\$ (5)</u>	<u>\$ 2</u>	<u>\$ —</u>
Denominator:			
Basic weighted average Class A common shares outstanding	68,429,271	67,394,794	66,722,187
Diluted weighted average Class A common shares outstanding	68,430,212	143,491,204	69,000,096
Basic and diluted weighted average Class B common shares outstanding	79,233,544	79,233,544	79,233,544
Basic (loss) earnings per share:			
Class A common shares	\$ (0.22)	\$ 0.09	\$ (0.01)
Class B common shares	\$ (0.00)	\$ 0.00	\$ (0.00)
Diluted (loss) earnings per share:			
Class A common shares	\$ (0.23)	\$ 0.09	\$ (0.01)
Class B common shares	\$ (0.00)	\$ 0.00	\$ (0.00)
Anti-dilutive potential Performance RSUs	1,145,832	322,366	338,813
Anti-dilutive potential Restricted Shares (weighted average)	672,690	—	1,690,773
Anti-dilutive potential Performance Restricted Shares (weighted average)	24,730	—	695,154
Anti-dilutive potential Class A common shares from exchanges (weighted average)	76,120,180	3,160,904	76,120,180

21. ACCUMULATED OTHER COMPREHENSIVE LOSS

Accumulated other comprehensive loss attributable to the Company consists of unamortized net actuarial losses for the Retirement Plan that totaled \$3.0 million and \$2.0 million at December 31, 2022 and 2021, net of tax benefits of \$0.8 million and \$0.5 million, respectively. At December 31, 2022 and 2021, the Company held a full valuation allowance related to the accumulated tax benefits, respectively. Accumulated other comprehensive loss of \$1.9 million and \$1.2 million is included in noncontrolling interests at December 31, 2022 and 2021, respectively. Net actuarial gains or losses are re-determined annually or upon remeasurement events and principally arise from changes in the rate used to discount benefit obligations and differences between expected and actual returns on plan assets. Reclassifications from accumulated other comprehensive loss to net (loss) income attributable to the Company related to amortization of net actuarial losses were approximately \$160,000, \$225,000 and \$61,000, net of taxes, and are included in miscellaneous other income on the accompanying consolidated statements of operations for the years ended December 31, 2022, 2021 and 2020, respectively.

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

None.

ITEM 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We have established disclosure controls and procedures, as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer as appropriate, to allow timely decisions regarding required disclosure. Our management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2022. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of December 31, 2022.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Our management, with the participation of our Chief Executive Officer and Interim Chief Financial Officer, conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2022 based on the framework established in the Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission (2013 Framework). Based on this framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2022. The effectiveness of our internal control over financial reporting as of December 31, 2022 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their attestation report which is included herein.

Changes in Internal Control over Financial Reporting

During the quarter ended December 31, 2022, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Five Point Holdings, LLC

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Five Point Holdings, LLC and subsidiaries (the “Company”) as of December 31, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2022, of the Company and our report dated March 3, 2023, expressed an unqualified opinion on those financial statements.

Basis for Opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

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

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

/s/ DELOITTE & TOUCHE LLP

Costa Mesa, California
March 3, 2023

ITEM 9B. Other Information

Not applicable.

ITEM 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III**ITEM 10. Directors, Executive Officers and Corporate Governance**

The information required by this item will be included in the Proxy Statement for our 2023 Annual Meeting of Shareholders to be filed by the Company with the Securities and Exchange Commission no later than 120 days after the close of our fiscal year ended December 31, 2022 (the “Proxy Statement”). The information in the Proxy Statement relevant to this item is incorporated herein by reference.

ITEM 11. Executive Compensation

The information in the Proxy Statement relevant to this item is incorporated herein by reference.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information in the Proxy Statement relevant to this item is incorporated herein by reference, except for the information required by Item 201(d) of Regulation S-K, which is provided below.

The following table contains certain information with respect to our equity compensation plan in effect as of December 31, 2022.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by shareholders	—	—	3,122,504

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

The information in the Proxy Statement relevant to this item is incorporated herein by reference.

ITEM 14. Principal Accountant Fees and Services

The information in the Proxy Statement relevant to this item is incorporated herein by reference.

PART IV

ITEM 15. Exhibits, Financial Statement Schedules

(a)(1) The following consolidated financial statements are contained in Part II, Item 8 of this Report.

	<u>Page in this Report</u>
<u>Financial Statements - Five Point Holdings, LLC</u>	
Report of Independent Registered Public Accounting Firm (Public Company Accounting Oversight Board identification number 34)	40
Consolidated Balance Sheets as of December 31, 2022 and 2021	42
Consolidated Statements of Operations for the years ended December 31, 2022, 2021 and 2020	43
Consolidated Statements of Comprehensive (Loss) Income for the years ended December 31, 2022, 2021 and 2020	44
Consolidated Statements of Capital for the years ended December 31, 2022, 2021 and 2020	45
Consolidated Statements of Cash Flows for the years ended December 31, 2022, 2021 and 2020	46
Notes to the Consolidated Financial Statements	47

(a)(2) The following financial statement schedules are included in this Report:

<u>Financial Statement Schedule - Five Point Holdings, LLC</u>	
Schedule III—Real Estate and Accumulated Depreciation	86

<u>Financial Statements - Heritage Fields LLC</u>	
Independent Auditor's Report	87
Consolidated Balance Sheets as of December 31, 2022 and 2021	89
Consolidated Statements of Operations for the years ended December 31, 2022, 2021 and 2020	90
Consolidated Statements of Capital for the years ended December 31, 2022, 2021 and 2020	91
Consolidated Statements of Cash Flows for the years ended December 31, 2022, 2021 and 2020	92
Notes to the Consolidated Financial Statements	93

Information required by other schedules has either been incorporated in the consolidated financial statements and accompanying notes or is not applicable.

(a)(3) The following exhibits are filed with this Report or incorporated by reference:

<u>Exhibit</u>	<u>Exhibit Description</u>
3.1	Certificate of Formation of Registrant, as amended (Exhibit 3.1 to Registrant's Registration Statement on Form S-11 filed April 7, 2017 is incorporated herein by this reference)
3.2	Second Amended and Restated Limited Liability Company Agreement of Five Point Holdings, LLC (Exhibit 3.1 to Registrant's Current Report on Form 8-K dated May 15, 2017 is incorporated herein by this reference)
4.1	Description of Shares (Exhibit 4.1 of the Company's Annual Report on Form 10-K for the year ended December 31, 2019 is incorporated herein by this reference)
10.1	Limited Partnership Agreement of Five Point Operating Company, LP, dated as of October 1, 2017 (Exhibit 10.1 to the Current Report on Form 8-K filed on October 2, 2017 is incorporated herein by this reference)

- 10.2 Fourth Amended and Restated Limited Liability Company Agreement of Heritage Fields LLC, dated as of April 21, 2017, by and among Five Point Heritage Fields, LLC, Heritage Fields Capital Co-Investor Member LLC, MSD Heritage Fields, LLC, LenFive, LLC, LNR HF II, LLC, and FPC-HF Venture I, LLC (Exhibit 10.17 to Amendment No. 1 to Registrant's Registration Statement on Form S-11 filed April 24, 2017 is incorporated herein by this reference)
- 10.3 Second Amended and Restated Operating Agreement of The Shipyard Communities, LLC (Exhibit 10.2 to Registrant's Registration Statement on Form S-11 filed April 7, 2017 is incorporated herein by this reference)
- 10.4 First Amendment to the Second Amended and Restated Limited Liability Company Agreement of The Shipyard Communities, LLC (Exhibit 10.4 of the Company's Annual Report on Form 10-K for the year ended December 31, 2018 is incorporated herein by this reference)
- 10.5 Limited Liability Company Agreement of Five Point Office Venture Holdings I, LLC, dated as of August 4, 2017 (Exhibit 10.1 to the Current Report on Form 8-K filed on August 10, 2017 is incorporated herein by this reference)
- 10.6 Registration Rights Agreement, dated as of May 2, 2016, by and among the Registrant and the persons named therein (Exhibit 10.3 to Registrant's Registration Statement on Form S-11 filed April 7, 2017 is incorporated herein by this reference)
- 10.7 Amended and Restated Voting and Standstill Agreement, dated as of May 2, 2016, by and among the Registrant, Five Point Holdings, Inc., and the persons named on Exhibit A thereto (Exhibit 10.19 to Registrant's Registration Statement on Form S-11 filed April 7, 2017 is incorporated herein by this reference)
- 10.8 Amended and Restated Securities Purchase Agreement, dated as of April 3, 2017, by and among the Registrant, Five Point Operating Company, LLC, LenFive, LLC and Lennar Homes of California, Inc. (Exhibit 10.20 to Registrant's Registration Statement on Form S-11 filed April 7, 2017 is incorporated herein by this reference)
- 10.9 Tax Receivable Agreement, dated as of May 2, 2016, by and among the Registrant and the other parties named therein (Exhibit 10.5 to Registrant's Registration Statement on Form S-11 filed April 7, 2017 is incorporated herein by this reference)
- 10.10* Amended and Restated 2016 Incentive Award Plan (Appendix A to the Company's Proxy Statement filed April 26, 2019 is incorporated herein by this reference)
- 10.11* Five Point Holdings, LLC Senior Management Severance and Change in Control Plan (Exhibit 10.11 of the Company's Annual Report on Form 10-K for the year ended December 31, 2018 is incorporated herein by this reference)
- 10.12* Employment Transition Agreement, dated as of August 23, 2021, by and among Emile Haddad, Five Point Operating Company, LP, Five Point Communities Management, Inc., and Five Point Holdings, LLC (Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 is incorporated herein by this reference)
- 10.13* Advisory Agreement, dated as of August 23, 2021, by and between Emile Haddad and Five Point Operating Company, LP (Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 is incorporated herein by this reference)
- 10.14* Employment Transition Agreement, dated as of February 9, 2022, by and among Lynn Jochim, Five Point Operating Company, LP, Five Point Communities Management, Inc., and Five Point Holdings, LLC (Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 is incorporated herein by this reference)
- 10.15* Advisory Agreement, dated as of February 14, 2022, by and between Lynn Jochim and Five Point Operating Company, LP (Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 is incorporated herein by this reference)
- 10.16 Form of Indemnification Agreement by and between the Registrant and each of its Directors and Executive Officers (Exhibit 10.7 to Registrant's Registration Statement on Form S-11 filed April 7, 2017 is incorporated herein by this reference)
- 10.17 Second Amended and Restated Contribution and Sale Agreement, dated as of July 2, 2015, and amended and restated as of May 2, 2016, by and among the Registrant, Five Point Holdings, Inc., Newhall Intermediary Holding Company, LLC, Newhall Land Development, LLC, The Shipyard Communities, LLC, Heritage Fields LLC, Five Point Communities Management, Inc., Five Point Communities, LP and the other parties named therein (Exhibit 10.4 to Registrant's Registration Statement on Form S-11 filed April 7, 2017 is incorporated herein by this reference)
- 10.18 Transition Services Agreement, dated as of May 2, 2016, by and between the Registrant and Lennar (Exhibit 10.8 to Registrant's Registration Statement on Form S-11 filed April 7, 2017 is incorporated herein by this reference)

- 10.19 Disposition and Development Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard), dated June 3, 2010, by and between the Redevelopment Agency of the City and County of San Francisco and CP Development Co., LP (Exhibit 10.9 to Registrant's Registration Statement on Form S-11 filed April 7, 2017 is incorporated herein by this reference)
- 10.20 First Amendment to Disposition and Development Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard), dated December 19, 2012, by and between the Successor Agency to the Redevelopment Agency of the City and County of San Francisco and CP Development Co., LP (Exhibit 10.10 to Registrant's Registration Statement on Form S-11 filed April 7, 2017 is incorporated herein by this reference)
- 10.21 Second Amendment to Disposition and Development Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard), dated December 1, 2014, by and between the Successor Agency to the Redevelopment Agency of the City and County of San Francisco and CP Development Co., LP (Exhibit 10.11 to Registrant's Registration Statement on Form S-11 filed April 7, 2017 is incorporated herein by this reference)
- 10.22 Third Amendment to Disposition and Development Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard), dated as of August 10, 2018, by and between CP Development Co., LLC and the Successor Agency to the Redevelopment Agency of the City and County of San Francisco (Exhibit 10.1 to the Current Report on Form 8-K filed on August 16, 2018 is incorporated herein by this reference).
- 10.23 Interim Lease, dated as of December 3, 2004, by and between the Redevelopment Agency of the City and County of San Francisco and Lennar/BVHP, LLC (Exhibit 10.12 to Registrant's Registration Statement on Form S-11 filed April 7, 2017 is incorporated herein by this reference)
- 10.24 First Amendment to the Interim Lease, dated as of October 16, 2008, by and between Redevelopment Agency of the City and County of San Francisco and HPS Development Co., LP (Exhibit 10.13 to Registrant's Registration Statement on Form S-11 filed April 7, 2017 is incorporated herein by this reference)
- 10.25 Second Amendment to the Interim Lease, dated as of May 31, 2011, by and between Redevelopment Agency of the City and County of San Francisco and HPS Development Co., LP (Exhibit 10.14 to Registrant's Registration Statement on Form S-11 filed April 7, 2017 is incorporated herein by this reference)
- 10.26 Third Amendment to the Interim Lease, dated as of November 8, 2013, by and between the Successor Agency to the Redevelopment Agency of the City and County of San Francisco and HPS Development Co., LP (Exhibit 10.15 to Registrant's Registration Statement on Form S-11 filed April 7, 2017 is incorporated herein by this reference)
- 10.27 Fourth Amendment to the Interim Lease, dated as of September 1, 2015, by and among the Successor Agency to the Redevelopment Agency of the City and County of San Francisco, HPS Development Co., LP and CP Development Co., LP (Exhibit 10.16 to Registrant's Registration Statement on Form S-11 filed April 7, 2017 is incorporated herein by this reference)
- 10.28 Fifth Amendment to the Interim Lease, effective as of March 1, 2017, by and among The Successor Agency to the Redevelopment Agency of the City and County of San Francisco, HPS Development Co., LP and CP Development Co., LLC (Exhibit 10.1 to Registrant's Current Report on Form 8-K dated May 15, 2017 is incorporated herein by this reference)
- 10.29 Entitlement Transfer Agreement, dated as of December 6, 2016, by and between CPHP Development Co., LLC and The Shipyard Communities, LLC (Exhibit 10.28 to Amendment No. 1 to Registrant's Registration Statement on Form S-11 filed April 24, 2017 is incorporated herein by this reference)
- 10.30 Second Amended and Restated Development and Management Agreement, dated as of April 21, 2017, by and among Heritage Fields El Toro, LLC, Five Point Communities Management, Inc., Five Point Operating Company, LLC and Five Point Communities, LP (Exhibit 10.32 to Amendment No. 1 to Registrant's Registration Statement on Form S-11 filed April 24, 2017 is incorporated herein by this reference)
- 10.31 First Amendment to Second Amended and Restated Development Management Agreement, dated as of June 10, 2022, by and among Heritage Fields El Toro, LLC, Five Point Communities Management, Inc., Five Point Operating Company, LP and Five Point Communities, LP (Exhibit 10.1 to the Current Report on Form 8-K filed on June 16, 2022 is incorporated herein by this reference)
- 10.32 Second Amendment to Second Amended and Restated Development Management Agreement, dated as of December 28, 2022, by and among Heritage Fields El Toro, LLC, Five Point Communities Management, Inc., Five Point Operating Company, LP and Five Point Communities, LP (Exhibit 10.1 to the Current Report on Form 8-K filed on January 4, 2023 is incorporated herein by this reference)
- 10.33 Termination of Development Management Agreement (Candlestick Point Mixed-Use Project) (Exhibit 10.27 of the Company's Annual Report on Form 10-K for the year ended December 31, 2018 is incorporated herein by this reference)

- 10.34 Indenture, dated as of November 22, 2017, among Five Point Operating Company, LP, Five Point Capital Corp., the Guarantors party thereto and Wells Fargo Bank, National Association, as trustee (Exhibit 4.1 to the Current Report on Form 8-K filed on November 22, 2017 is incorporated herein by this reference).
- 10.35 First Supplemental Indenture, dated as of November 30, 2017, among Five Point Operating Company, LP, Five Point Capital Corp., the guarantors party thereto and Wells Fargo Bank, National Association, as trustee (Exhibit 4.2 to the Current Report on Form 8-K filed on November 30, 2017 is incorporated herein by this reference).
- 10.36 Second Supplemental Indenture, dated as of July 26, 2019, among Five Point Operating Company, LP, Five Point Capital Corp., the guarantors party thereto and Wells Fargo Bank, National Association, as trustee (Exhibit 4.3 to the Current Report on Form 8-K filed on July 26, 2019 is incorporated herein by this reference).
- 10.37 Credit Agreement, dated as of April 18, 2017, by and among Five Point Operating Company, LLC, ZB, N.A. dba California Bank & Trust and the lenders party thereto (Exhibit 10.31 to Amendment No. 1 to Registrant's Registration Statement on Form S-11 filed April 24, 2017 is incorporated herein by this reference)
- 10.38 First Amendment to Credit Agreement, dated as of November 8, 2017, by and among Five Point Operating Company, LP, ZB, N.A., dba California Bank & Trust, Comerica Bank, N.A., JPMorgan Chase Bank, N.A., and Citibank, N.A. (Exhibit 10.5 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 is incorporated herein by this reference)
- 10.39 Second Amendment to Credit Agreement, dated as of May 10, 2019, by and among Five Point Operating Company, LP, Zions Bancorporation, N.A. (fka ZB, N.A.) dba California Bank & Trust, Comerica Bank, N.A., JPMorgan Chase Bank, N.A., and Citibank, N.A. (Exhibit 10.1 to the Current Report on Form 8-K filed on May 16, 2019 is incorporated herein by this reference)
- 10.40 Third Amendment to Credit Agreement, dated as of April 19, 2021, by and among Five Point Operating Company, LP, Zions Bancorporation, N.A. dba California Bank & Trust, Comerica Bank, JPMorgan Chase Bank, N.A., and Citibank, N.A. (Exhibit 10.1 to the Current Report on Form 8-K filed on April 20, 2021 is incorporated herein by this reference)
- 10.41 Guaranty Agreement, executed as of August 10, 2017, by Five Point Holdings, LLC for the benefit of SPT CA Funding 2, LLC (Exhibit 10.2 to the Current Report on Form 8-K filed on August 10, 2017 is incorporated herein by this reference)
- 10.42 Mezzanine Guaranty Agreement, executed as of August 10, 2017, by Five Point Holdings, LLC for the benefit of SPT CA Funding 2, LLC (Exhibit 10.3 to the Current Report on Form 8-K filed on August 10, 2017 is incorporated herein by this reference)
- 21.1 List of Subsidiaries**
- 23.1 Consent of Independent Registered Public Accounting Firm**
- 31.1 Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**
- 31.2 Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**
- 32.1 Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**
- 32.2 Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**
- 101.INS XBRL Instance Document - the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document
- 104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).
- * Management contract or compensatory plan or arrangement

**

Filed herewith

ITEM 16. Form 10-K Summary

None.

SCHEDULE III—REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2022

Description	Location	Encumbrances	Initial Cost		Costs Capitalized Subsequent to Acquisition ^(a)		Gross Amounts at Which Carried at Close of Period ^(b)		Total	Accumulated Depreciation	Date of Construction	Date Acquired / Completed	Depreciation Life
			Land	Buildings and Improvements	Land	Buildings and Improvements	Land	Buildings and Improvements					
Valencia- Land under development	Los Angeles County, CA	\$ —	\$ 111,172	\$ —	\$ 816,757	\$ —	\$ 927,929	\$ —	\$ 927,929	\$ —	2009	2009	N/A
Candlestick and The San Francisco Shipyard- Land under development	San Francisco, CA	—	1,038,154	—	273,042	—	1,311,196	—	1,311,196	—	2016	2016	N/A
Agriculture- Operating property	Los Angeles County, CA Ventura County, CA	—	40,634	1,114	(13,477)	1,929	27,157	3,043	30,200 ^(c)	2,152	2009	2009	(d)
Total		\$ —	\$ 1,189,960	\$ 1,114	\$ 1,076,322	\$ 1,929	\$ 2,266,282	\$ 3,043	\$ 2,269,325 ^(e)	\$ 2,152 ^(e)			

(a) Costs capitalized subsequent to acquisitions are net of land sales for real estate development properties and net of disposals, transfers and impairment write-downs for operating properties.

(b) The aggregate cost of land and improvements for federal income tax purposes is approximately \$2.1 billion (unaudited). This basis does not reflect the Company's deferred tax assets and liabilities as these amounts are computed based upon the Company's outside basis in their partnership interest.

(c) Included in properties and equipment, net in the consolidated balance sheet.

(d) See Note 2 of the Notes to Consolidated Financial Statements for information related to depreciation.

(e) Reconciliation of "Real Estate and Accumulated Depreciation":

Reconciliation of Real Estate

	2022	2021	2020
	(In thousands)		
Balance at beginning of year	\$ 2,126,949	\$ 2,020,976	\$ 1,919,777
Improvements and additions ⁽¹⁾	180,417	227,482	189,395
Inventory relief from real estate sold	—	(116,393)	(85,953)
Reimbursements	(38,041)	(5,116)	(2,243)
Balance at end of year	\$ 2,269,325	\$ 2,126,949	\$ 2,020,976

(1) Improvements and additions include noncash project accruals and capitalized interest.

Reconciliation of Accumulated Depreciation

	2022	2021	2020
	(In thousands)		
Balance at beginning of year	\$ 2,020	\$ 1,891	\$ 1,758
Additions	132	129	133
Disposals	—	—	—
Balance at end of year	\$ 2,152	\$ 2,020	\$ 1,891

INDEPENDENT AUDITOR'S REPORT

To the Members of
Heritage Fields LLC
Irvine, California

Opinion

We have audited the consolidated financial statements of Heritage Fields LLC, a Delaware limited liability company, and its subsidiaries (the "Company"), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the related consolidated statements of operations, members' capital, and cash flows for each of the three years in the period ended December 31, 2022, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in accordance with accounting principles generally accepted in the United States of America.

Basis of Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

/s/ DELOITTE & TOUCHE LLP

Costa Mesa, California

March 3, 2023

HERITAGE FIELDS LLC AND SUBSIDIARIES
(A Delaware Limited Liability Company)

CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2022 AND 2021
(In thousands)

	December 31,	
	2022	2021
ASSETS		
LAND UNDER DEVELOPMENT	\$ 605,893	\$ 668,967
HOMES UNDER CONSTRUCTION	—	18,267
CASH AND CASH EQUIVALENTS	149,326	140,004
INVESTMENT IN JOINT VENTURE	2,287	2,985
RECEIVABLES AND OTHER ASSETS—Net	41,668	29,566
TOTAL	\$ 799,174	\$ 859,789
LIABILITIES, REDEEMABLE INTERESTS, AND MEMBERS' CAPITAL		
LIABILITIES:		
Debt	\$ 2,843	\$ 3,667
Accrued management fees and reimbursements	124,349	102,686
Accounts payable and other liabilities	28,893	22,324
Total liabilities	156,085	128,677
COMMITMENTS AND CONTINGENCIES (Note 8)		
REDEEMABLE LEGACY INTERESTS	66,254	82,719
MEMBERS' CAPITAL	576,835	648,393
TOTAL	\$ 799,174	\$ 859,789

See notes to consolidated financial statements.

HERITAGE FIELDS LLC AND SUBSIDIARIES
(A Delaware Limited Liability Company)

CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020
(In thousands)

	Year Ended December 31,		
	2022	2021	2020
REVENUES:			
Land sales	\$ 283,402	\$ 409,555	\$ 24,827
Home sales	40,475	26,172	—
Total revenues	<u>323,877</u>	<u>435,727</u>	<u>24,827</u>
COSTS AND EXPENSES:			
Land sales	155,692	301,247	15,304
Home sales	29,692	20,022	—
Management fee	53,298	25,969	4,378
Selling, general and administrative	18,127	30,658	35,823
Total costs and expenses	<u>256,809</u>	<u>377,896</u>	<u>55,505</u>
EQUITY IN EARNINGS (LOSS) FROM JOINT VENTURE	354	(1,409)	—
INTEREST INCOME	1,532	496	1,272
NET INCOME (LOSS)	<u><u>\$ 68,954</u></u>	<u><u>\$ 56,918</u></u>	<u><u>\$ (29,406)</u></u>

See notes to consolidated financial statements.

HERITAGE FIELDS LLC AND SUBSIDIARIES
(A Delaware Limited Liability Company)

CONSOLIDATED STATEMENTS OF MEMBERS' CAPITAL
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020
(In thousands)

MEMBERS' CAPITAL—January 1, 2020	\$ 826,326
Cumulative effect of change in accounting principle (See Note 2)	(1,118)
Net loss	<u>(29,406)</u>
MEMBERS' CAPITAL—December 31, 2020	795,802
Cash distributions	(204,327)
Net income	<u>56,918</u>
MEMBERS' CAPITAL—December 31, 2021	648,393
Cash distributions	(140,512)
Net income	<u>68,954</u>
MEMBERS' CAPITAL—December 31, 2022	<u><u>\$ 576,835</u></u>

See notes to consolidated financial statements.

HERITAGE FIELDS LLC AND SUBSIDIARIES
(A Delaware Limited Liability Company)

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020
(In thousands)

	Year Ended December 31,		
	2022	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income (loss)	\$ 68,954	\$ 56,918	\$ (29,406)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Cost of land sales	155,692	301,247	15,304
Cost of home sales	29,692	20,022	—
Equity in (earnings) loss of from joint venture	(354)	1,409	—
Changes in operating assets and liabilities:			
Land under development	(92,618)	(73,676)	(56,512)
Homes under construction	(11,425)	(18,700)	(4,058)
Receivables and other assets, net	(12,102)	(5,117)	6,828
Accrued management fees and reimbursements	21,663	(7,044)	(2,896)
Accounts payable and other liabilities	6,633	(2,494)	(16,602)
Net cash provided by (used in) operating activities	<u>166,135</u>	<u>272,565</u>	<u>(87,342)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Contributions to joint venture	(255)	(4,589)	—
Distributions from joint venture	1,243	195	—
Net cash provided by (used in) investing activities	<u>988</u>	<u>(4,394)</u>	<u>—</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Legacy Interest distributions	(16,465)	(50,976)	(76,272)
Payments of debt	(824)	(1,714)	(538)
Percentage Interest distributions	(140,512)	(204,327)	—
Net cash used in financing activities	<u>(157,801)</u>	<u>(257,017)</u>	<u>(76,810)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	9,322	11,154	(164,152)
CASH AND CASH EQUIVALENTS—Beginning of year	140,004	128,850	293,002
CASH AND CASH EQUIVALENTS—End of year	<u>\$ 149,326</u>	<u>\$ 140,004</u>	<u>\$ 128,850</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION—			
Cash paid for interest, all of which was capitalized to inventories	<u>\$ 7,797</u>	<u>\$ 12,037</u>	<u>\$ 3,190</u>

See notes to consolidated financial statements.

HERITAGE FIELDS LLC AND SUBSIDIARIES
(A Delaware Limited Liability Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. DESCRIPTION OF ORGANIZATION AND OPERATIONS

Heritage Fields LLC, a Delaware limited liability company (the “Company”), was formed on January 20, 2005. On July 12, 2005, the Company purchased property that was the site of the former Marine Corps Air Station, El Toro from the United States Department of the Navy (“Navy”), located in Irvine, California (the “Property”). On December 22, 2005, the Company conveyed its rights, title, and interests in the Property to the Company's subsidiary, Heritage Fields El Toro, LLC, a Delaware limited liability company (“HF El Toro”) at the Company’s original cost for the purpose of developing and selling homesites and certain commercial sites in a mixed-use and residential community located on the Company’s Property (the “Project”).

The Company has two classes of membership interests, Percentage Interests and Legacy Interests. The Company is managed by an Executive Committee comprised of representatives appointed by only the holders of Percentage Interests. The holders of Legacy Interests are entitled to receive certain priority distributions (see Note 6). The holders of the Percentage Interests will receive all other distributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation—The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and include the Company’s accounts and all of its direct and indirect wholly-owned subsidiaries’ accounts. All intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates—The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

Concentration of Credit Risk—The Company’s inventories are all located in Irvine, California. The Company is subject to risks incidental to the ownership, development, and operation of commercial and residential real estate. These include, among others, the risks normally associated with changes in the general economic climate in the communities in which the Company operates, trends in the real estate industry, availability of land for development, changes in tax laws, interest rate levels, availability of financing, and potential liability under environmental and other laws.

The Company’s credit risk relates primarily to cash and cash equivalents, notes receivable and contract assets. Cash accounts at certain institutions are currently insured by the Federal Deposit Insurance Corporation up to \$250,000 in aggregate. At various times the Company maintained cash account balances in excess of insured amounts.

Cash equivalents—Cash equivalents are short-term investments that have original maturity dates of three months or less. The carrying amount approximates fair value due to the short-term nature of these investments.

Land under development—Land under development is stated at cost, unless it is determined to be impaired, in which case the impaired land under development is written down to fair value. Land under development includes land, land development costs, real estate taxes, and interest related to development. Included in land development costs are costs to entitle and permit the land for its intended use; costs incurred for infrastructure projects, such as schools, sewer, and roads; and site costs such as grading and amenities to bring the land to a finished state. Certain land development costs are reimbursable through development or other agreements with City of Irvine (the “City”) or other agencies or recoverable through insurance or other agreements and offset costs when received. Total reimbursements and recoveries were \$43.7 million, \$52.1 million and \$9.3 million for the years ended December 31, 2022, 2021 and 2020, respectively. Development overhead and selling expenses are expensed as incurred.

Cost of land sales are allocated to residential homesites and commercial sites within the Project using the relative sales value method. Since this method requires the Company to estimate future development costs and expected revenue for the entire Project, the profit margin on subsequent land sales will be affected by both changes in the estimated total revenues, as well as any changes in the estimated total development costs of the Project. Accordingly, these estimates are reviewed regularly and revised for changes in actual experience, changes in revenue and cost estimates and changes in development plans. Given that development expenditures are capitalized to land under development and reflected in the consolidated statements of operations over the periods in which the Company has land sales, which generally includes future periods, the non-cash cost of land sales are reflected as an add back to net income in the consolidated statements of cash flows.

Land under development is reviewed for potential impairment when events or changes in circumstances indicate that the carrying value of land under development may not be recoverable. Impairment indicators for the Project include, but are not limited to significant increases in land development costs, significant decreases in pace and pricing of home sales within the Project and surrounding areas, and political and societal events that may negatively impact the local economy. There were no impairments identified for the years ended December 31, 2022, 2021 and 2020.

Homes under construction—Homes under construction are a result of a fee build agreement with an unrelated third-party ("Fee Builder") that the Company contracted to build and act as a sales agent for a population of residential homes within the Project. The Fee Builder initially incurs all costs to build, market and sell the residential homes and the Company reimburses the Fee Builder as construction progresses. The Company pays the Fee Builder a fixed monthly overhead allowance for its services to construct, manage and maintain the homes during the construction process that is capitalized to homes under construction as incurred. Land, land development, amenities and home construction costs attributed to the fee build agreement are capitalized to homes under construction and allocated to cost of sales using the relative sales value method when homes are sold. The Company sets and approves the price at which the completed homes will be sold to homebuyers and upon the closing of a residential home to a third-party homebuyer, the Fee Builder will receive additional fees that are expensed as a cost of the home sale. Costs incurred for tangible assets constructed solely for model homes directly used in the sale process such as sales offices, design studios, landscaping, and furnishings are capitalized to receivables and other assets, net on the accompanying consolidated balance sheets and were depreciated over the expected selling life of the fee build community which was complete as of December 31, 2022. All other selling and marketing costs, such as commissions and advertising, are expensed as incurred.

Homes under construction are reviewed for potential impairment when events or changes in circumstances indicate that the carrying value of the homes may not be recoverable. Impairment indicators for the homes include, but are not limited to significant increases in construction costs, significant decreases in pace and pricing of home sales for the Project and surrounding areas, and political and societal events that may negatively impact the local economy. No impairments were identified for the years ended December 31, 2022, 2021 and 2020 and, as of December 31, 2022, all homes subject to the fee build agreement had been sold to homebuyers and closed escrow.

Investment in joint venture—For investments in entities that the Company does not control, but exercises significant influence, the Company uses the equity method of accounting. The Company's judgment with regard to control involves consideration of various factors including the form of ownership, representation of the entity's governance, and the ability to participate in policy-making decisions. Investments accounted for under the equity method of accounting are recorded at cost and adjusted for the Company's share of cash contributions, cash distributions, and gain or loss of the entity's earnings. The Company eliminates a portion of intra-entity profits resulting from land sales between the Company and the joint venture until the assets are sold to a third-party.

Note Receivables—Note receivables held by the Company are reflected at principal and accrued interest amounts due, net of an allowance for expected credit losses or discounts, if any. Interest payments are accrued in the period earned based on the stated interest rate and the outstanding principal balance, less any interest discounts stipulated by the note. Included in receivables and other assets, net on the accompanying consolidated balance sheets are notes and accrued interest receivables that the Company has with builders that are constructing affordable housing apartments on the Project ("Affordable Notes"). The Company records a discount on the principal balance for Affordable Notes when the note is zero interest bearing or contains other terms that are below market rate. Any such discount on Affordable Notes is capitalized as a project cost. The Company monitors the payment provisions of each note when determining past due or delinquency status. Additionally, the Company evaluates the carrying value of note and interest receivables at each reporting date to determine the need for an allowance for credit losses.

Revenue Recognition—Under Accounting Standards Codification ("ASC") Topic 606, *Revenue From Contracts With Customers* ("ASC 606"), revenues from land sales are recognized when the Company satisfies the performance obligation at a point in time, which typically occurs when the control of the land passes to its customers. Revenue is recognized in an amount that reflects the consideration the Company expects to be entitled to receive (i.e. the transaction price) in exchange for the transfer of land. The transaction price typically contains fixed and variable components in which the fixed consideration represents the stated purchase price for the land. Some of the Company's purchase and sale agreements contain a profit participation provision, a variable form of consideration, whereby the Company receives from homebuilders a portion of profit after the builder has received an agreed-upon margin. If the project profitability falls short of the participation threshold, no additional revenues are received. In most contracts, at the time of the land sale, the Company's estimate of profit participation, if any, is constrained, as there are significant factors outside of the Company's control that will impact whether participation thresholds will be met. In addition, some residential homesite sale agreements contain a provision requiring the homebuilder to pay a marketing fee per residence sold, as a percentage of the home sale price. Such fees are estimated as a variable consideration and the amount the Company expects to be entitled to receive is recognized as revenue at the time of land sale.

A contract asset or liability is recognized when the timing of the satisfaction of a performance obligation is different from the timing of the payments made by customers. Contract assets typically consist of estimates of contingent or variable consideration that has been included in the transaction price and recognized as revenue before the contingency is resolved and

the contractual payment is due. Contract liabilities typically consist of payments received prior to satisfying the associated performance obligation. Changes in estimates of variable components of transaction prices could result in cumulative catch-up adjustments to revenue in periods after the Company transfers control of the land to the builder. Profit participation revenue of \$19.6 million, \$6.7 million and \$3.6 million were recognized for the years ended December 31, 2022, 2021 and 2020, respectively.

Home sale revenues are recognized at the time of escrow closing, when title to and possession of the home is transferred to the homebuyer, and the single performance obligation of the Company, the delivery of a completed home, has been satisfied.

Fair Value Measurements—The accounting guidance for fair value measurements and disclosures emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, the guidance establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity and the reporting entity's own assumptions about market participant assumptions. The hierarchy classifies the inputs used to determine fair value into three levels as follows:

Level 1—Quoted prices for identical instruments in active markets.

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

Level 3—Significant inputs to the valuation model are unobservable.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and consideration of factors specific to the asset or liability.

Income Taxes—The consolidated financial statements contain no provision for income taxes since the income or loss of the Company flows through to the members who are responsible for including their share of the taxable results of operations on their respective tax returns.

Accounting Standards Updates—In June 2016, the Financial Accounting Standards Board issued Accounting Standards Update No. 2016-13, *Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* ("ASU No. 2016-13") which amends the guidance on the impairment of financial instruments, including most debt instruments, trade receivables and loans. ASU No. 2016-13 adds to GAAP an impairment model known as the current expected credit loss model that is based on expected losses rather than incurred losses. Under the new guidance, an entity recognizes as an allowance its estimate of expected credit losses for instruments measured at amortized cost, resulting in a net presentation of the amount expected to be collected on the financial asset. The Company adopted ASU No. 2016-13 on January 1, 2020 using a modified retrospective approach resulting in a cumulative adjustment to Members' Capital of \$1.1 million upon adoption.

3. RECEIVABLES AND OTHER ASSETS, net

Receivables and other assets, net as of December 31, 2022 and 2021, consisted of the following (in thousands):

	December 31,	
	2022	2021
Affordable notes, net	\$ 16,097	\$ 15,425
Marketing fee contract assets (see Note 7)	8,946	14,141
Other contract assets	16,625	—
Total receivables and other assets, net	<u>\$ 41,668</u>	<u>\$ 29,566</u>

Principal and interest collected on affordable notes, net, was \$3.1 million, \$0.3 million and \$2.4 million for the years ended December 31, 2022, 2021 and 2020, respectively. Interest income on affordable notes, net, was \$0.3 million, \$0.4 million and \$0.2 million for the years ended December 31, 2022, 2021 and 2020, respectively, and are included in interest income on the accompanying consolidated statements of operations. At December 31, 2022 and 2021, the Company had an allowance for credit loss of \$1.5 million and \$1.0 million, respectively, associated with the affordable notes.

For the years ended December 31, 2022, 2021 and 2020, marketing fee revenue of \$2.0 million, \$9.5 million and \$0.9 million, respectively, is included in land sale revenues in the accompanying consolidated statements of operations. Of these amounts,

\$0.6 million, \$9.1 million and \$0.5 million, respectively, represent marketing fee estimates recorded as contract assets when escrow closed with the homebuilder. Receipts of contractual amounts were \$5.8 million, \$4.3 million and \$4.6 million for the years ended December 31, 2022, 2021 and 2020, respectively, and reduced the carrying amount of the contract assets.

The Company's other contract assets as of December 31, 2022, consisted of consideration held in escrow from the sale of commercial land that closed during 2022. The balance primarily relates to variable consideration from the commercial land sale that the Company expects to be entitled to receive.

4. DEBT

In 2010, HF El Toro entered into an unsecured cash flow participation agreement in connection with a series of transfers, payoffs, and pay downs related to its then outstanding loan facility ("Debt Restructure"). The cash flow participation agreement, was determined to be a new debt instrument and in accordance with ASC 470-50, *Modifications and Extinguishments* was recorded at its fair value on the date of the Debt Restructure. Under the terms of the participation agreement, 4.66% of capital distributions (as defined in the participation agreement) made by HF El Toro are due to the holder of the participation agreement. When a participation payment is made or reasonably assured to be made, the Company uses a proportional interest method to determine the portion of the payment that represents interest expense and the portion applied to the principal. The principal carrying balance of the participation agreement was \$2.8 million and \$3.7 million as of December 31, 2022 and 2021, respectively, and is included in debt on the accompanying consolidated balance sheets.

Total interest incurred related to the participation agreement during the years ended December 31, 2022 and 2021 was \$7.8 million and \$12.0 million, respectively, and was capitalized to land under development in the accompanying consolidated balance sheets. No interest was incurred during the year ended December 31, 2020.

5. ACCOUNTS PAYABLE AND OTHER LIABILITIES

Accounts payable and other liabilities as of December 31, 2022 and 2021, consisted of the following (in thousands):

	<u>2022</u>	<u>2021</u>
Accounts payable	\$ 12,265	\$ 5,289
Other liabilities:		
Accrued liabilities	12,446	10,460
Development obligations	4,182	6,575
Total accounts payable and other liabilities	<u>\$ 28,893</u>	<u>\$ 22,324</u>

6. REDEEMABLE LEGACY INTERESTS

The Legacy Interest is classified as temporary equity and reported on the consolidated balance sheet as Redeemable Legacy Interests. The Legacy Interests are not reported as permanent equity within Members' Capital as management believes that it is probable that the Legacy Interests will be fully redeemed through distributions of available cash in accordance with the terms of the amended and restated limited liability company agreement.

The holders of Legacy Interests were entitled to receive i) \$476.0 million in priority distributions over Percentage Interests, plus ii) an amount up to \$89.0 million in distributions paid jointly with distributions to holders of Percentage Interests. Distributions of \$16.5 million, \$51.0 million and \$76.3 million were made to holders of the Legacy Interest during the years ended December 31, 2022, 2021 and 2020, respectively. As of December 31, 2021, the \$476.0 million priority distributions had been fully paid and at December 31, 2022 \$66.3 million in Legacy Interests to be paid jointly with distributions to holders of Percentage Interests were outstanding. After the cumulative distributions to the holders of Legacy Interests has reached \$565.0 million, the Legacy Interest will no longer be deemed outstanding.

7. RELATED PARTY TRANSACTIONS

Management Fee

HF El Toro and Five Point Communities Management, Inc., as nominee for the benefit of Five Point Communities, LP (the "Management Company"), are parties to a development management agreement in which the Management Company has been engaged to manage the development of the Project and to generally supervise the day-to-day affairs of the Project. The Management Company is an affiliate of a member of the Company that holds a 37.5% Percentage Interest. The development management agreement was amended and restated on May 2, 2016 and subsequently amended and restated on April 21, 2017

("A&R DMA") to among other things, extend the initial term until December 2021 with up to five years of additional renewal periods, subject to a mutual agreement of parties. The A&R DMA's initial term was extended by mutual agreement of the parties to December 31, 2022 (the "2022 Extension") and in December 2022, an amendment to the A&R DMA was entered into in which the A&R DMA was renewed through December 31, 2024 (the "First Renewal Term Amendment").

Compensation under the A&R DMA includes a base fee, reimbursable general and administrative expenses and incentive compensation. The base annualized management fee for the initial term of the A&R DMA was subject to annual increases for changes in a specified consumer price index. The total annual base management fee incurred for the years ended December 31, 2022, 2021 and 2020 was \$9.3 million, \$6.8 million and \$6.8 million, respectively, and is included in management fee in the accompanying consolidated statements of operations. Incentive compensation payable to the Management Company is calculated generally as 9% of distributions in excess of the priority \$476.0 million Legacy Interests. The 2022 Extension and First Renewal Term Amendment of the A&R DMA did not change the incentive compensation provisions of the A&R DMA. If the A&R DMA is not extended by mutual agreement of the Company and the Management Company beyond December 31, 2024, then the Management Company will remain entitled to future incentive compensation payments at a reduced rate equal to 6.75% of Distributions paid thereafter. Total incentive compensation management fee expense incurred with respect to the A&R DMA for the years ended December 31, 2022, 2021 and 2020 was \$34.8 million, \$19.1 million and \$2.0 million, respectively, and is included in management fee in the accompanying consolidated statements of operations. The amount incurred for the years ended December 31, 2022, 2021 and 2020 represents an estimated amount of incentive compensation attributed to services provided during the periods that are determined to be probable of being paid. Management's estimate is based on various underlying assumptions which include but are not limited to, the current and projected performance of the Project and the resulting cash that will be available for distributions. Changes in the estimated amount of aggregate payments probable of being made are recognized as a cumulative adjustment in the period the estimate changes. Actual payments of incentive compensation may differ materially from current estimates. During the years ended December 31, 2022 and 2021, the Company paid \$14.2 million and \$20.7 million, respectively, in non-legacy incentive compensation and \$1.7 million and \$0.6 million, respectively, in legacy incentive compensation to the Management Company. No amounts were paid in 2020. As of December 31, 2022 and 2021, \$95.9 million and \$77.6 million, respectively, was accrued for incentive compensation management fees due to the Management Company, and is included in accrued management fees and reimbursements in the accompanying consolidated balance sheets.

Included in selling, general and administrative costs and expenses in the accompanying consolidated statements of operations for the years ended December 31, 2022, 2021 and 2020 are \$3.1 million, \$11.2 million and \$11.4 million, respectively, for general and administrative expenses incurred by the Management Company on behalf of the Company that were reimbursable under the A&R DMA. General and administrative expense reimbursements are settled in cash on a monthly basis. In connection with the 2022 Extension of the A&R DMA, the variable cost reimbursement component was eliminated from the A&R DMA, and the annualized base fee was increased to a fixed \$12.0 million. At December 31, 2022, no balance was accrued for general and administrative expense reimbursements. At December 31, 2021, \$2.9 million was accrued for general and administrative expense reimbursements and is included in accrued management fees and reimbursements in the accompanying consolidated balance sheets.

Commercial Sub-Management Agreement

Effective June 30, 2013, HF El Toro terminated its commercial development sub-management agreement ("Sub-MA") with a member of the Company that holds a 12.5% Percentage Interest and a 12.5% Legacy Interest in the Company. Under the terms of the Sub-MA, certain incentive compensation provisions were vested upon termination. Incentive compensation payments become payable, calculated generally, as 2% of distributions (as defined in the Sub-MA) in excess of the first \$476 million of priority Legacy Interests. As of December 31, 2022 and 2021, \$28.4 million and \$23.0 million, respectively, of incentive compensation management fee pertaining to the Sub-MA was accrued and is included in accrued management fees and reimbursements in the accompanying consolidated balance sheets. The amount accrued at December 31, 2022 and 2021 represents an estimated amount of incentive compensation determined to be earned and probable of being paid. Management's estimate is based on various underlying assumptions which include but are not limited to, the current and projected performance of the Project and the resulting cash that will be available for distributions. Changes in the estimated amount of aggregate payments probable of being made in future periods will be recognized as a cumulative adjustment to management fee expense in the period the estimate changes. Actual payments of incentive compensation may differ materially from current estimates. During the years ended December 31, 2022 and 2021, the Company paid \$3.5 million and \$4.6 million in incentive compensation pertaining to the Sub-MA. No amounts were paid in 2020.

Purchase and Sale and Development Agreements

In the normal course of business, the Company may enter into purchase and sale agreements, development agreements or other contracts with the Company's Joint Venture or the Company's members or affiliates of members.

Land sale revenues recognized from related party transactions and included in the accompanying consolidated statements of operations during the years ended December 31, 2022, 2021 and 2020 are as follows (in thousands):

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Land sales	\$ —	\$ 56,112	\$ —
Profit participation	11,811	5,127	2,458
Marketing fees	709	1,558	204
Related party land sale revenues	<u>\$ 12,520</u>	<u>\$ 62,797</u>	<u>\$ 2,662</u>

Contract Asset

At December 31, 2022 and 2021, included in receivables and other assets, net on the accompanying consolidated balance sheets were related party contract assets of \$4.9 million and \$3.6 million, respectively, for variable land sale consideration attributed to marketing fees expected to be received.

Investment in Joint Venture

In 2021, the Company made a capital contribution of \$4.6 million to an entity (the “Landbank Venture”) organized for the purpose of taking assignment from homebuilders land purchase and sale agreements and purchasing residential lots within the Project while concurrently entering into option and development agreements with homebuilders in which the homebuilder retains the option to purchase the land to construct and sell homes. The Company has a 10% interest in the Landbank Venture, and most major decisions require the Company’s approval in addition to the approval of the Landbank Venture’s other unaffiliated member. The Company does not have a controlling financial interest in the Landbank Venture but has the ability to significantly influence the Landbank Venture’s operating and financial policies and accounts for the Landbank Venture under the equity method of accounting.

Subsequent to the Company’s investment in 2021, the Landbank Venture took assignment of certain purchase and sale agreements and purchased land from the Company for \$56.1 million while concurrently entering into option and development agreements with third-party homebuilders. When the Company sells land to the Landbank Venture, it eliminates its pro-rata share of the intra-entity profits generated from the sale through earnings (loss) from unconsolidated entities until the land is sold by the Landbank Venture to third-party homebuilders. During the years ended December 31, 2022 and 2021, the Company recognized equity in earnings of \$0.3 million and equity in loss of \$1.4 million, respectively, from the Landbank Venture. At December 31, 2022 and 2021, the carrying value of the Company’s investment in the Landbank Venture was \$2.3 million and \$3.0 million, respectively.

8. COMMITMENTS AND CONTINGENCIES

In the routine conduct of its business, the Company is subject to the usual obligations associated with entering into contracts for the purchase, development, and sale of real estate.

In the ordinary course of business and as a part of the entitlement and development process, the Company is required to provide performance bonds to ensure completion of certain development obligations. The Company had outstanding performance bonds of \$74.2 million and \$43.8 million as of December 31, 2022 and 2021, respectively.

On September 8, 2009, the Irvine City Council approved an Amended and Restated Development Agreement (the “ARDA”) between HF El Toro and the City (on behalf of itself and now as successor agency to the dissolved Irvine Redevelopment Agency, which Irvine Redevelopment Agency was an original party to the ARDA). The ARDA became effective on December 27, 2010 and obligated the Company to construct certain defined public infrastructure improvements (i.e. joint backbone improvements) in and around the Project. The Company will have the right to reimbursement for a portion of the public infrastructure improvement costs from the City of Irvine Community Facilities District No. 2013-3 (“CFD”). The CFD is supported by special taxes levied on landowners within the improvement areas of the CFD. The CFD will also fund certain improvements, operations and maintenance costs of the Orange County Great Park (the “Park”). The Company, as a landowner within the improvement areas will be subject to the special taxes while it owns land within the improvement areas.

On November 26, 2013, HF El Toro and the City entered into a second adjacent landowner agreement (“ALA II”) in which HF El Toro committed to construct or cause the construction of a portion of the Park (the “Great Park Improvements”), which otherwise would have been an obligation of the City to construct under the terms of the ARDA. In addition to the Great Park Improvements, the ALA II and a memorandum of understanding (“MOU”) regarding funding of Marine Way infrastructure improvements committed HF El Toro to perform on certain other defined items as well as it committed HF El Toro to make \$20.0 million of certain direct payments to the City beginning in August 2016. As of December 31, 2022 and 2021, the carrying balance of amounts payable to the City totaled \$1.2 million and \$2.4 million, respectively, and is included within accounts payable and other liabilities on the consolidated balance sheets. At December 31, 2022, the Company estimated the present value of the direct payments to equal their carrying amounts. The Company made \$1.3 million in payments to the City

under the ALA II and MOU for each of the years ended December 31, 2022 and 2021. Amortization expense, all of which was capitalized to inventories, totaled \$0.1 million for each of the years ended December 31, 2022 and 2021. As also defined in the agreements, HF El Toro will have the right to receive up to an additional \$40.0 million in CFD reimbursements for public infrastructure components of the Great Park Improvements.

During 2019, the Company and the City entered into an amendment to ALA II. The amendment altered the scope of the Great Park Improvements to include water polo, basketball and volleyball facilities that would initially be paid for by the Company and ultimately reimbursed to the Company by the CFD.

In October 2022, the Company and the City entered into the Framework Plan Implementation Agreement (“FPIA”). The FPIA terminates ALA II, as amended, upon the effective date of the FPIA and restructures the Company’s remaining development obligations to the City. Additionally, the Company agreed to pay \$18.0 million to the City upon the City completing certain administrative steps but no sooner than 2025. The FPIA will become effective after a series of approvals and administrative actions are completed in connection with the formation of the new City of Irvine Communities Facilities District No. 2013-3B (“CFD 2013-3B”), which is expected to occur in 2023. CFD 2013-3B will replace the existing CFD for those development districts where development by the Company has not yet occurred. Due to the fact that the FPIA is not yet effective as of December 31, 2022, the Company has not recorded any obligation for payment to the City on the accompanying consolidated balance sheet as of December 31, 2022.

The Company may be a party to various claims, legal actions, and complaints arising in the ordinary course of business. The Company believes, the disposition of these other matters would not have a material adverse effect on the Company’s consolidated financial condition, results of operations, or cash flows.

As a significant landowner, developer, and holder of commercial properties, there exists the possibility that environmental contamination conditions exist that would require the Company to take corrective action. The Company believes any potential costs will not materially affect its consolidated financial statements.

9. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through March 3, 2023 the date the consolidated financial statements were issued, and has determined that, other than as disclosed, no events or transactions have occurred subsequent to December 31, 2022 that require adjustments to or disclosure in the Company’s consolidated financial statements.

* * * * *

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Daniel Hedigan, certify that:

1. I have reviewed this annual report on Form 10-K of Five Point Holdings, LLC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 3, 2023

/s/ Daniel Hedigan

Daniel Hedigan

Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Leo Kij, certify that:

1. I have reviewed this annual report on Form 10-K of Five Point Holdings, LLC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 3, 2023

/s/ Leo Kij

Leo Kij

Interim Chief Financial Officer

(Principal Financial and Accounting Officer)

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

In connection with the Annual Report of Five Point Holdings, LLC (the “Company”) on Form 10-K for the period ended December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

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

Date: March 3, 2023

/s/ Daniel Hedigan

Daniel Hedigan

Chief Executive Officer

(Principal Executive Officer)

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

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

In connection with the Annual Report of Five Point Holdings, LLC (the “Company”) on Form 10-K for the period ended December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

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

Date: March 3, 2023

/s/ Leo Kij

Leo Kij

Interim Chief Financial Officer
*(Principal Financial and Accounting
Officer)*

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

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FIVE POINT HOLDINGS, LLC
SHAREHOLDER INFORMATION

Corporate Headquarters

2000 FivePoint, 4th Floor
Irvine, CA 92618
www.fivepoint.com

Annual Meeting

The Annual Shareholders' Meeting will be held at 1:00 p.m. PDT on Wednesday, June 7, 2023 via live webcast at www.virtualshareholdermeeting.com/FPH2023.

Registrar and Transfer Agent

Computershare Investor Services
PO Box 505000
Louisville, KY 40233-5000
www.computershare.com/us

Listing

The Class A common shares of Five Point Holdings, LLC are traded on the New York Stock Exchange under the symbol "FPH."

Independent Registered Public Accounting Firm

Deloitte & Touche LLP
695 Town Center Drive
Costa Mesa, CA 92626

Investor Relations

investor.relations@fivepoint.com

FORWARD-LOOKING STATEMENTS

Any statements in this Annual Report that are not entirely historical in nature constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. For important information regarding forward-looking statements, please read the "Cautionary Statement Regarding Forward-Looking Statements" in the Company's Annual Report on Form 10-K for the year ended December 31, 2022.



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Irvine, California 92618

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