

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

Form 10-K  
 ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934  
For the fiscal year ended  
OCTOBER 31, 2020

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

**Commission file number: 1-8551**

**Hovnanian Enterprises, Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation or Organization)

**22-1851059**  
(I.R.S. Employer Identification No.)

**90 Matawan Road, Fifth Floor, Matawan, NJ**  
(Address of Principal Executive Offices)

**07747**  
(Zip Code)

**732-747-7800**  
(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 Stock \$0.01 par value per share	HOV	New York Stock Exchange
Preferred Stock Purchase Rights(1)	N/A	New York Stock Exchange
Depository Shares each representing 1/1,000th of a share of 7.625% Series A Preferred Stock	HOVNP	Nasdaq Global Market

(1) Each share of Common Stock includes an associated Preferred Stock Purchase Right. Each Preferred Stock Purchase Right initially represents the right, if such Preferred Stock Purchase Right becomes exercisable, to purchase from the Company one ten-thousandth of a share of its Series B Junior Preferred Stock for each share of Common Stock. The Preferred Stock Purchase Rights currently cannot trade separately from the underlying Common Stock.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933. 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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  Nonaccelerated 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.

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 the voting and nonvoting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity as of April 30, 2020 (the last business day of the registrant's most recently completed second fiscal quarter) was \$64,080,000.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. 5,520,359 shares of Class A Common Stock and 622,201 shares of Class B Common Stock were outstanding as of December 11, 2020.

## HOVNANIAN ENTERPRISES, INC.

## DOCUMENTS INCORPORATED BY REFERENCE:

Part III — Those portions of the registrant’s definitive proxy statement to be filed pursuant to Regulation 14A in connection with registrant’s annual meeting of stockholders to be held on March 30, 2021, which are responsive to those parts of Part III, Items 10, 11, 12, 13 and 14 as identified herein.

[Table of Contents](#)FORM 10-K  
TABLE OF CONTENTS

<b>Item</b>		<b>Page</b>
	<b><u>PART I</u></b>	<b><u>4</u></b>
1	<a href="#">Business</a>	<a href="#">4</a>
1A	<a href="#">Risk Factors</a>	<a href="#">11</a>
1B	<a href="#">Unresolved Staff Comments</a>	<a href="#">21</a>
2	<a href="#">Properties</a>	<a href="#">21</a>
3	<a href="#">Legal Proceedings</a>	<a href="#">21</a>
4	<a href="#">Mine Safety Disclosures</a>	<a href="#">21</a>
	<a href="#">Information About Our Executive Officers</a>	<a href="#">21</a>
	<b><u>PART II</u></b>	<b><u>21</u></b>
5	<a href="#">Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	<a href="#">21</a>
6	<a href="#">Selected Financial Data</a>	<a href="#">22</a>
7	<a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a>	<a href="#">23</a>
7A	<a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	<a href="#">47</a>
8	<a href="#">Financial Statements and Supplementary Data</a>	<a href="#">48</a>
9	<a href="#">Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>	<a href="#">48</a>
9A	<a href="#">Controls and Procedures</a>	<a href="#">48</a>
9B	<a href="#">Other Information</a>	<a href="#">48</a>
	<b><u>PART III</u></b>	<b><u>49</u></b>
10	<a href="#">Directors, Executive Officers and Corporate Governance</a>	<a href="#">49</a>
11	<a href="#">Executive Compensation</a>	<a href="#">50</a>
12	<a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	<a href="#">50</a>
13	<a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	<a href="#">50</a>
14	<a href="#">Principal Accountant Fees and Services</a>	<a href="#">50</a>
	<b><u>PART IV</u></b>	<b><u>50</u></b>
15	<a href="#">Exhibits and Financial Statement Schedules</a>	<a href="#">50</a>
16	<a href="#">Form 10-K Summary</a>	<a href="#">55</a>
	<a href="#">Signatures</a>	<a href="#">56</a>

[Table of Contents](#)**PART I****ITEM 1****BUSINESS**

## Business Overview

Hovnanian Enterprises, Inc. (“HEI”) conducts all of its homebuilding and financial services operations through its subsidiaries (references herein to the “Company”, “we”, “us” or “our” refer to HEI and its consolidated subsidiaries and should be understood to reflect the consolidated business of HEI’s subsidiaries). Through its subsidiaries, HEI designs, constructs, markets, and sells single-family detached homes, attached townhomes and condominiums, urban infill, and active lifestyle homes in planned residential developments and is one of the nation’s largest builders of residential homes. Founded in 1959 by Kevork Hovnanian, HEI was incorporated in New Jersey in 1967 and reincorporated in Delaware in 1983. Since the incorporation of HEI’s predecessor company, the Company combined with its unconsolidated joint ventures have delivered in excess of 349,000 homes, including 6,414 homes in fiscal 2020. The Company has two distinct operations: homebuilding and financial services. Our homebuilding operations consist of six

segments: Northeast, Mid-Atlantic, Midwest, Southeast, Southwest and West. Our financial services operations provide mortgage loans and title services to the customers of our homebuilding operations.

We are currently, excluding unconsolidated joint ventures, offering homes for sale in 116 communities in 23 markets in 14 states throughout the United States. We market and build homes for first-time buyers, first-time and second-time move-up buyers, luxury buyers, active lifestyle buyers and empty nesters. We offer a variety of home styles at base prices ranging from \$153,000 to \$2,072,000 with an average sales price, including options, of \$396,000 nationwide in fiscal 2020.

Our operations span all significant aspects of the home-buying process – from design, construction, and sale, to mortgage origination and title services.

The following is a summary of our growth history:

1959 - Founded by Kevork Hovnanian as a New Jersey homebuilder.

1983 - Completed initial public offering.

1986 - Entered the North Carolina market through the investment in New Fortis Homes.

1992 - Entered the greater Washington, D.C. market.

1994 - Entered the Coastal Southern California market.

1998 - Expanded in the greater Washington, D.C. market through the acquisition of P.C. Homes.

1999 - Entered the Dallas, Texas market through our acquisition of Goodman Homes. Further diversified and strengthened our position as New Jersey's largest homebuilder through the acquisition of Matzel & Mumford.

2001 - Continued expansion in the greater Washington D.C. and North Carolina markets through the acquisition of Washington Homes. This acquisition further strengthened our operations in each of these markets.

2002 - Entered the Central Valley market in Northern California and Inland Empire region of Southern California through the acquisition of Forecast Homes.

2003 - Expanded operations in Texas and entered the Houston market through the acquisition of Parkside Homes and Brighton Homes. Entered the greater Ohio market through our acquisition of Summit Homes and entered the greater metro Phoenix market through our acquisition of Great Western Homes.

2004 - Entered the greater Tampa, Florida market through the acquisition of Windward Homes and started operations in the Minneapolis/St. Paul, Minnesota market.

2005 - Entered the Orlando, Florida market through our acquisition of Cambridge Homes and entered the greater Chicago, Illinois market and expanded our position in Florida and Minnesota through the acquisition of the operations of Town & Country Homes, which occurred concurrently with our entering into a joint venture with affiliates of Blackstone Real Estate Advisors to own and develop Town & Country Homes' existing residential communities. We also entered the Cleveland, Ohio market through the acquisition of Oster Homes.

2006 - Entered the coastal markets of South Carolina and Georgia through the acquisition of Craftbuilt Homes.

During fiscal 2016, we exited the Minneapolis, Minnesota and Raleigh, North Carolina markets and sold land portfolios in those markets. During fiscal 2018, we completed a wind down of our operations in the San Francisco Bay area in Northern California and in Tampa, Florida. During fiscal 2020, we began a wind down of our operations in the Chicago, Illinois market.

---

[Table of Contents](#)

### **Geographic Breakdown of Markets by Segment**

The Company markets and builds homes that are constructed in 14 of the nation's top 50 housing markets. We segregate our homebuilding operations geographically into the following six segments:

Northeast: New Jersey and Pennsylvania

Mid-Atlantic: Delaware, Maryland, Virginia, Washington, D.C. and West Virginia

Midwest: Illinois and Ohio

Southeast: Florida, Georgia and South Carolina

Southwest: Arizona and Texas

West: California

For financial information about our segments, see Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations."

## Employees

We employed 1,697 full-time employees (whom we refer to as associates) as of October 31, 2020.

Successful execution of our strategy is dependent on attracting, developing and retaining key employees and members of our management team. The skills, experience and industry knowledge of our employees significantly benefit our operations and performance. We continuously evaluate, modify, and enhance our internal processes and technologies to increase employee engagement, productivity, and efficiency opportunities, skills, and resources they need to be successful. For example, as discussed further below, we have a dedicated training department focused on providing offerings designed to provide our associates with the knowledge, attitudes, skills and habits necessary to succeed in their jobs through online and webinar training in sales, construction, administration and managerial skills.

## Corporate Offices and Available Information

Our corporate offices are located at 90 Matawan Road, Fifth Floor, Matawan, New Jersey 07747 (See Item 2-Properties). Our telephone number is 732-747-7800, and our Internet web site address is [www.khov.com](http://www.khov.com). Information available on or through our web site is not a part of this Form 10-K. We make available free of charge through our web site our Annual Report 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, as amended ("Exchange Act"), as soon as reasonably practicable after they are filed with, or furnished to, the Securities and Exchange Commission (SEC). Copies of the Company's Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to these reports are available free of charge upon request. The SEC maintains an Internet site (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

## Business Strategies

Given our belief in the long-term recovery of the homebuilding market, we remain focused on identifying new land parcels, which are critical to improving our financial performance. As discussed previously, we were limited in our ability to invest in land purchases in fiscal 2016 and 2017 due to significant debt maturities that we were unable to refinance and therefore had to pay at maturity. This reduction of investment led to a decrease in community count and revenues, which impacted our overall profitability. In the fourth quarter of fiscal 2016 and in July 2017, we were able to refinance certain of our debt maturities and again in fiscal 2019 and fiscal 2020 the Company entered into certain financing transactions which extended our debt maturities. These transactions provided us with the long term capital needed to implement our strategy to invest in land to grow the business to more significant profitability. However, there is typically a significant time lag from when we first control lots until the time that we open a community for sale. This timeline can vary significantly from a few months (in a market such as Houston) to three to five plus years (in a market such as New Jersey). For seven consecutive quarters through the third quarter of fiscal 2019, our total number of lots controlled increased as compared to the same period of the prior year. This growth in lot control led to increased community count in fiscal 2019, which along with faster absorption pace per community, allowed us to increase fiscal 2020 deliveries by 15.0% over fiscal 2019, and increased our October 31, 2020 backlog by 55.3% over October 31, 2019. We continue to see opportunities to purchase land at prices that make economic sense in light of our current sales prices and sales paces and plan to continue actively pursuing such land acquisitions. New land purchases at pricing that we believe will generate appropriate investment returns and drive greater operating efficiencies are needed to return to sustained profitability.

In addition to our current focus on maintaining adequate liquidity and evaluating new investment opportunities, we intend to continue to focus on our historic key business strategies, as enumerated below. We believe that these strategies separate us from our competitors in the residential homebuilding industry and the adoption, implementation and adherence to these principles will continue to benefit our business.

Our goal is to become a significant builder in each of the selected markets in which we operate, which will enable us to achieve powers and economies of scale and differentiate ourselves from most of our competitors.

As noted above, we offer a broad product array to provide housing to a wide range of customers. Our customers consist of first-time buyers, first-time and second-time move-up buyers, luxury buyers, active lifestyle buyers and empty nesters. Our diverse product array includes single-family detached homes, attached townhomes and condominiums, urban infill and active lifestyle homes.

---

## [Table of Contents](#)

We are committed to customer satisfaction and quality in the homes that we build. We recognize that our future success rests in the ability to deliver quality homes to satisfied customers. We seek to expand our commitment to customer service through a variety of quality initiatives. In addition, our focus remains on attracting and developing quality associates. We use several leadership development and mentoring programs to identify key individuals and prepare them for positions of greater responsibility within our Company.

We focus on achieving high return on invested capital. Each new community is evaluated based on its ability to meet or exceed internal rate of return requirements. Our belief is that the best way to create lasting value for our shareholders is through a strong focus on return on invested capital.

We prefer to use a risk-averse land acquisition strategy. We attempt to acquire land with a minimum cash investment and negotiate takedown options, thereby limiting the financial exposure to the amounts invested in property and predevelopment costs. This approach significantly reduces our risk and generally allows us to obtain necessary development approvals before acquisition of the land.

Our strategy includes homebuilding and land development joint ventures as a means of controlling lot positions, expanding our market opportunities, establishing strategic alliances, reducing our risk profile, leveraging our capital base and enhancing our returns on capital. Our homebuilding joint ventures are generally entered into with third-party investors to develop land and construct homes that are sold directly to home buyers. Our land development joint ventures include those with developers and other homebuilders, as well as financial investors to develop finished lots for sale to the joint venture's members or other third parties.

We manage our financial services operations to better serve all of our home buyers. Our current mortgage financing and title service operations enhance our contact with customers and allow us to coordinate the home-buying experience from beginning to end.

## Operating Policies and Procedures

We attempt to reduce the effect of certain risks inherent in the housing industry through the following policies and procedures:

*Training* - Our training is designed to provide our associates with the knowledge, attitudes, skills and habits necessary to succeed in their jobs. Our training department regularly conducts online or webinar training in sales, construction, administration and managerial skills.

*Land Acquisition, Planning, and Development* - Before entering into a contract to acquire land, we complete extensive comparative studies and analyses which assist us in evaluating the economic feasibility of such land acquisition. We generally follow a policy of acquiring options to purchase land for future community developments.

- Where possible, we acquire land for future development through the use of land options, which need not be exercised before the completion of the regulatory approval process. We attempt to structure these options with flexible takedown schedules rather than with an obligation to take down the entire parcel upon receiving regulatory approval. If we are unable to negotiate flexible takedown schedules, we will buy parcels in a single bulk purchase. Additionally, we purchase improved lots in certain markets by acquiring a small number of improved lots with an option on additional lots. This allows us to minimize the economic costs and risks of carrying a large land inventory, while maintaining our ability to commence new developments during favorable market periods.
- Our option and purchase agreements are typically subject to numerous conditions, including, but not limited to, our ability to obtain necessary governmental approvals for the proposed community. Generally, the deposit on the agreement will be returned to us if all approvals are not obtained, although predevelopment costs may not be recoverable. By paying an additional nonrefundable deposit, we have the right to extend a significant number of our options for varying periods of time. In most instances, we have the right to cancel any of our land option agreements by forfeiture of our deposit on the agreement. In fiscal 2020, 2019 and 2018, rather than purchase additional lots in underperforming communities, we took advantage of this right and walked away from 3,900 lots, 5,153 lots and 2,777 lots, respectively, out of 20,204 total lots, 23,157 total lots and 20,387 total lots, respectively, under option, resulting in pretax charges of \$6.8 million, \$3.6 million and \$1.4 million, respectively.

*Design* - Our residential communities are generally located in urban and suburban areas easily accessible through public and personal transportation. Our communities are designed as neighborhoods that fit existing land characteristics. We strive to create diversity within the overall planned community by offering a mix of homes with differing architecture, textures and colors. Recreational amenities, such as swimming pools, tennis courts, clubhouses, open areas and tot lots, are frequently included.

*Construction* - We design and supervise the development and building of our communities. Our homes are constructed according to standardized prototypes, which are designed and engineered to provide innovative product design while attempting to minimize costs of construction. We generally employ subcontractors for the installation of site improvements and construction of homes. Agreements with subcontractors are generally short term and provide for a fixed price for labor and materials. We rigorously control costs through the use of computerized monitoring systems.

Because of the risks involved in speculative building, our general policy is to construct an attached condominium or townhouse building only after signing contracts for the sale of at least 50% of the homes in that building. A majority of our single-family detached homes are constructed after the signing of a sales contract and mortgage approval has been obtained. This limits the buildup of inventory of unsold homes and the costs of maintaining and carrying that inventory.

---

[Table of Contents](#)

*Materials and Subcontractors* - We attempt to maintain efficient operations by utilizing standardized materials available from a variety of sources. In addition, we generally contract with subcontractors to construct our homes. We have reduced construction and administrative costs by consolidating the number of vendors serving certain markets and by executing national purchasing contracts with select vendors. In recent years, we have experienced some construction delays due to shortage of labor in certain markets like Houston, Dallas and Northern California. We cannot predict the extent to which shortages in necessary materials or labor may occur in these or other markets in the future.

*Marketing and Sales* - Our homes in residential communities are sold principally through on-site sales offices. In order to respond to our customers' needs and trends in housing design, we rely upon our internal market research group to analyze information gathered from, among other sources, buyer profiles, exit interviews at model sites, focus groups and demographic databases. We make use of our website, internet, newspaper, radio, television, magazine, billboard, video and direct mail advertising, special and promotional events, illustrated brochures and full-sized and scale model homes in our comprehensive marketing program. In addition, we have home design galleries in our Florida, Illinois, Ohio and Virginia markets, which offer a wide range of customer options to satisfy individual customer tastes.

In fiscal 2019, we established a national call center which is responsible for follow up generated by our web site and our digital marketing efforts. This call center has become a critical sales tool since the start of the COVID-19 pandemic. The call center supports our ability to swiftly respond to incoming customer leads, schedule and conduct virtual tours and video chats, as well as set-up in person model home tours.

*Customer Service and Quality Control* - In many of our markets, associates are responsible for customer service and preclosing quality control inspections as well as responding to post-closing customer needs. Prior to closing, each home is inspected and any necessary completion work is undertaken by us or our subcontractors. Our homes are enrolled in a standard limited warranty program which, in general, provides a homebuyer with a limited warranty for the home's materials and workmanship which follows each state's applicable statute of repose. All of the warranties contain standard exceptions, including, but not limited to, damage caused by the customer.

*Customer Financing* - We sell our homes to customers who generally finance their purchases through mortgages. Our financial services segment provides our customers with competitive financing and coordinates and expedites the loan origination transaction through the steps of loan application, loan approval, and closing and title services. We originate loans in each of the states in which we build homes. We believe that our ability to offer financing to customers on competitive terms as a part of the sales process is an important factor in completing sales.

During the year ended October 31, 2020, for the markets in which our mortgage subsidiaries originated loans, 10.0% of our home buyers paid in cash and 69.3% of our noncash home buyers obtained mortgages from our mortgage banking subsidiary. The loans we originated in fiscal 2020 were 69.1%

prime and 29.8% Federal Housing Administration/Veterans Affairs (“FHA/VA”). The remaining 1.1% of our loan originations represent loans which exceed conforming conventions.

We sell virtually all of the loans and loan-servicing rights that we originate within a short period of time. Loans are sold either individually or against forward commitments to institutional investors, including banks, mortgage banking firms, and savings and loan associations.

## Residential Development Activities

Our residential development activities include site planning and engineering, obtaining environmental and other regulatory approvals and constructing roads, sewer, water, and drainage facilities, recreational facilities, and other amenities and marketing and selling homes. These activities are performed by our associates, together with independent architects, consultants and contractors. Our associates also carry out long-term planning of communities. A residential development generally includes single-family detached homes and/or a number of residential buildings containing from two to 24 individual homes per building, together with amenities, such as club houses, swimming pools, tennis courts, tot lots and open areas.

Current base prices for our homes in contract backlog at October 31, 2020, range from \$153,000 to \$838,000 in the Northeast, from \$209,000 to \$2,072,000 in the Mid-Atlantic, from \$155,000 to \$671,000 in the Midwest, from \$220,000 to \$1,138,000 in the Southeast, from \$184,000 to \$669,000 in the Southwest and from \$263,000 to \$845,000 in the West. Closings generally occur and are typically reflected in revenues within six to nine months of when sales contracts are signed.

Information on homes delivered by segment for the year ended October 31, 2020, is set forth below:

<b>(Housing revenue in thousands)</b>	<b>Housing Revenues</b>	<b>Homes Delivered</b>	<b>Average Price</b>
Northeast	\$ 175,627	348	\$ 504,675
Mid-Atlantic	402,647	755	533,307
Midwest	225,334	727	309,950
Southeast	232,333	548	423,965
Southwest	743,301	2,233	332,871
West	472,786	1,075	439,801
<b>Consolidated total</b>	<b>\$ 2,252,028</b>	<b>5,686</b>	<b>\$ 396,065</b>
Unconsolidated joint ventures (1)	\$ 432,602	728	\$ 594,234

(1) Represents housing revenues and home deliveries for our unconsolidated homebuilding joint ventures for the period. We provide this data as a supplement to our consolidated results as an indicator of the volume managed in our unconsolidated joint ventures. See Note 20 to the Consolidated Financial Statements for a further discussion of our unconsolidated joint ventures.

The value of our net sales contracts, excluding unconsolidated joint ventures, increased 34.0% to \$2.8 billion for the year ended October 31, 2020 from \$2.1 billion for the year ended October 31, 2019. The number of homes contracted increased 30.2% to 6,953 in fiscal 2020 from 5,340 in fiscal 2019. The increase in the number of homes contracted occurred along with a 6.6% decrease in the average number of open-for-sale communities from 137 for fiscal 2019 to 128 for fiscal 2020. We contracted an average of 54.3 homes per average active selling community in fiscal 2020 compared to 39.0 homes per average active selling community in fiscal 2019, a 39.2% increase in sales pace per community as our performance per community improved in fiscal 2020 as compared to fiscal 2019.

## [Table of Contents](#)

Information on the value of net sales contracts by segment for the years ended October 31, 2020 and 2019, is set forth below:

<b>(Value of net sales contracts in thousands)</b>			<b>Percentage of Change</b>
	<b>2020</b>	<b>2019</b>	
Northeast	\$ 171,181	\$ 172,950	(1.0)%
Mid-Atlantic	510,229	385,862	32.2%
Midwest	272,170	219,266	24.1%
Southeast	270,277	233,645	15.7%
Southwest	872,630	677,244	28.9%
West	717,973	411,577	74.4%
<b>Consolidated total</b>	<b>\$ 2,814,460</b>	<b>\$ 2,100,544</b>	<b>34.0%</b>
Unconsolidated joint ventures(1)	\$ 571,926	\$ 431,419	32.6%

(1) Represents net contract dollars for our unconsolidated homebuilding joint ventures for the period. We provide this data as a supplement to our consolidated results as an indicator of the volume managed in our unconsolidated joint ventures. See Note 20 to the Consolidated Financial Statements for a further discussion of our unconsolidated joint ventures.

The following table summarizes our active selling communities under development as of October 31, 2020. The contracted not delivered and remaining homes available in our active selling communities are included in the consolidated total homesites under the total residential real estate chart in Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

## Active Selling Communities

	<b>Communities</b>	<b>Approved Homes</b>	<b>Homes Delivered</b>	<b>Contracted Not Delivered(1)</b>	<b>Remaining Homes Available(2)</b>
Northeast	2	733	309	130	294
Mid-Atlantic	17	4,025	1,861	557	1,607

Midwest	11	2,329	1,062	596	671
Southeast	9	2,596	997	298	1,301
Southwest	52	7,987	3,536	1,066	3,385
West	25	2,939	939	755	1,245
<b>Total</b>	<b>116</b>	<b>20,609</b>	<b>8,704</b>	<b>3,402</b>	<b>8,503</b>

(1) Includes 590 home sites under option.

(2) Of the total remaining homes available, 348 were under construction or completed (including 75 models and sales offices), and 5,012 were under option.

## Backlog

At October 31, 2020 and 2019, including unconsolidated joint ventures, we had a backlog of signed contracts for 4,820 homes and 2,652 homes, respectively, representing an 81.7% increase, with sales values aggregating \$1.8 billion and \$1.1 billion, respectively. The majority of our backlog at October 31, 2020 is expected to be completed and closed within the next six to nine months. At November 30, 2020 and 2019, our backlog of signed contracts, including unconsolidated joint ventures, was 5,089 homes and 2,775 homes, respectively, with sales values aggregating \$1.9 billion and \$1.1 billion, respectively. For information on our backlog excluding unconsolidated joint ventures, see the table on page 37 under Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations -Homebuilding.”

Sales of our homes typically are made pursuant to a standard sales contract that provides the customer with a statutorily mandated right of rescission for a period ranging up to 15 days after execution. This contract requires a nominal customer deposit at the time of signing. In addition, in the Northeast, and some sections of the Mid-Atlantic and Midwest, we typically obtain an additional 5% to 10% down payment due within 30 to 60 days after signing. In most markets, an additional deposit is required when a customer selects and commits to optional upgrades in the home. The contract may include a financing contingency, which permits customers to cancel their obligation in the event mortgage financing at prevailing interest rates (including financing arranged or provided by us) is unobtainable within the period specified in the contract. This contingency period typically is four to eight weeks following the date of execution of the contract. When housing values decline in certain markets, some customers cancel their contracts and forfeit their deposits. Cancellation rates are discussed further in Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Sales contracts are included in backlog once the sales contract is signed by the customer, which in some cases includes contracts that are in the rescission or cancellation periods. However, revenues from sales of homes are recognized in the Consolidated Statements of Operations, when title to the home is conveyed to the buyer, adequate initial and continuing investments have been received, and there is no continued involvement.

## [Table of Contents](#)

### Residential Land Inventory in Planning

It is our objective to control a supply of land, primarily through options, whenever possible, consistent with anticipated homebuilding requirements in each of our housing markets. Controlled land (land owned and under option) as of October 31, 2020, exclusive of communities under development described above under “Active Selling Communities” and excluding unconsolidated joint ventures, is summarized in the following table. The proposed developable home sites in communities in planning are included in the 26,344 consolidated total home sites under the total residential real estate table in Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 32.

### Communities in Planning

<b>(Dollars in thousands)</b>	<b>Number of Proposed Communities</b>	<b>Proposed Developable Home Sites</b>	<b>Total Land Option Price</b>	<b>Book Value(1)</b>
<b>Northeast:</b>				
Under option	27	2,569	\$ 186,297	\$ 10,893
Owned	4	50		\$ 7,316
<b>Total</b>	<b>31</b>	<b>2,619</b>		<b>\$ 18,209</b>
<b>Mid-Atlantic:</b>				
Under option	25	2,770	\$ 293,719	\$ 14,664
Owned	6	994		\$ 17,708
<b>Total</b>	<b>31</b>	<b>3,764</b>		<b>\$ 32,372</b>
<b>Midwest:</b>				
Under option	7	523	\$ 11,683	\$ 187
Owned	4	376		\$ 8,655
<b>Total</b>	<b>11</b>	<b>899</b>		<b>\$ 8,842</b>
<b>Southeast:</b>				
Under option	13	1,340	\$ 65,911	\$ 1,888
Owned	6	132		\$ 5,632
<b>Total</b>	<b>19</b>	<b>1,472</b>		<b>\$ 7,520</b>
<b>Southwest:</b>				
Under option	44	3,190	\$ 185,136	\$ 11,757
Owned	-	-		\$ -
<b>Total</b>	<b>44</b>	<b>3,190</b>		<b>\$ 11,757</b>
<b>West:</b>				
Under option	3	310	\$ 28,057	\$ 4,406
Owned	10	2,185		\$ 8,850
<b>Total</b>	<b>13</b>	<b>2,495</b>		<b>\$ 13,256</b>
<b>Totals:</b>				
Under option	119	10,702	\$ 770,803	\$ 43,795



Owned	30	3,737	\$	48,161
Combined total	149	14,439	\$	91,956

(1) *Properties under option also include costs incurred on properties not under option but which are under evaluation. For properties under option, as of October 31, 2020, option fees and deposits aggregated approximately \$32.0 million. As of October 31, 2020, we spent an additional \$11.8 million in nonrefundable predevelopment costs on such properties, including properties not under option but under evaluation.*

We either option or acquire improved or unimproved home sites from land developers or other sellers. Under a typical agreement with the land developer, we purchase a minimal number of home sites. The balance of the home sites to be purchased is covered under an option agreement or a nonrecourse purchase agreement. During the declining homebuilding market, we decided to mothball (or stop development on) certain communities where we determined that current market conditions did not justify further investment at that time. When we decide to mothball a community, the inventory is reclassified on our Consolidated Balance Sheets from Sold and unsold homes and lots under development to Land and land options held for future development or sale. See Note 3 to the Consolidated Financial Statements for further discussion on mothballed communities. For additional financial information regarding our homebuilding segments, see Note 10 to the Consolidated Financial Statements.

9

## [Table of Contents](#)

### **Raw Materials**

The homebuilding industry has from time to time experienced raw material and labor shortages. In particular, shortages and fluctuations in the price of lumber or in other important raw materials could result in delays in the start or completion of or increase the cost of developing one or more of our residential communities. We attempt to maintain efficient operations by utilizing standardized materials available from a variety of sources. In recent years, we have experienced some construction delays due to shortage of labor in certain markets like Houston, Dallas and Northern California. We cannot predict, however, the extent to which shortages in necessary raw materials or labor may occur in the future. In addition, we generally contract with subcontractors to construct our homes. We have reduced construction and administrative costs by consolidating the number of vendors serving certain markets and by executing national purchasing contracts with select vendors.

### **Seasonality**

Our business is seasonal in nature and, historically, weather-related problems, typically in the fall, late winter and early spring, can delay starts or closings and increase costs.

### **Competition**

Our homebuilding operations are highly competitive. We are among the top 15 homebuilders in the United States in both homebuilding revenues and home deliveries. We compete with numerous real estate developers in each of the geographic areas in which we operate. Our competition ranges from small local builders to larger regional builders to publicly owned builders and developers, some of which have greater sales and financial resources than we do. Previously owned homes and the availability of rental housing provide additional competition. We compete primarily on the basis of reputation, price, location, design, quality, service and amenities.

### **Regulation and Environmental Matters**

We are subject to extensive and complex laws and regulations that affect the development of land and home building, sales and customer financing processes concerning zoning, building design, construction, and similar matters, including local regulations which impose restrictive zoning and density requirements in order to limit the number of homes that can eventually be built within the boundaries of a particular locality. In addition, we are subject to registration and filing requirements in connection with the construction, advertisement and sale of our communities in certain states and localities in which we operate even if all necessary government approvals have been obtained. We may also be subject to periodic delays or may be precluded entirely from developing communities due to building moratoriums that could be implemented in the future in the states in which we operate. Generally, such moratoriums relate to insufficient water or sewerage facilities or inadequate road capacity.

In addition, some state and local governments in markets where we operate have approved, and others may approve, slow-growth, or no-growth initiatives that could negatively affect the availability of land and building opportunities within those areas. Approval of these initiatives could adversely affect our ability to build and sell homes in the affected markets and/or could require the satisfaction of additional administrative and regulatory requirements, which could result in slowing the progress or increasing the costs of our homebuilding operations in these markets. Any such delays or costs could have a negative effect on our future revenues and earnings.

We are also subject to a variety of local, state, federal and foreign laws and regulations concerning protection of health and the environment, including those regulating the emission or discharge of materials into the environment, the management of storm water runoff at construction sites, the handling, use, storage and disposal of hazardous substances, impacts to wetlands and other sensitive environments, and the remediation of contamination at properties that we have owned or developed or currently own or are developing (“environmental laws”). The particular environmental laws which apply to any given community vary greatly according to the community site, the site’s environmental conditions and the present and former uses of the site. See Risk Factors – “Homebuilders are subject to a number of federal, local, state, and foreign laws and regulations concerning the development of land, the homebuilding, sales, and customer financing processes and the protection of the environment, which can cause us to incur delays and costs associated with compliance and which can prohibit or restrict our activity in some regions or areas”, Item 3 “Legal Proceedings” and Note 18 to the Consolidated Financial Statements.

Despite our past ability to obtain necessary permits and approvals for our communities, we anticipate that increasingly stringent requirements will be imposed on developers and homebuilders in the future. Although we cannot reliably predict the extent of any effect these requirements may have on us, they could result in time-consuming and expensive compliance programs and in substantial expenditures, which could cause delays and increase our cost of operations. In addition, our ability to obtain or renew permits or approvals and the continued effectiveness of permits already granted or approvals already obtained is dependent upon many factors, some of which are beyond our control, such as changes in policies, rules and regulations and their interpretation and application.

## ITEM 1A RISK FACTORS

You should carefully consider the following risks in addition to the other information included in this Annual Report on Form 10-K, including the Consolidated Financial Statements and the notes thereto.

### Risk Relating to Our Business and Industry

*Our business has been, and could continue to be, materially and adversely disrupted by the present outbreak and worldwide spread of COVID-19 and the measures that international, federal, state and local governments, agencies, law enforcement and/or health authorities implement to address it.*

There have been extraordinary and wide-ranging actions taken by international, federal, state and local public health and governmental authorities to contain and combat the outbreak and worldwide spread of the novel coronavirus (COVID-19) in the United States and across the world, including quarantines, curfews, “stay-at-home” or “shelter in place” orders and similar mandates for many individuals to substantially restrict daily activities and for many businesses to curtail or cease normal operations. Such measures undertaken by governmental authorities to address COVID-19 have, and could continue to, significantly disrupt or prevent us from operating our business in the ordinary course for an extended period, and thereby, and/or along with any associated economic and consumer uncertainty, have a material adverse impact on our Consolidated Financial Statements.

Our response to the various governmental measures in mid-March and early April of 2020, including, among other measures, temporarily closing our sales offices, model homes and design studios to the general public and limiting our construction operations, and the response of municipal and private services we rely on, substantially tempered our sales pace. Beginning in May and continuing through October 31, 2020 our sales pace has exceeded our pre-COVID sales pace. The further spread of COVID-19 and a resurgence of the infection rate have led governmental authorities to once again tighten restrictions. Although our sales pace and net contracts have continued to be reasonably strong, they have slowed some more recently, and we remain uncertain regarding the full long-term magnitude or duration of the business and economic impacts from the unprecedented COVID-19 pandemic. Further, it remains unknown whether recent, current or anticipated demand will continue once the current COVID-19 pandemic subsides.

Our business could also be negatively impacted over the medium-to-longer term if the lasting disruptions related to the COVID-19 pandemic decrease consumer confidence generally or more particularly with respect to purchasing a home; cause civil unrest; or precipitate a prolonged economic downturn and/or an extended rise in unemployment or tempering of wage growth, any of which could lower demand for our homes; impair our ability to sell and build homes in a typical manner or at all, generate revenues and cash flows, and/or access our senior secured revolving credit facility or the capital or lending markets (or significantly increase the costs of doing so), as may be necessary to sustain our business; increase the costs or decrease the supply of building materials or the availability of subcontractors and other talent, including as a result of infections or medically necessary or recommended self-quarantining, or governmental mandates to direct production activities to support public health efforts; and/or result in our recognizing charges in future periods, which may be material, for impairments, land option write-offs or restructuring. Such a circumstance could, among other things, exhaust our available liquidity (and ability to access liquidity sources) and/or trigger an acceleration to pay a significant portion or all of our then-outstanding debt obligations, which we may be unable to do. The impacts from COVID-19 may also further delay our ability to reverse all or any portion of our valuation allowance for deferred taxes. The inherent uncertainties surrounding the COVID-19 pandemic, due in part to the evolving and changing environment, infection levels and governmental directives, concerns about the winter months, public health challenges and progress, and market reactions thereto, also make it more challenging for our management to estimate the future performance of our business and develop strategies to generate growth or achieve our objectives.

Should the adverse impacts described above (or others that are currently unknown) occur or intensify, whether individually or collectively, we would expect to experience, among other things, decreases in our net contracts, homes delivered, average selling prices, revenues and profitability, some of which we experienced in March and April of 2020, and such impacts could be material to our Consolidated Financial Statements in future periods.

*The homebuilding industry is significantly affected by changes in general and local economic conditions, real estate markets, and weather and other environmental conditions, which could affect our ability to build homes at prices our customers are willing or able to pay, could reduce profits that may not be recaptured, could result in cancellation of sales contracts, and could affect our liquidity.*

The homebuilding industry is cyclical, has from time to time experienced significant difficulties, and is significantly affected by changes in general and local economic conditions such as:

- Employment levels and wage and job growth;
- Labor shortages and increasing labor and materials costs, including because of changes in immigration laws and trends in labor migration;
- Availability and affordability of financing for home buyers;
- Interest rates;
- Adverse changes in tax laws;
- Regulatory changes;
- Foreclosure rates;
- Inflation;
- Consumer confidence and spending;
- Housing demand in general and for our particular community locations and product designs, as well as consumer interest in purchasing a home compared to other housing alternatives;

- Population growth and demographic trends; and
- Availability of water supply in locations in which we operate.

---

[Table of Contents](#)

Turmoil in the financial markets could affect our liquidity. In addition, our cash balances are primarily invested in short-term government-backed instruments. The remaining cash balances are held at numerous financial institutions and may, at times, exceed insurable amounts. We seek to mitigate this risk by depositing our cash in major financial institutions and diversifying our investments. In addition, our homebuilding operations often require us to obtain letters of credit. We have certain stand-alone letter of credit facilities and agreements pursuant to which letters of credit are issued. However, we may need additional letters of credit above the amounts provided under these facilities and letters of credit may not be issued under our current senior secured revolving credit facility. If we are unable to obtain such additional letters of credit as needed to operate our business, we would be adversely affected.

Weather conditions and man-made or natural disasters such as hurricanes, tornadoes, earthquakes, floods or prolonged precipitation, droughts, fires and other environmental conditions can harm the local homebuilding business. Some of our business is in areas that are particularly vulnerable to the physical impacts of climate change, such as from the increased frequency and severity of such weather conditions, which can delay home construction, increase costs by damaging inventories, reduce the availability of building materials, and negatively impact the demand for new homes in affected areas, as well as slow down or otherwise impair the ability of utilities and local governmental authorities to provide approvals and service to new housing communities. For example, wildfires in California and hurricanes in Texas and Florida in recent years have at various times caused utility company delays, slowing of our production process, increased cost of operations and also have impacted our sales and construction activity in affected markets during the related time periods.

In addition, geopolitical events, acts of war or terrorism, threats to national security, civil unrest, any outbreak or escalation of hostilities throughout the world and health pandemics may have a substantial impact on the economy, consumer confidence, the housing market, our associates and our customers.

The difficulties described above could cause us to take longer and incur more costs to build our homes. In addition, our insurance may not fully cover business interruptions or losses caused by weather conditions and manmade or natural disasters and we may not be able to recapture increased costs by raising prices in many cases because we fix our prices up to 12 months in advance of delivery by signing home sales contracts. Some home buyers may also cancel or not honor their home sales contracts altogether.

*A significant downturn in the homebuilding industry could materially and adversely affect our business.*

The homebuilding industry experienced a significant and sustained downturn that began in 2007, during which the lowest volumes of housing starts were significantly below troughs in previous downturns. This downturn resulted in an industry-wide softening of demand for new homes due to a lack of consumer confidence, decreased availability of mortgage financing, and large supplies of resale and new home inventories, among other factors. In addition, an oversupply of alternatives to new homes, such as rental properties, resale homes and foreclosures, depressed prices and reduced margins for the sale of new homes. Industry conditions had a material adverse effect on our business and results of operations in fiscal years 2007 through 2011. Further, we had substantially increased our inventory through fiscal 2006, which required significant cash outlays and which increased our price and margin exposure as we worked through this inventory. If the homebuilding industry experiences another significant or sustained downturn, it would materially adversely affect our business and results of operations in future years.

---

[Table of Contents](#)

*Our business is seasonal in nature and our quarterly operating results fluctuate.*

Our quarterly operating results generally fluctuate by season. The construction of a customer's home typically begins after signing the agreement of sale and can take six to nine months or more to complete. Weather-related problems, typically in the fall, winter and early spring, can delay starts or closings and increase costs and thus reduce profitability. In addition, delays in opening communities could have an adverse effect on our sales and revenues. Due to these factors, our quarterly operating results will likely continue to fluctuate.

*Our success depends on the availability of suitable undeveloped land and improved lots at acceptable prices and our having sufficient liquidity to fund such investments.*

Our success in developing land and in building and selling homes depends in part upon the continued availability of suitable undeveloped land and improved lots at acceptable prices. The homebuilding industry is highly competitive for land that is suitable for residential development and the availability of undeveloped land and improved lots for purchase at favorable prices depends on a number of factors outside of our control, including the risk of competitive overbidding on land and lots, geographical or topographical constraints and restrictive governmental regulation. Should suitable land opportunities become less available, our ability to implement our strategies and operational actions would be limited and the number of homes we may be able to build and sell would be reduced, which would reduce revenue and profits. In addition, our ability to make land purchases will depend upon us having sufficient liquidity to fund such purchases. We may be at a disadvantage in competing for land compared to others who have more substantial cash resources.

*Raw material and labor shortages and price fluctuations could delay or increase the cost of home construction and adversely affect our operating results.*

The homebuilding industry is vulnerable to raw material and labor shortages and has from time to time experienced such shortages. In particular, shortages and fluctuations in the price of lumber or in other important raw materials could result in delays in the start or completion of, or increase the cost of, developing one or more of our residential communities. Pricing for labor and raw materials can be affected by various national, regional, local, economic and political factors. For example, the federal government has imposed new or increased tariffs or duties on an array of

imported materials and goods that are used in connection with the construction and delivery of our homes, including lumber, raising our costs for these items (or products made with them). Such government imposed tariffs and trade regulations on imported building supplies, and retaliatory measures by other countries, may in the future have significant impacts on the cost to construct our homes and on our customers' budgets, including by causing disruptions or shortages in our supply chain. We have experienced some labor shortages, price fluctuations and increased labor costs, including as a result of inflation or wage increases, over the past few years. The cost of labor may be adversely affected by changes in immigration laws and trends in labor migration. In addition, increased demand could increase material and labor costs. Due to significantly increased demand in June and July of 2020, we began increasing home prices. While we believe that these price increases could offset potential material and labor cost increases, if rising labor and house construction costs substantially outpace increases in the income of potential purchasers we may be limited in our ability to raise home sale prices, which may result in lower gross margins.

*We rely on subcontractors to construct our homes and may incur costs or losses if these subcontractors fail to properly construct our homes or manage and pay their employees, or if products supplied to us by subcontractors are defective.*

We engage subcontractors to perform the actual construction of our homes and, in some cases, to select and obtain building materials. Therefore, the timing and quality of our construction depends on the availability, skill, and cost of our subcontractors. Despite our quality control efforts, we may discover that our subcontractors failed to properly construct our homes or may use defective materials, which, if widely used in our business, could result in the need to perform extensive repairs to large numbers of homes. The occurrence of such events could require us to repair the homes in accordance with our standards and as required by law. The cost of complying with our warranty obligations may be significant if we are unable to recover the cost of repairs from subcontractors, materials suppliers and insurers. In addition, the cost of satisfying our legal obligations in these instances may be significant, and we may be unable to recover the cost of repair from subcontractors and insurers.

We also can suffer damage to our reputation, and may be exposed to possible liability, if subcontractors fail to comply with applicable laws, including laws involving actions or matters that are not within our control. When we learn about possibly improper practices by subcontractors, we attempt to cause the subcontractors to discontinue them and may terminate the use of such subcontractors. However, attempts at mitigation may not avoid claims against us relating to actions of or matters relating to our subcontractors that are out of our control. For example, although we do not have the ability to control what these independent subcontractors pay their own employees, or their own subcontractors, or the work rules they impose on such personnel, federal and state governmental agencies, including the U.S. National Labor Relations Board, have sought, and may in the future seek, to hold contracting parties like us responsible for subcontractors' violations of wage and hour laws, or workers' compensation, collective bargaining and/or other employment-related obligations related to subcontractors' workforces. Governmental agency determinations or attempts by others to make us responsible for subcontractors' labor practices or obligations, could create substantial adverse exposure for us in these types of situations even though not within our control.

*Changes in economic and market conditions could result in the sale of homes at a loss or holding land in inventory longer than planned, the cost of which can be significant.*

Land inventory risk can be substantial for homebuilders. We must continuously seek and make acquisitions of land for expansion into new markets and for replacement and expansion of land inventory within our current markets. We incur many costs even before we begin to build homes in a community. Depending on the stage of development of a land parcel when we acquire it, these may include costs of preparing land, finishing and entitling lots, installing roads, sewers, water systems and other utilities, taxes and other costs related to ownership of the land on which we plan to build homes. The market value of undeveloped land, buildable lots and housing inventories can fluctuate significantly as a result of changing economic and market conditions. In the event of significant changes in economic or market conditions, we may have to sell homes at a loss or hold land in inventory longer than planned. In the case of land options, we could choose not to exercise them, in which case we would write-off the value of these options. Inventory carrying costs can be significant and can result in losses in a poorly performing project or market. The assessment of communities for indication of impairment is performed quarterly. While we consider available information to determine what we believe to be our best estimates as of the reporting period, these estimates are subject to change in future reporting periods as facts and circumstances change. See Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operation—Critical Accounting Policies." If market conditions significantly worsen, additional inventory impairment losses and land option write-offs will likely be necessary.

---

[Table of Contents](#)

*We conduct a significant portion of our business in Arizona, California, Florida, New Jersey, Ohio, Texas and Virginia, and accordingly, regional factors affecting home sales and activities in these markets may have a large impact on our results of operations.*

We presently conduct a significant portion of our business in Arizona, California, Florida, New Jersey, Ohio, Texas and Virginia, which subjects us to risks associated with the regional and local economies of these markets. Home prices and sales activities in these markets and in most of the other markets in which we operate have declined from time to time, particularly as a result of slow economic growth. These markets may also depend, to a degree, on certain sectors of the economy, and any declines in those sectors may impact home sales and activities in that region. For example, to the extent the oil and gas industries, which can be very volatile, are negatively impacted by declining commodity prices, climate change, legislation or other factors, it could result in reduced employment, or other negative economic consequences, which in turn could adversely impact our home sales and activities in Texas. Furthermore, precarious economic and budget situations at the state government level may adversely affect the market for our homes in the affected areas. Weather-related or other events impacting these markets could also negatively affect these markets as well as the other markets in which we operate. If home prices and sales activity decline in one or more of the markets in which we operate, our costs may not decline at all or at the same rate and the Company's business, financial condition and results of operations could be materially adversely affected.

*Increases in cancellations of agreements of sale could have an adverse effect on our business.*

Our backlog reflects agreements of sale with our home buyers for homes that have not yet been delivered. We have received a deposit from our home buyer for each home, which is reflected in our backlog, and we generally have the right to retain the deposit if the home buyer does not complete the purchase. In some situations, however, a home buyer may cancel the agreement of sale and receive a complete or partial refund of the deposit for reasons such as state and local law, an inability to obtain mortgage financing at prevailing interest rates (including financing arranged or provided by us), an inability to sell the current home, or our inability to complete and deliver the new home within the specified time. At October 31, 2020, including unconsolidated joint ventures, we had a backlog of signed contracts for 4,820 homes with a sales value aggregating \$1.8 billion. If mortgage financing becomes less accessible, or if economic conditions deteriorate, more home buyers may cancel their agreements of sale with us, which could have an adverse effect on our business and results of operations.

*Interest rates have been low compared to most historical periods over the last several years and may increase. Because almost all of our customers require mortgage financing, increases in interest rates or the decreased availability of mortgage financing could impair the affordability of our homes, lower demand for our products, limit our marketing effectiveness and limit our ability to fully realize our backlog.*

Virtually all of our customers finance their acquisitions through lenders providing mortgage financing. Mortgage rates have generally remained low compared to most historical periods for the last several years, which has made the homes we sell more affordable. We cannot predict whether interest rates will continue to fall, remain low or rise. Increases in interest rates (or the perception that interest rates will rise, including as a result of government actions), increases in the costs to obtain mortgages or decreases in availability of mortgage financing could lower demand for new homes because of the increased monthly mortgage costs and cash required to close on mortgages to potential home buyers. Even if potential customers do not need financing, changes in interest rates and mortgage availability could make it harder for them to sell their existing homes to potential buyers who need financing. This could prevent or limit our ability to attract new customers as well as our ability to fully realize our backlog because our sales contracts generally include a financing contingency. Financing contingencies permit the customer to cancel his/her obligation in the event mortgage financing at prevailing interest rates, including financing arranged or provided by us, is unobtainable within the period specified in the contract. This contingency period is typically four to eight weeks following the date of execution of the sales contract. We believe that the availability of mortgage financing, including through federal government agencies or government-sponsored enterprises (such as Federal National Mortgage Association, Federal Home Loan Mortgage Corporation and FHA/VA financing), is an important factor in marketing many of our homes. Any limitations or restrictions on the availability of mortgage financing (including due to any failure of lawmakers to agree on a budget or appropriation legislation to fund relevant programs or operations) could reduce our sales. Further, if we are unable to originate mortgages for any reason going forward, our customers may experience significant mortgage loan funding issues, which could have a material impact on our homebuilding business and our consolidated financial statements.

*Increases in the after-tax costs of owning a home could prevent potential customers from buying our homes and adversely affect our business or financial results.*

Significant expenses of owning a home, including mortgage interest expenses and real estate taxes, have historically been deductible expenses for an individual's federal, and in some cases state, income taxes, subject to limitations under tax law and policy. The "Tax Cuts and Jobs Act" which was signed into law in December 2017 includes provisions which impose significant limitations with respect to these income tax deductions. For instance, the annual deduction for real estate taxes and state and local income taxes (or sales taxes in lieu of income taxes) is now generally limited to \$10,000. Furthermore, through the end of 2025, the deduction for mortgage interest is generally only available with respect to the first \$750,000 of a new mortgage and there is no longer a federal deduction for interest on home equity loans. In addition, if the federal government or a state government further changes its income tax laws to further eliminate or substantially limit these income tax deductions, the after-tax cost of owning a new home would further increase for many of our potential customers. The loss or reduction of these homeowner tax deductions that have historically been available has and could further reduce the perceived affordability of homeownership, and therefore the demand for and sales price of new homes, including ours, particularly in states with higher state income taxes or home prices, such as in California and New Jersey. In addition, increases in property tax rates or fees on developers by local governmental authorities, as experienced in response to reduced federal and state funding or to fund local initiatives, such as funding schools or road improvements, or increases in insurance premiums can adversely affect the ability of potential customers to obtain financing or their desire to purchase new homes, and can have an adverse impact on our business and financial results.

---

[Table of Contents](#)

*Mortgage investors could seek to have us buy back loans or compensate them for losses incurred on mortgages we have sold based on claims that we breached our limited representations or warranties.*

Our financial services segment originates mortgages, primarily for our homebuilding customers. Substantially all of the mortgage loans originated are sold within a short period of time in the secondary mortgage market on a servicing released, nonrecourse basis, although we remain liable for certain limited representations, such as fraud, and warranties related to loan sales. Accordingly, mortgage investors have in the past and could in the future seek to have us buy back loans or compensate them for losses incurred on mortgages we have sold based on claims that we breached our limited representations or warranties. While we believe our reserves are adequate for known losses and projected repurchase requests, given the volatility in the mortgage industry and the uncertainty regarding the ultimate resolution of these claims, if either actual repurchases or the losses incurred resolving those repurchases exceed our expectations, additional expense may be incurred. We may have significant liabilities in respect of such claims in the future, which could exceed our reserves, and the impact of such claims on our results of operations could be material. Further, an increase in the default rate on the mortgages we originate may adversely affect our ability to sell mortgages or the pricing we receive upon the sale of mortgages.

*We compete on several levels with homebuilders that may have greater sales and financial resources, which could hurt future earnings.*

We compete not only for home buyers but also for desirable properties, financing, raw materials and skilled labor often within larger subdivisions designed, planned and developed by other homebuilders. Our competitors include other local, regional and national homebuilders, some of which have greater sales and financial resources or more established relationships with suppliers and subcontractors in the markets in which we operate. In addition, we compete with other housing alternatives, such as existing homes and rental housing. In the homebuilding industry, we compete primarily on the basis of reputation, price, location, design, quality, service and amenities. Our financial services segment competes with other mortgage providers, primarily on the basis of fees, interest rates and other features of mortgage loan products.

The competitive conditions in the homebuilding industry together with current market conditions have, and could continue to, result in: difficulty in acquiring suitable land at acceptable prices; increased selling incentives; lower sales; delays in construction; or impairment of our ability to implement our strategies and operational actions. Any of these problems could increase costs and/or lower profit margins.

*Utility shortages and outages or rate fluctuations could have an adverse effect on our operations.*

In prior years, the areas in which we operate in California have experienced power shortages, including periods without electrical power, as well as significant fluctuations in utility costs. We may incur additional costs and may not be able to complete construction on a timely basis if such power shortages and outages and utility rate fluctuations continue. Furthermore, power shortages and outages and rate fluctuations may adversely affect the regional economies in which we operate, which may reduce demand for our homes. Our operations may be adversely affected if further rate fluctuations and/or power shortages and outages occur in California, the Northeast or in our other markets.

We use information technology, digital telecommunications and other computer resources to carry out important operational activities and to maintain our business records. In addition, we rely on the systems of third parties, such as third-party vendors. Our computer systems, including our backup systems, and those of the third-parties on whose systems we rely, are subject to damage or interruption from computer and telecommunications failures, computer viruses, power outages, security breaches (including through data-theft and cyber-attack), usage errors by our associates and catastrophic events, such as fires, floods, hurricanes and tornadoes. As part of our normal business activities, we collect and store certain personal identifying and confidential information relating to our homebuyers, employees, vendors and suppliers, and maintain operational and financial information related to our business. We may share some of this confidential information with our vendors. We rely on our vendors and third-party service providers to maintain effective cybersecurity measures to keep our information secure. If our computer systems and our backup systems, or those of the third-parties on whose systems we rely, are breached, compromised or damaged, or otherwise cease to function properly, we could suffer interruptions in our operations or the misappropriation of proprietary, personal identifying or confidential information, including information about our business partners and home buyers. Our or our vendors' and third-party service providers' failure to maintain the security of the data we are required to protect could result in damage to our reputation, financial obligations to third parties, fines, penalties, regulatory proceedings and private litigation with potentially large costs, and also in deterioration in customers' confidence in us and other competitive disadvantages.

Data protection and privacy laws have been enacted by the U.S. federal and state governments, including the California Consumer Privacy Act, which became effective on January 1, 2020, and the regulatory regime continues to evolve and is increasingly demanding. Many states are considering privacy and security legislation and there are ongoing discussions regarding a national privacy law. Variations in requirements across other states could present compliance challenges, as well as significant costs related to compliance.

---

[Table of Contents](#)

We maintain cybersecurity insurance coverage and have implemented systems and processes intended to secure our information technology systems and prevent unauthorized access to or loss of sensitive, confidential and personal data, including through the use of encryption and authentication technologies. Additionally, we have increased our monitoring capabilities to enhance early detection and rapid response to potential security anomalies. These measures, which require ongoing monitoring and updating as technologies change and efforts to overcome security measures become increasingly sophisticated, are costly and may not be effective in preventing or mitigating significant negative occurrences or irregularities in our systems or those of third-parties on whose systems we rely. While, to date, we have not had a significant cybersecurity breach or attack that has a material impact on our business or results of operations, our efforts to maintain the security and integrity of our IT networks and related systems may not be effective and attempted security breaches or disruptions could be successful or damaging.

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

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

### **Risks Related to Our Debt and Liquidity**

*Our high leverage may restrict our ability to operate, prevent us from fulfilling our obligations, and adversely affect our financial condition.*

We have a significant amount of debt.

- Our debt (excluding nonrecourse secured debt and debt of our financial subsidiaries), as of October 31, 2020, including the debt of the subsidiaries that guarantee our debt, was \$1,435.7 million (\$1,431.1 million net of discount and premiums and debt issuance costs). Additionally, we have a \$125.0 million senior secured revolving credit facility, which was fully available for borrowing as of October 31, 2020.
- Our debt service payments for the year ended October 31, 2020, were \$349.3 million, which represented interest incurred and payments on the principal of our debt and do not include principal and interest on nonrecourse secured debt, debt of our financial subsidiaries and fees under our letter of credit and other credit facilities and agreements.

As of October 31, 2020, we had \$11.3 million in aggregate outstanding face amount of letters of credit issued under various letter of credit and other credit facilities and agreements, certain of which were collateralized by \$11.6 million of cash. Our fees for these letters of credit for the year ended October 31, 2020, which are based on both the used and unused portion of the facilities and agreements, were \$0.4 million. We also had substantial contractual commitments and contingent obligations, including \$194.4 million of performance bonds as of October 31, 2020. See Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations—Contractual Obligations."

Our significant amount of debt could have important consequences. For example, it could:

- Limit our ability to obtain future financing for working capital, capital expenditures, acquisitions, debt service requirements, or other requirements;
- Require us to dedicate a substantial portion of our cash flow from operations to the payment of our debt and reduce our ability to use our cash flow for other purposes, including land investments;
- Require us to pay higher interest rates upon refinancing debt if interest rates rise or due to the concentration of debt maturities;

- Limit our flexibility in planning for, or reacting to, changes in our business;
- Place us at a competitive disadvantage because we have more debt than some of our competitors;
- Limit our ability to implement our strategies and operational actions;
- Require us to consider selling some of our assets or debt or equity securities, possibly on unfavorable terms, to satisfy obligations; and
- Make us more vulnerable to downturns in our business and general economic conditions.

Our ability to meet our debt service and other obligations will depend upon our future performance. We are engaged in businesses that are substantially affected by changes in economic cycles. Our revenues and earnings vary with the level of general economic activity in the markets we serve. Our businesses are also affected by customer sentiment and financial, political, business and other factors, many of which are beyond our control. The factors that affect our ability to generate cash can also affect our ability to raise additional funds for these purposes through the sale of equity or debt securities, the refinancing of debt or the sale of assets. Changes in prevailing interest rates may affect our ability to meet our debt service obligations to the extent we have any floating rate indebtedness. A higher interest rate on our debt service obligations could result in lower earnings or increased losses.

---

[Table of Contents](#)

*Our sources of liquidity are limited and may not be sufficient to meet our needs.*

We are largely dependent on our current cash balance and future cash flows from operations (which may not be positive) to enable us to service our indebtedness, to cover our operating expenses and/or to fund our other liquidity needs. Cash provided by operating activities in fiscal 2020 was \$292.8 million and cash used in operating activities in fiscal 2019 was \$249.1 million. Depending on the levels of our land purchases, we could generate negative or positive cash flow in future years. If the current improved market conditions in the homebuilding industry do not continue over the next several years, our cash flows could be insufficient to fund our obligations and support land purchases, and if we cannot buy additional land we would ultimately be unable to generate future revenues from the sale of houses. In addition, we will need to refinance all or a portion of our debt on or before maturity, which we may not be able to do on favorable terms or at all. If our cash flows and capital resources are insufficient to fund our debt service obligations or we are unable to refinance our indebtedness, we may be forced to reduce or delay investments and capital expenditures, sell assets, seek additional capital or restructure our indebtedness. These alternative measures may not be successful or, if successful, made on desirable terms and may not permit us to meet our debt service obligations. We have also entered into certain cash collateralized letters of credit agreements and facilities that require us to maintain specified amounts of cash in segregated accounts as collateral to support our letters of credit issued thereunder. If our available cash and capital resources are insufficient to meet our debt service and other obligations, we could face liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. We may not be able to consummate those dispositions or the proceeds from the dispositions may not be permitted under the terms of our debt instruments to be used to service indebtedness or may not be adequate to meet any debt service obligations then due. For additional information about capital resources and liquidity, see Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Capital Resources and Liquidity.”

*Our cash flows, liquidity and consolidated financial statements could be materially and adversely affected if we are unable to obtain letters of credit.*

Our homebuilding operations often require us to obtain letters of credit. We have certain stand-alone letter of credit facilities and agreements pursuant to which letters of credit are issued. However, letters of credit may not be issued under our current senior secured revolving credit facility, and we may need additional letters of credit above the amounts provided under these stand-alone facilities and agreements. If we are unable to obtain such additional letters of credit as needed to operate our business, we would be adversely affected.

*We may have difficulty in obtaining the additional financing required to operate and develop our business.*

Our operations require significant amounts of cash, and we may be required to seek additional capital, whether from sales of debt or equity securities or borrowing additional money, for the future growth and development of our business. The terms and/or availability of additional capital is uncertain. Moreover, the agreements governing our outstanding debt instruments contain provisions that restrict the debt we may incur in the future and our ability to pay dividends on equity. If we are not successful in obtaining sufficient capital, it could reduce our sales and may hinder our future growth and results of operations. In addition, pledging substantially all of our assets to support our senior secured revolving credit facility and our senior secured notes may make it more difficult to raise additional financing in the future.

*We could be adversely affected by a negative change in our credit rating.*

Our ability to access capital on favorable terms is a key factor in our ability to service our indebtedness to cover our operating expenses and to fund our other liquidity needs. Negative rating actions by credit agencies, including downgrades, may make it more difficult and costly for us to access capital. Therefore, any downgrade by any of the principal credit agencies may exacerbate these difficulties. There can be no assurances that our credit ratings will not be downgraded in the future, whether as a result of deteriorating general economic conditions, a more protracted downturn in the housing industry, failure to successfully implement our operating strategy, the adverse impact on our results of operations or liquidity position of any of the above, or otherwise.

*Restrictive covenants in our debt instruments may restrict our and certain of our subsidiaries’ ability to operate, and if our financial performance worsens, we may not be able to undertake transactions within the restrictions of our debt instruments.*

The indentures governing our outstanding debt securities and our credit facilities impose certain restrictions on our and certain of our subsidiaries’ operations and activities. The most significant restrictions relate to debt incurrence (including non-recourse indebtedness), creation of liens, repayment of certain indebtedness prior to its respective stated maturity, sales of assets (including in certain land banking transactions), cash distributions, (including paying dividends on common and preferred stock), capital stock repurchases, and investments by us and certain of our subsidiaries (including in joint ventures). Because of these restrictions, we are currently prohibited from paying dividends on our common and preferred stock and anticipate that we will remain prohibited for the foreseeable future.

The restrictions in our debt instruments could prohibit or restrict our and certain of our subsidiaries' activities, such as undertaking capital raising or restructuring activities or entering into other transactions. In addition, if we fail to comply with these restrictions or to make timely payments on this debt and other material indebtedness, an event of default could occur and our debt under these debt instruments could become due and payable prior to maturity. Any such event of default could lead to cross defaults under certain of our other debt or negatively impact other covenants. In any of these situations, we may be unable to amend the applicable instrument or obtain a waiver without significant additional cost, or at all, and we may be unable to obtain alternative financing. Any such situation could have a material adverse effect on the solvency of the Company.

*The terms of our debt instruments allow us to incur additional indebtedness.*

Under the terms of our indebtedness under our indentures and credit facilities, we have the ability, subject to our debt covenants, to incur additional amounts of debt, including secured debt. The incurrence of additional indebtedness could magnify the risks described above. In addition, certain obligations, such as standby letters of credit and performance bonds issued in the ordinary course of business, including those issued under our stand-alone letter of credit agreements and facilities, are not considered indebtedness under our debt instruments (and may be secured) and, therefore, are not subject to limits in our debt covenants.

---

[Table of Contents](#)

## **Regulatory and Legal Risks**

*Homebuilders are subject to a number of federal, local, state, and foreign laws and regulations concerning the development of land and homebuilding, sales and customer financing processes and the protection of the environment, which can cause us to incur delays and costs associated with compliance and which can prohibit or restrict our activity in some regions or areas.*

We are subject to extensive and complex laws and regulations that affect the development of land and homebuilding, sales and customer financing processes, including laws and regulations relating to zoning, density, accessibility, anti-discrimination, building standards and mortgage financing. These laws and regulations often provide broad discretion to the administering governmental authorities. This can delay or increase the cost of development or homebuilding. In addition, some state and local governments in markets where we operate have approved, and others may approve, slow-growth or no-growth initiatives that could negatively impact the availability of land and building opportunities within those areas. Approval of these initiatives could adversely affect our ability to build and sell homes in the affected markets and/or could require the satisfaction of additional administrative and regulatory requirements, which could result in slowing the progress or increasing the costs of our homebuilding operations in these markets. Any of the above delays or costs could have a negative effect on our future revenues and earnings.

We also are subject to a variety of local, state, federal and foreign laws and regulations concerning protection of health and the environment, including those regulating the emission or discharge of materials into the environment, the management of storm water runoff at construction sites, the handling, use, storage and disposal of hazardous substances, impacts to wetlands and other sensitive environments, and the remediation of contamination at properties that we have owned or developed or currently own or are developing ("environmental laws"). The particular environmental laws that apply to a site may vary greatly according to the community site, for example, due to the community, the environmental conditions at or near the site, and the present and former uses of the site. These environmental laws may result in delays, may cause us to incur substantial compliance, remediation and/or other costs, and can prohibit or severely restrict development and homebuilding activity. In addition, noncompliance with these laws and regulations could result in fines and penalties, obligations to remediate, permit revocations or other sanctions; and contamination or other environmental conditions at or in the vicinity of our developments may result in claims against us for personal injury, property damage or other losses. In addition, there is a growing concern from advocacy groups and the general public that the emissions of greenhouse gases and other human activities have caused, or will cause, significant changes in weather patterns and temperatures and the frequency and severity of natural disasters. Government mandates, standards and regulations enacted in response to these projected climate change impacts could result in restrictions on land development in certain areas or increased energy, transportation and raw material costs. There is a variety of legislation being enacted, or considered for enactment at the federal, state, local and international levels relating to energy and climate change. This legislation relates to items such as carbon dioxide emissions control and building codes that impose energy efficiency standards, as well as standards to improve the resiliency of buildings to climate-related impacts such as flooding storm surges, severe winds, and other extreme weather-related stress on buildings. In particular, new building code requirements that impose stricter energy efficiency standards could significantly increase our cost to construct homes.

We anticipate that increasingly stringent requirements will continue to be imposed on developers and homebuilders in the future. For example, for a number of years, the EPA and U.S. Army Corps of Engineers have been engaged in rulemakings to clarify the scope of federally regulated wetlands, which included a June 2015 rule many affected businesses contend impermissibly expanded the scope of such wetlands that was challenged in court, stayed, and remains in litigation. After a series of interim rulemakings, in April 2020 the EPA and the U.S. Army Corps of Engineers formally published the Navigable Waters Protection Rule, which they characterize as more appropriate for determining the scope of waters subject to federal permitting. The new rule took effect in June 2020 in all states except Colorado, where a federal district court issued a preliminary injunction against application of the rule in that state. It is being challenged by 17 states in one lawsuit and by a number of environmental advocacy groups in at least three other lawsuits, as well as in several lawsuits by cattlemen and other rancher groups contending that the new rule still exercises permitting authority over too many waters. It is unclear how these and related developments, including at the state or local level, ultimately may affect the scope of regulated wetlands where we operate. Although we cannot reliably predict the extent of any effect these developments regarding wetlands, or any other requirements that may take effect may have on us, they could result in time-consuming and expensive compliance programs and in substantial expenditures, which could cause delays and increase our cost of operations. In addition, our ability to obtain or renew permits or approvals and the continued effectiveness of permits already granted or approvals already obtained is dependent upon many factors, some of which are beyond our control, such as changes in policies, rules and regulations and their interpretations and application.

In March 2013, we received a letter from the Environmental Protection Agency ("EPA") requesting information about our involvement in a housing redevelopment project in Newark, New Jersey that a Company entity undertook during the 1990s. We understand that the development is in the vicinity of a former lead smelter and that tests on soil samples from properties within the development conducted by the EPA showed elevated levels of lead. We also understand that the smelter ceased operations many years before the Company entity involved acquired the properties in the area and carried



out the re-development project. We responded to the EPA's request. In August 2013, we were notified that the EPA considers us a potentially responsible party (or "PRP") with respect to the site, that the EPA will clean up the site, and that the EPA is proposing that we fund and/or contribute towards the cleanup of the contamination at the site. We began preliminary discussions with the EPA concerning a possible resolution but do not know the scope or extent of the Company's obligations, if any, that may arise from the site and therefore cannot provide any assurance that this matter will not have a material impact on the Company. The EPA requested additional information in April 2014 and again in March 2017 and the Company responded to the information requests. On May 2, 2018 the EPA sent a letter to the Company entity demanding reimbursement for 100% of the EPA's costs to clean-up the site in the amount of \$2.7 million. The Company responded to the EPA's demand letter on June 15, 2018 setting forth the Company's defenses and expressing its willingness to enter into settlement negotiations. Two other PRPs identified by the EPA are now also in negotiations with the EPA and in preliminary negotiations with the Company regarding the site. In the course of negotiations, the EPA informed the Company that the New Jersey Department of Environmental Protection has also incurred costs remediating part of the site. The EPA has since requested that the three PRPs present a joint settlement offer to the EPA. The Company and the other two PRPs are parties to a series of agreements tolling the statute of limitations on the EPA's claims for reimbursement, most recently extending the date until January 15, 2021. We believe that we have adequate reserves for this matter

---

[Table of Contents](#)

*Legal claims not resolved in our favor, such as product liability litigation and warranty claims may be costly.*

As discussed in Item 3 – "Legal Proceedings," in the ordinary course of business we are involved in litigation from time to time, including with home owners associations, home buyers and other persons with whom we have relationships. For example, as a homebuilder, we are subject to construction defect and home warranty claims, including moisture intrusion and related claims, arising in the ordinary course of business. Such claims are common in the homebuilding industry and can be costly. For example, in the past we have received construction defect and home warranty claims associated with, and we were involved in a multidistrict litigation concerning, allegedly defective drywall manufactured in China that may have been responsible for noxious smells and accelerated corrosion of certain metals in certain homes we have constructed. We remediated certain homes in response to such claims and settled the litigation.

With regard to certain general liability exposures such as product liability claims, construction defect claims and related claims, assessment of claims and the related liability and reserve estimation process is highly judgmental and subject to a high degree of variability due to uncertainties such as trends in construction defect claims relative to our markets and the types of products we build, claim settlement patterns, insurance industry practices and legal interpretations, among others. Because of the high degree of judgment required in determining these estimated liability amounts, actual future costs could differ significantly from our currently estimated amounts. Furthermore, after claims are asserted for construction defects, it can be difficult to determine the extent to which assertions of such claims will expand geographically. For example, the Company has been a party to litigation in New Jersey concerning alleged defects in construction (see Item 3 – "Legal Proceedings" and Note 18 to our Consolidated Financial Statements for the year ended October 31, 2020). In addition, the amount and scope of coverage offered by insurance companies is currently limited, and this coverage may be further restricted and become more costly. If we are not able to obtain adequate insurance against such claims, if the costs associated with such claims significantly exceed the amount of our insurance coverage, or if our insurers do not pay on claims under our policies (whether because of dispute, inability, or otherwise), we may experience losses that could hurt our financial results.

Our financial results could also be adversely affected if we were to experience an unusually high number of claims or unusually severe claims. Our insurance companies have the right to review our claims and claims history, and do so from time to time, and could decline to pay on such claims if such reviews determine the claims did not meet the terms for coverage. Additionally, we may need to significantly increase our construction defect and home warranty reserves as a result of insurance not being available for any of the reasons discussed above, such claims or the results of our annual actuarial study.

### **Risks Related to Our Organization and Structure**

*We conduct certain of our operations through unconsolidated joint ventures with independent third parties in which we do not have a controlling interest. These investments involve risks and are highly illiquid.*

We currently operate through a number of unconsolidated homebuilding and land development joint ventures with independent third parties in which we do not have a controlling interest. At October 31, 2020, we had invested an aggregate of \$103.2 million in these unconsolidated joint ventures, including net advances from these unconsolidated joint ventures of \$1.1 million. In addition, as part of our strategy, we intend to continue to evaluate additional joint venture opportunities; however, we may be limited in pursuing all such desirable opportunities because the indentures governing our outstanding debt securities and our credit facilities impose certain restrictions, among others, on investments by us and certain of our subsidiaries (including in joint ventures).

These investments involve risks and are highly illiquid. There are a limited number of sources willing to provide acquisition, development and construction financing to land development and homebuilding joint ventures, and if market conditions become more challenging, it may be difficult or impossible to obtain financing for our joint ventures on commercially reasonable terms. In addition, we lack a controlling interest in these joint ventures and, therefore, are usually unable to require that our joint ventures sell assets or return invested capital, make additional capital contributions, or take any other action without the vote of at least one of our venture partners. Therefore, absent partner agreement, we will be unable to liquidate our joint venture investments to generate cash.

*Our controlling stockholders are able to exercise significant influence over us.*

Members of the Hovnanian family, including Ara K. Hovnanian, our chairman of the board, president, and chief executive officer, have voting control, through personal holdings, the limited partnership and the limited liability company established for members of Mr. Hovnanian's family and family trusts of Class A and Class B common stock that enabled them to cast approximately 55% of the votes that could be cast by the holders of our outstanding Class A and Class B common stock combined as of October 31, 2020. Their combined stock ownership enables them to exert significant control over us, including power to control the election of the Board of Directors and to approve matters presented to our stockholders. This concentration of ownership may also make some transactions, including mergers or other changes in control, more difficult or impossible without their support. Also, because of their combined voting power, circumstances may occur in which their interests could be in conflict with the interests of other stakeholders.

*Our net operating loss carryforwards could be substantially limited if we experience an ownership change as defined in the Internal Revenue Code.*

Based on past impairments and our current financial performance, we generated a federal net operating loss carryforward of \$1.4 billion through the fiscal year ended October 31, 2020, and we may generate net operating loss carryforwards in future years.

Section 382 of the United States Internal Revenue Code of 1986, as amended (the “Code”), contains rules that limit the ability of a company that undergoes an ownership change, which is generally any change in ownership of more than 50% of its stock over a three-year period, to utilize its net operating loss carryforwards and certain built-in losses recognized in years after the ownership change. These rules generally operate by focusing on ownership shifts among stockholders owning directly or indirectly 5% or more of the stock of a company and any change in ownership arising from a new issuance of stock by the company.

If we undergo an ownership change for purposes of Section 382 as a result of future transactions involving our stock, including purchases or sales of stock between 5% shareholders, our ability to use our net operating loss carryforwards and to recognize certain built-in losses would be subject to the limitations of Section 382. Depending on the resulting limitation, a significant portion of our net operating loss carryforwards could expire before we would be able to use them. A limitation imposed under Section 382 on our ability to utilize our net operating loss carryforwards could have a negative impact on our financial position and results of operations.

The value of our deferred tax assets is also dependent upon the tax rates expected to be in effect at the time the taxable income is expected to be generated. A decrease in enacted corporate tax rates in our major jurisdictions, especially the U.S. federal corporate rate, would decrease the value of our deferred tax assets, which could be material.

Our Board of Directors has adopted, and our shareholders have approved, a shareholder rights plan (the “Rights Plan”) designed to preserve shareholder value and the value of certain tax assets primarily associated with net operating loss carryforwards and built-in losses under Section 382 of the Code. The Rights Plan is intended to act as a deterrent to any person or group acquiring 4.9% or more of our outstanding Class A common stock (any such person an “Acquiring Person”), without the approval of the Company’s Board of Directors. Subject to the terms, provisions and conditions of the Rights Plan, if and when they become exercisable, each right would entitle its holder to purchase from the Company one ten-thousandth of a share of the Company’s Series B Junior Preferred Stock for a specified purchase price (the “purchase price”). The rights will not be exercisable until the earlier of (i) 10 business days after a public announcement by us that a person or group has become an Acquiring Person and (ii) 10 business days after the commencement of a tender or exchange offer by a person or group for 4.9% of the Class A common stock (the “distribution date”). If issued, each fractional share of Series B Junior Preferred Stock would give the stockholder approximately the same dividend, voting and liquidation rights as does one share of the Company’s Class A common stock. However, prior to exercise, a right does not give its holder any rights as a stockholder of the Company, including without limitation any dividend, voting or liquidation rights. After the distribution date, each holder of a right, other than rights beneficially owned by the Acquiring Person (which will thereupon become void), will thereafter have the right to receive upon exercise of a right and payment of the purchase price, that number of shares of Class A common stock or Class B common stock, as the case may be, having a market value of two times the purchase price. After the distribution date, our Board of Directors may exchange the rights (other than rights owned by an Acquiring Person which will have become void), in whole or in part, at an exchange ratio of one share of common stock, or a fractional share of Series B Junior Preferred Stock (or of a share of a similar class or series of Hovnanian’s preferred stock having similar rights, preferences and privileges) of equivalent value, per right (subject to adjustment).

In addition, our Restated Certificate of Incorporation restricts certain transfers of our common stock in order to preserve the tax treatment of our net operating loss carryforwards and built-in losses under Section 382 of the Code. Subject to certain exceptions pertaining to pre-existing 5% stockholders and Class B stockholders, the transfer restrictions in our Restated Certificate of Incorporation generally restrict any direct or indirect transfer (such as transfers of the Company’s stock that result from the transfer of interests in other entities that own the Company’s stock) if the effect would be to: (i) increase the direct or indirect ownership of the Company’s stock by any person (or public group) from less than 5% to 5% or more of the Company’s stock; (ii) increase the percentage of the Company’s stock owned directly or indirectly by a person (or public group) owning or deemed to own 5% or more of the Company’s stock; or (iii) create a new “public group” (as defined in the applicable United States Treasury regulations).

*We could be adversely impacted by the loss of key management personnel or if we fail to attract qualified personnel.*

To a significant degree, our future success depends on the efforts of our senior management, many of whom have been with the Company for a significant number of years, and our ability to attract qualified personnel. Our operations could be adversely affected if key members of our senior management leave the Company or if we cannot attract qualified personnel to manage growth in our business.

**ITEM 1B  
UNRESOLVED STAFF COMMENTS**

*None.*

**ITEM 2  
PROPERTIES**

We rent approximately 57,000 square feet of office space in the Northeast for our corporate headquarters. We own 215,000 square feet of office and warehouse space throughout the Midwest. We lease approximately 332,000 square feet of space for our segments located in the Northeast, Mid-Atlantic, Midwest, Southeast, Southwest and West.

**ITEM 3  
LEGAL PROCEEDINGS**

The information required with respect to this item can be found under "Commitments and Contingent Liabilities" in Note 18 to our Consolidated Financial Statements found elsewhere in this annual report, which is incorporated by reference into this Item 3.

**ITEM 4  
MINE SAFETY DISCLOSURES**

Not applicable.

**INFORMATION ABOUT OUR EXECUTIVE OFFICERS**

Information on executive officers of the registrant is incorporated herein from Part III, Item 10.

**PART II**

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

Our Class A Common Stock is traded on the New York Stock Exchange under the symbol “HOV” and was held by 322 stockholders of record at December 11, 2020. There is no established public trading market for our Class B Common Stock, which was held by 190 stockholders of record at December 11, 2020. If a shareholder desires to sell shares of Class B Common Stock (other than to Permitted Transferees (as defined in the Company’s amended Certificate of Incorporation)), such stock must be converted into shares of Class A Common Stock at a one to one conversion rate.

**Recent Sales of Unregistered Equity Securities**

None.

**Issuer Purchases of Equity Securities**

No shares of our Class A Common Stock or Class B Common Stock were purchased by or on behalf of the Company or any affiliated purchaser during the fiscal fourth quarter of 2020. The maximum number of shares that may yet be purchased under the Company’s repurchase plans or programs is 22 thousand.

[Table of Contents](#)

**ITEM 6  
SELECTED FINANCIAL DATA**

The following table sets forth our selected consolidated financial data and should be read in conjunction with Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our Consolidated Financial Statements and Notes thereto included elsewhere in this Annual Report on Form 10-K.

	Year Ended				
Summary of Consolidated Statements of Operations Data (In thousands, except per share data)	October 31, 2020	October 31, 2019	October 31, 2018	October 31, 2017	October 31, 2016
Revenues	\$ 2,343,901	\$ 2,016,916	\$ 1,991,233	\$ 2,451,665	\$ 2,752,247
Expenses excluding inventory impairment loss and land option write-offs	2,309,587	2,036,792	1,996,083	2,437,195	2,708,912
Inventory impairment loss and land option write-offs	8,813	6,288	3,501	17,813	33,353
Total expenses	2,318,400	2,043,080	1,999,584	2,455,008	2,742,265
Gain (loss) on extinguishment of debt	13,337	(42,436)	(7,536)	(34,854)	(3,200)
Income (loss) from unconsolidated joint ventures	16,565	28,932	24,033	(7,047)	(4,346)
Income (loss) before income taxes	55,403	(39,668)	8,146	(45,244)	2,436
State and federal income tax provision	4,475	2,449	3,626	286,949	5,255
Net income (loss)	\$ 50,928	\$ (42,117)	\$ 4,520	\$ (332,193)	\$ (2,819)
Per share data:					
Basic:					
Net income (loss) per common share	\$ 7.48	\$ (7.06)	\$ 0.73	\$ (56.23)	\$ (0.48)
Weighted-average number of common shares outstanding	6,189	5,968	5,941	5,908	5,898
Assuming dilution:					
Net income (loss) per common share	\$ 7.03	\$ (7.06)	\$ 0.72	\$ (56.23)	\$ (0.48)
Weighted-average number of common shares outstanding	6,584	5,968	6,072	5,908	5,898

**Summary of Consolidated Balance Sheet Data**

(In thousands)	October 31, 2020	October 31, 2019	October 31, 2018	October 31, 2017	October 31, 2016
Total assets(1)	\$ 1,827,342	\$ 1,881,424	\$ 1,662,042	\$ 1,900,898	\$ 2,354,956
Mortgages and lines of credit (1)	\$ 222,322	\$ 343,862	\$ 208,733	\$ 244,088	\$ 294,015
Term loans and revolving loans, senior notes, senior amortizing notes, senior exchangeable notes and tangible equity unit (“TEU”) senior subordinated amortizing notes (net of discounts and premiums)	\$ 1,431,110	\$ 1,479,990	\$ 1,439,238	\$ 1,585,837	\$ 1,573,333
Total equity deficit	\$ (436,094)	\$ (489,776)	\$ (453,504)	\$ (460,371)	\$ (128,510)

(1) In connection with our adoption of Accounting Standards Update 2015-03 in November 2016, certain prior year amounts for unamortized debt issuance costs were reclassified between the lines “Total assets” and “Mortgages and lines of credit” and “Term loans and revolving loans, senior notes, senior amortizing notes, senior exchangeable notes and TEU senior subordinated amortizing note (net of discounts and premiums)”.

[Table of Contents](#)

**ITEM 7  
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Hovnanian Enterprises, Inc. (“HEI”) conducts all of its homebuilding and financial services operations through its subsidiaries (references herein to the “Company,” “we,” “us” or “our” refer to HEI and its consolidated subsidiaries and should be understood to reflect the consolidated business of HEI’s subsidiaries).

**Key Performance Indicators**

The following key performance indicators are commonly used in the homebuilding industry and by management as a means to better understand our operating performance, trends affecting our business and compare our performance with the performance of other homebuilders. We believe these key performance indicators also provide useful information to investors in analyzing our performance:

- *Net contracts* is a volume indicator which represents the number of new contracts executed during the period for the purchase of homes, less cancellations of contracts in the same period. The dollar value of net contracts represents the dollars associated with net contracts executed in the period. These values are an indicator of potential future revenues;
- *Contract backlog* is a volume indicator which represents the number of homes that are under contract, but not yet delivered as of the stated date. The dollar value of contract backlog represents the dollar amount of the homes in contract backlog. These values are an indicator of potential future revenues;
- *Active selling communities* is a volume indicator which represents the number of communities which are open for sale with ten or more home sites available as of the end of a period. We identify communities based on product type; therefore at times there are multiple communities at one land site. These values are an indicator of potential revenues;
- *Net contracts per average active selling community* is used to indicate the pace at which homes are being sold (put into contract) in active selling communities and is calculated by dividing the number of net contracts in a period by the average number of active selling communities in the same period. Sales pace is an indicator of market strength and demand; and
- *Contract cancellation rates* is a volume indicator which represents the number of sales contracts cancelled in the period divided by the number of gross sales contracts executed during the period. Contract cancellation rates as a percentage of backlog is calculated by dividing the number of cancelled contracts in the period by the contract backlog at the beginning of the period. Cancellation rates as compared to prior periods can be an indicator of market strength or weakness.

**Overview**

*Market Conditions and COVID-19 Impact and Strategy*

The demand for new and existing homes is dependent on a variety of demographic and economic factors, including job and wage growth, household formation, consumer confidence, mortgage financing, interest rates and overall housing affordability. In general, at the start of our fiscal year, factors including rising levels of household formation, a constrained supply of new and used homes, wage growth, strong employment conditions and mortgage rates that continue to be low by historical standards were contributing to improving conditions for new home sales. However, this year, overall economic conditions in the United States have been, and continue to be, impacted negatively by the COVID-19 pandemic, which has resulted in, among other things, quarantines, “stay-at-home” or “shelter-in-place” orders, and similar mandates from national, state and local governments that have substantially restricted daily activities and caused many businesses to curtail or cease normal operations. Notwithstanding these developments, all of the state and local governments in the markets in which we operate have deemed housing to be an essential business, which has allowed us to continue with construction and sales of homes. Although most of the states in which we operate have begun to resume normal business operations, the United States continues to struggle with rolling outbreaks of the virus. Accordingly, we cannot predict the magnitude of either the near-term or long-term effects that the pandemic will have on our business.

Earlier this year, in response to the pandemic, we actively took steps to navigate through this extraordinary period by placing our highest priority on helping to protect the health and safety of our associates, trade partners and customers. Among other measures, we implemented appropriate health and safety protocols so that our community construction and sales activities, wherever authorized, could continue operations.

During the second quarter of fiscal 2020 and the initial impact of COVID-19, we experienced adverse business conditions, including a slowdown in customer traffic and sales pace and an increase in cancellations. To mitigate the adverse impacts, we implemented initiatives to maximize positive cash flow, retain a strong liquidity position and optimize our organization, which included focusing on closing homes in backlog and limiting cash expenditures, reducing or delaying certain land purchases and land development activity and beginning work on unsold homes and electing to draw in full the \$125.0 million available under its Secured Credit Agreement (which was repaid in the third quarter of fiscal 2020). Further, in May 2020, we announced certain operational optimization measures including streamlining the organizational structure by: (1) transitioning from three homebuilding operational Groups to two; (2) consolidating several business units, resulting in the reduction of three Divisional offices; and (3) gradually phasing out of the Chicago market as it sells through its existing communities. In addition, we took measures to reduce overhead expenses through a combination of furloughs, layoffs and other cost reduction measures, the implementation of which was completed in early fiscal 2021. We incurred costs of \$2.9 million for severance and other related expenses in the third quarter of fiscal 2020 as a result of this restructuring. We expect the measures described above to reduce our annualized overhead expense by approximately \$20 million beginning in fiscal 2021. However, the recent improved conditions in the homebuilding market have led to increases in other selling, general and administrative costs, including for example, stock compensation and bonuses based on profitability, which we expect will more than offset these annualized savings.

[Table of Contents](#)

While the broader economic recovery following the nationwide COVID-19 related shutdown is ongoing and there continues to be uncertainty surrounding the virus and various re-opening strategies, the homebuilding industry generally was only impacted from mid-March through April of 2020. Towards the end of April, economic conditions in our markets started to improve, and this improvement continued throughout our fiscal third and fourth quarters, due to what we believe is a combination of factors including low interest rates, low inventory levels of existing homes and a general desire for more indoor and outdoor space. During the third quarter and continuing through the fourth quarter of fiscal 2020, we returned to our normal activities with respect to land purchases, land development and resuming the construction of unsold homes. As a result, our operating metrics improved significantly as compared to fiscal 2019, as described below.

Although many of our key metrics have improved since the end of the second quarter of fiscal 2020, the full magnitude and duration of the COVID-19 pandemic is unknown. We may experience material declines in our net contracts, deliveries, revenues, cash flow and/or profitability during fiscal 2021 and beyond, compared to the corresponding prior-year periods, and compared to our expectations at the beginning of our 2020 fiscal year. In addition, if conditions in the overall housing market or in a specific market worsen in the future beyond our current expectations, if future changes in our business strategy significantly affect any key assumptions used in our projections of future cash flows, or if there are material changes in any of the other items we consider in assessing recoverability, we may recognize charges in future periods for inventory impairments related to our current inventory assets or other reorganization activities. Any such charges could be material to our consolidated financial statements.

### Operating Results

We experienced overall positive operating results for the year ended October 31, 2020 as follows:

Our cash position allowed us to spend \$624.2 million on land purchases and land development during fiscal 2020, and still have total liquidity of \$399.1 million, including \$262.5 million of homebuilding cash and cash equivalents as of October 31, 2020 and \$125.0 million of borrowing capacity under our senior secured revolving credit facility.

Additional results for the year ended October 31, 2020 were as follows:

- For the year ended October 31, 2020, sale of homes revenues increased 15.5% as compared to the prior year, as a result of a 15.0% increase in deliveries, primarily due to our increased community count that occurred during fiscal 2019 and our 39.2% increase in sales absorption pace in fiscal 2020 as compared to fiscal 2019.
- Gross margin percentage increased from 14.2% for the year ended October 31, 2019 to 14.7% for the year ended October 31, 2020, and gross margin percentage, before cost of sales interest expense and land charges, increased from 18.1% for the year ended October 31, 2019 to 18.4% for the year ended October 31, 2020. The increases were primarily due to the mix of communities delivering compared to the prior year, along with increases in home prices in virtually all of our markets during the last half of fiscal 2020.
- Selling, general and administrative costs (including corporate general and administrative expenses) increased \$8.7 million for the year ended October 31, 2020 as compared to the prior year, primarily as a result of our increased community count at the beginning of the year and our 15.0% increase in deliveries, along with a lower adjustment to our warranty reserves (as a result of our annual actuarial analysis) in fiscal 2020 as compared to fiscal 2019. However, as a percentage of total revenue, such costs decreased to 10.3% for the year ended October 31, 2020 compared to 11.6% for the year ended October 31, 2019.
- Pre-tax income increased to \$55.4 million for the year ended October 31, 2020 from a pre-tax loss of \$39.7 million for the year ended October 31, 2019. Net income increased to \$50.9 million for the year ended October 31, 2020 from a net loss of \$42.1 million for the year ended October 31, 2019. Earnings per share, basic and diluted, increased to \$7.48 and \$7.03, respectively, for the year ended October 31, 2020 compared to loss per share of \$7.06, both basic and diluted, for the year ended October 31, 2019.
- Net contracts increased 30.2% for the year ended October 31, 2020, compared to the prior year.
- Net contracts per average active selling community increased to 54.3 for the year ended October 31, 2020 compared to 39.0 in the prior year. This increase represents our highest net contracts per average active selling community in over a decade. This strong absorption pace resulted in our active selling communities at October 31, 2020 decreasing by 17.7% compared to October 31, 2019.
- Contract backlog increased from 2,191 homes at October 31, 2019 to 3,402 homes at October 31, 2020, with a dollar value of \$1.4 billion, representing a 61.3% increase in dollar value compared to the prior year.

[Table of Contents](#)

### Critical Accounting Policies

Management believes that the following critical accounting policies require its most significant judgments and estimates used in the preparation of the consolidated financial statements:

*Income Recognition from Mortgage Loans* - Our Financial Services segment originates mortgages, primarily for our homebuilding customers. We use mandatory investor commitments and forward sales of mortgage backed securities (“MBS”) to hedge our mortgage-related interest rate exposure on agency and government loans.

We elected the fair value option for our mortgage loans held for sale in accordance with Accounting Standards Codification (“ASC”) 825, “Financial Instruments,” which permits us to measure our loans held for sale at fair value. Management believes that the election of the fair value option for

loans held for sale improves financial reporting by mitigating volatility in reported earnings caused by measuring the fair value of the loans and the derivative instruments used to economically hedge them without having to apply complex hedge accounting provisions.

Substantially all of the mortgage loans originated are sold within a short period of time in the secondary mortgage market on a servicing released, nonrecourse basis, although the Company remains liable for certain limited representations, such as fraud, and warranties related to loan sales. Mortgage investors could seek to have us buy back loans or compensate them for losses incurred on mortgages we have sold based on claims that we breached our limited representations and warranties. We have established reserves for probable losses. While we believe these reserves are adequate for known losses and projected repurchase requests, given the volatility in the mortgage industry and the uncertainty regarding the ultimate resolution of these claims, if either actual repurchases or the losses incurred resolving those repurchases exceed our expectations, additional expense may be incurred.

*Inventories* - Inventories consist of land, land development, home construction costs, capitalized interest, construction overhead and property taxes. Construction costs are accumulated during the period of construction and charged to cost of sales under specific identification methods. Land, land development and common facility costs are allocated based on buildable acres to product types within each community, then charged to cost of sales equally based upon the number of homes to be constructed in each product type.

We record inventories in our consolidated balance sheets at cost unless the inventory is determined to be impaired, in which case the inventory is written down to its fair value. Our inventories consist of the following three components: (1) sold and unsold homes and lots under development, which includes all construction, land, capitalized interest and land development costs related to started homes and land under development in our active communities; (2) land and land options held for future development or sale, which includes all costs related to land in our communities in planning or mothballed communities; and (3) consolidated inventory not owned, which includes all costs related to variable interest entities and other options, which consists primarily of model homes financed with an investor and inventory related to land banking arrangements accounted for as financings.

We decide to mothball (or stop development on) certain communities when we determine that the current performance does not justify further investment at the time. When we decide to mothball a community, the inventory is reclassified on our Consolidated Balance Sheets from "Sold and unsold homes and lots under development" to "Land and land options held for future development or sale." As of October 31, 2020, the net book value associated with our 12 mothballed communities was \$11.4 million, net of impairment charges recorded in prior periods of \$122.2 million. We regularly review communities to determine if mothballing is appropriate. During fiscal 2020, we did not mothball any additional communities, or sell any previously mothballed communities, but we re-activated one previously mothballed community and also re-activated a portion of one previously mothballed community.

We sell and lease back certain of our model homes with the right to participate in the potential profit when each home is sold to a third party at the end of the respective lease. As a result of our continued involvement, for accounting purposes in accordance with ASC 606-10-55-68, these sale and leaseback transactions are considered a financing rather than a sale. Therefore, for purposes of our Consolidated Balance Sheets, at October 31, 2020, inventory of \$48.8 million was recorded to "Consolidated inventory not owned," with a corresponding amount of \$47.2 million recorded to "Liabilities from inventory not owned."

---

[Table of Contents](#)

We have land banking arrangements, whereby we sell our land parcels to the land banker and they provide us an option to purchase back finished lots on a quarterly basis. Because of our options to repurchase these parcels, for accounting purposes, in accordance with ASC 606-10-55-70, these transactions are considered financings rather than sales. For purposes of our Consolidated Balance Sheets, at October 31, 2020, inventory of \$133.4 million was recorded as "Consolidated inventory not owned," with a corresponding amount of \$84.0 million recorded to "Liabilities from inventory not owned" for the amount of net cash received from the transactions.

The recoverability of inventories and other long-lived assets is assessed in accordance with the provisions of ASC 360-10, "Property, Plant and Equipment – Overall" ("ASC 360-10"). ASC 360-10 requires long-lived assets, including inventories, held for development to be evaluated for impairment based on undiscounted future cash flows of the assets at the lowest level for which there are identifiable cash flows. As such, we evaluate inventories for impairment at the individual community level, the lowest level of discrete cash flows that we measure.

We evaluate inventories of communities under development and held for future development for impairment when indicators of potential impairment are present. Indicators of impairment include, but are not limited to, decreases in local housing market values, decreases in gross margins or sales absorption rates, decreases in net sales prices (base sales price net of sales incentives), or actual or projected operating or cash flow losses. The assessment of communities for indication of impairment is performed quarterly. As part of this process, we prepare detailed budgets for all of our communities at least semi-annually and identify those communities with a projected operating loss. For those communities with projected losses, we estimate the remaining undiscounted future cash flows and compare those to the carrying value of the community, to determine if the carrying value of the asset is recoverable.

The projected operating profits, losses, or cash flows of each community can be significantly impacted by our estimates of the following:

- future base selling prices;
- future home sales incentives;
- future home construction and land development costs; and
- future sales absorption pace and cancellation rates.

These estimates are dependent upon specific market conditions for each community. While we consider available information to determine what we believe to be our best estimates as of the end of a quarterly reporting period, these estimates are subject to change in future reporting periods as facts and circumstances change. Local market-specific conditions that may impact our estimates for a community include:

- the intensity of competition within a market, including available home sales prices and home sales incentives offered by our competitors;

- the current sales absorption pace for both our communities and competitor communities;
- community specific attributes, such as location, availability of lots in the market, desirability and uniqueness of our community, and the size and style of homes currently being offered;
- potential for alternative product offerings to respond to local market conditions;
- changes by management in the sales strategy of the community;
- current local market economic and demographic conditions and related trends of forecasts; and
- existing home inventory supplies, including foreclosures and short sales.

These and other local market-specific conditions that may be present are considered by management in preparing projection assumptions for each community. The sales objectives can differ between our communities, even within a given market. For example, facts and circumstances in a given community may lead us to price our homes with the objective of yielding a higher sales absorption pace, while facts and circumstances in another community may lead us to price our homes to minimize deterioration in our gross margins, although it may result in a slower sales absorption pace. In addition, the key assumptions included in our estimate of future undiscounted cash flows may be interrelated. For example, a decrease in estimated base sales price or an increase in homes sales incentives may result in a corresponding increase in sales absorption pace. Additionally, a decrease in the average sales price of homes to be sold and closed in future reporting periods for one community that has not been generating what management believes to be an adequate sales absorption pace may impact the estimated cash flow assumptions of a nearby community. Changes in our key assumptions, including estimated construction and development costs, absorption pace and selling strategies, could materially impact future cash flow and fair-value estimates. Due to the number of possible scenarios that would result from various changes in these factors, we do not believe it is possible to develop a sensitivity analysis with a level of precision that would be meaningful to an investor.

---

[Table of Contents](#)

If the undiscounted cash flows are more than the carrying value of the community, then the carrying amount is recoverable, and no impairment adjustment is required. However, if the undiscounted cash flows are less than the carrying amount, then the community is deemed impaired and is written down to its fair value. We determine the estimated fair value of each community by determining the present value of its estimated future cash flows at a discount rate commensurate with the risk of the respective community, or in limited circumstances, prices for land in recent comparable sale transactions, market analysis studies, which include the estimated price a willing buyer would pay for the land (other than in a forced liquidation sale), and recent bona fide offers received from outside third parties. Our discount rates used for all impairments recorded from October 31, 2018 to October 31, 2020 ranged from 16.8% to 19.8%. The estimated future cash flow assumptions are virtually the same for both our recoverability and fair value assessments. Should the estimates or expectations used in determining estimated cash flows or fair value, including discount rates, decrease or differ from current estimates in the future, we may be required to recognize additional impairments related to current and future communities. The impairment of a community is allocated to each lot on a relative fair value basis.

From time to time, we write off deposits and approval, engineering and capitalized interest costs when we determine that it is no longer probable that we will exercise options to buy land in specific locations or when we redesign communities and/or abandon certain engineering costs. In deciding not to exercise a land option, we take into consideration changes in market conditions, the timing of required land takedowns, the willingness of land sellers to modify terms of the land option contract (including timing of land takedowns), and the availability and best use of our capital, among other factors. The write-off is recorded in the period it is deemed not probable that the optioned property will be acquired. In certain instances, we have been able to recover deposits and other pre-acquisition costs that were previously written off. These recoveries have not been significant in comparison to the total costs written off.

Inventories held for sale are land parcels ready for sale in their current condition, where we have decided not to build homes but are instead actively marketing for sale. These land parcels represented \$2.0 million of our total inventories at October 31, 2020, and are reported at the lower of carrying amount or fair value less costs to sell. There were no inventories held for sale at October 31, 2019. In determining fair value for land held for sale, management considers, among other things, prices for land in recent comparable sale transactions, market analysis studies, which include the estimated price a willing buyer would pay for the land (other than in a forced liquidation sale) and recent bona fide offers received from outside third parties.

*Unconsolidated Homebuilding and Land Development Joint Ventures* - Investments in unconsolidated homebuilding and land development joint ventures are accounted for under the equity method of accounting. Under the equity method, we recognize our proportionate share of earnings and losses earned by the joint venture upon the delivery of lots or homes to third parties. Our ownership interests in the joint ventures vary but our voting interests are generally 50% or less. In determining whether or not we must consolidate joint ventures where we are the managing member of the joint venture, we assess whether the other partners have specific rights to overcome the presumption of control by us as the manager of the joint venture. In most cases, the presumption is overcome because the joint venture agreements require that both partners agree on establishing the significant operating and capital decisions of the partnership, including budgets, in the ordinary course of business. The evaluation of whether or not we control a venture can require significant judgment. In accordance with ASC 323-10, "Investments - Equity Method and Joint Ventures - Overall," we assess our investments in unconsolidated joint ventures for recoverability, and if it is determined that a loss in value of the investment below its carrying amount is other than temporary, we write down the investment to its fair value. We evaluate our equity investments for impairment based on the joint venture's projected cash flows. This process requires significant management judgment and estimates. During fiscal 2020, we did not write down any of our unconsolidated joint venture investments. During fiscal 2019, we recorded a \$0.9 million write down in our investment in one of our unconsolidated joint ventures in the West.

*Warranty Costs and Construction Defect Reserves* - We accrue for warranty costs that are covered under our existing general liability and construction defect policy as part of our general liability insurance deductible. This accrual is expensed as selling, general, and administrative costs. For homes delivered in fiscal 2020 and 2019, our deductible under our general liability insurance was a \$20 million aggregate for construction defect and warranty claims. For bodily injury claims, our deductible per occurrence in fiscal 2020 and 2019 was \$0.25 million, up to a \$5 million limit. Our aggregate retention for construction defect, warranty and bodily injury claims was \$20 million for fiscal 2020 and 2019. We do not have a deductible on our worker's compensation insurance. Reserves for estimated losses for construction defects, warranty and bodily injury claims have been established using the assistance of a third-party actuary. We engage a third-party actuary that uses our historical warranty and construction defect data to assist our management in estimating our unpaid claims, claim adjustment expenses and incurred but not reported claims reserves for the risks that we are assuming under the general liability and construction defect programs. The estimates include provisions for inflation, claims handling and legal fees. These estimates are

subject to a high degree of variability due to uncertainties such as trends in construction defect claims relative to our markets and the types of products we build, claim settlement patterns, insurance industry practices and legal interpretations, among others. Because of the high degree of judgment required in determining these estimated liability amounts, actual future costs could differ significantly from our currently estimated amounts. In addition, we establish a warranty accrual for lower cost-related issues to cover home repairs, community amenities and land development infrastructure that are not covered under our general liability and construction defect policy. We accrue an estimate for these warranty costs as part of cost of sales at the time each home is closed and title and possession have been transferred to the homebuyer. See Note 16 to the Consolidated Financial Statements for additional information on the amount of warranty costs recognized in cost of goods sold and administrative expenses.

[Table of Contents](#)

**Recent Accounting Pronouncements**

See Note 3 to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K.

**Capital Resources and Liquidity**

Our operations consist primarily of residential housing development and sales in the Northeast (New Jersey and Pennsylvania), the Mid-Atlantic (Delaware, Maryland, Virginia, Washington D.C. and West Virginia), the Midwest (Illinois and Ohio), the Southeast (Florida, Georgia and South Carolina), the Southwest (Arizona and Texas) and the West (California). In addition, we provide certain financial services to our homebuilding customers.

We have historically funded our homebuilding and financial services operations with cash flows from operating activities, borrowings under our credit facilities, the issuance of new debt and equity securities and other financing activities. Due to covenant restrictions in our debt instruments, we are currently limited in the amount of debt we can incur that does not qualify as refinancing indebtedness (a limitation that we expect to continue for the foreseeable future), even if market conditions would otherwise be favorable, which could also impact our ability to grow our business.

*Operating, Investing and Financing Activities – Overview*

Our total liquidity at October 31, 2020 was \$399.1 million, including \$262.5 million in homebuilding cash and cash equivalents and \$125.0 million of borrowing capacity under our senior secured revolving credit facility. This was above our target liquidity range of \$170.0 to \$245.0 million. The unprecedented public health and governmental efforts to contain the COVID-19 pandemic have created significant uncertainty as to general economic and housing market conditions for fiscal 2021 and beyond. We believe that these sources of cash together with available borrowings on our senior secured revolving credit facility will be sufficient through fiscal 2021 to finance our working capital requirements.

We spent \$624.2 million on land and land development during fiscal 2020. After considering this land and land development and all other operating activities, including revenue received from deliveries, we had \$292.8 million in cash provided from operations. During fiscal 2020, cash provided by investing activities was \$2.1 million, primarily due to distributions from existing unconsolidated joint ventures, partially offset by an investment in a new unconsolidated joint venture. Cash used in financing activities was \$167.8 million during fiscal 2020, which was primarily due to net payments made on our mortgage warehouse lines of credit, along with net payments for nonrecourse mortgage financings and also debt repurchases during the period. We intend to continue to use nonrecourse mortgage financings, model sale leaseback, joint ventures, and, subject to covenant restrictions in our debt instruments, land banking programs as our business needs dictate.

Our cash uses during the years ended October 31, 2020 and 2019 were for operating expenses, land purchases, land deposits, land development, construction spending, state income taxes, interest payments, financing transaction costs, debt repurchases, litigation matters and investments in unconsolidated joint ventures. During these periods, we provided for our cash requirements from available cash on hand, housing and land sales, financing transactions, model sale leasebacks, land banking transactions, unconsolidated joint ventures, financial service revenues and other revenues.

Our net income (loss) historically does not approximate cash flow from operating activities. The difference between net income (loss) and cash flow from operating activities is primarily caused by changes in inventory levels together with changes in receivables, prepaid and other assets, mortgage loans held for sale, interest and other accrued liabilities, deferred income taxes, accounts payable and other liabilities, noncash charges relating to depreciation and stock compensation awards and impairment losses for inventory. When we are expanding our operations, inventory levels, prepaids and other assets increase causing cash flow from operating activities to decrease. Certain liabilities also increase as operations expand and partially offset the negative effect on cash flow from operations caused by the increase in inventory levels, prepaids and other assets. Similarly, as our mortgage operations expand, net income from these operations increases, but for cash flow purposes net income is partially offset by the net change in mortgage assets and liabilities. The opposite is true as our investment in new land purchases and development of new communities decrease, causing us to generate positive cash flow from operations.

See “Inventory Activities” below for a detailed discussion of our inventory position.

[Table of Contents](#)

*Debt Transactions*

Senior notes and credit facilities balances as of October 31, 2020 and October 31, 2019, were as follows:

<b>(In thousands)</b>	<b>October 31, 2020</b>	<b>October 31, 2019</b>
Senior Secured Notes:		
10.0% Senior Secured Notes due July 15, 2022	\$ 111,214	\$ 218,994
10.5% Senior Secured Notes due July 15, 2024	69,683	211,391
10.0% Senior Secured 1.75 Lien Notes due November 15, 2025	158,502	-
7.75% Senior Secured 1.125 Lien Notes due February 15, 2026	350,000	350,000
10.5% Senior Secured 1.25 Lien Notes due February 15, 2026	282,322	282,322



11.25% Senior Secured 1.5 Lien Notes due February 15, 2026		162,269	103,141
Total Senior Secured Notes	\$	1,133,990	\$ 1,165,848
Senior Notes:			
8.0% Senior Notes due November 1, 2027 (1)	\$	-	\$ -
13.5% Senior Notes due February 1, 2026		90,590	90,590
5.0% Senior Notes due February 1, 2040		90,120	90,120
Total Senior Notes	\$	180,710	\$ 180,710
Senior Unsecured Term Loan Credit Facility due February 1, 2027	\$	39,551	\$ 202,547
Senior Secured 1.75 Lien Term Loan Credit Facility due January 31, 2028	\$	81,498	\$ -
Senior Secured Revolving Credit Facility (2)	\$	-	\$ -
Subtotal notes payable	\$	1,435,749	\$ 1,549,105
Net discounts and premiums	\$	17,521	\$ (49,145)
Net debt issuance costs	\$	(22,160)	\$ (19,970)
Total notes payable, net of discounts, premiums and debt issuance costs	\$	1,431,110	\$ 1,479,990

(1) \$26.0 million of 8.0% Senior Notes due 2027 are owned by a wholly-owned consolidated subsidiary of HEI. Therefore, in accordance with GAAP, such notes are not reflected on the Consolidated Balance Sheets of HEI. On November 1, 2019, the maturity of the 8.0% Senior Notes was extended to November 1, 2027.

(2) At October 31, 2020, provides for up to \$125.0 million in aggregate amount of senior secured first lien revolving loans. Availability thereunder will terminate on December 28, 2022.

Except for K. Hovnanian, the issuer of the notes and borrower under the Credit Facilities (as defined below), our home mortgage subsidiaries, certain of our title insurance subsidiaries, joint ventures and subsidiaries holding interests in our joint ventures, we and each of our subsidiaries are guarantors of the Credit Facilities, the senior secured notes (except that certain of the Notes Guarantors (defined below) do not guarantee the 10.5% Senior Secured Notes due 2024 as discussed in Note 9 to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K) and senior notes outstanding at October 31, 2020 (collectively, the “Notes Guarantors”).

## [Table of Contents](#)

The credit agreements governing the Credit Facilities and the indentures governing the senior secured and senior notes (together, the “Debt Instruments”) outstanding at October 31, 2020 do not contain any financial maintenance covenants, but do contain restrictive covenants that limit, among other things, the ability of HEI and certain of its subsidiaries, including K. Hovnanian, to incur additional indebtedness (other than non-recourse indebtedness, certain permitted indebtedness and refinancing indebtedness), pay dividends and make distributions on common and preferred stock, repay certain indebtedness prior to its respective stated maturity, repurchase common and preferred stock, make other restricted payments (including investments), sell certain assets (including in certain land banking transactions), incur liens, consolidate, merge, sell or otherwise dispose of all or substantially all of their assets and enter into certain transactions with affiliates. The Debt Instruments also contain customary events of default which would permit the lenders or holders thereof to exercise remedies with respect to the collateral (as applicable), declare the loans made under the Unsecured Term Loan Facility (defined below) (the “Unsecured Term Loans”), loans made under the Secured Term Loan Facility (defined below) (the “Secured Term Loans”) and loans made under the Secured Credit Agreement (as defined below) (the “Secured Revolving Loans”) or notes to be immediately due and payable if not cured within applicable grace periods, including the failure to make timely payments on the Unsecured Term Loans, Secured Term Loans, Secured Revolving Loans or notes or other material indebtedness, cross default to other material indebtedness, the failure to comply with agreements and covenants and specified events of bankruptcy and insolvency, with respect to the Unsecured Term Loans, Secured Term Loans and Secured Revolving Loans, material inaccuracy of representations and warranties and with respect to the Unsecured Term Loans, Secured Term Loans and Secured Revolving Loans, a change of control, and, with respect to the Secured Term Loans, Secured Revolving Loans and senior secured notes, the failure of the documents granting security for the obligations under the secured Debt Instruments to be in full force and effect, and the failure of the liens on any material portion of the collateral securing the obligations under the secured Debt Instruments to be valid and perfected. As of October 31, 2020, we believe we were in compliance with the covenants of the Debt Instruments.

If our consolidated fixed charge coverage ratio is less than 2.0 to 1.0, as defined in the applicable Debt Instrument, we are restricted from making certain payments, including dividends, and from incurring indebtedness other than certain permitted indebtedness, refinancing indebtedness and nonrecourse indebtedness. As a result of this ratio restriction, we are currently restricted from paying dividends (in the case of the payment of dividends on preferred stock, our secured debt leverage ratio must also be less than 4.0 to 1.0), which are not cumulative, on our 7.625% Series A Preferred Stock. We anticipate that we will continue to be restricted from paying dividends for the foreseeable future. Our inability to pay dividends is in accordance with covenant restrictions and will not result in a default under our Debt Instruments or otherwise affect compliance with any of the covenants contained in our Debt Instruments.

Under the terms of our Debt Instruments, we have the right to make certain redemptions and prepayments and, depending on market conditions and covenant restrictions, may do so from time to time. We also continue to actively analyze and evaluate our capital structure and explore transactions to simplify our capital structure and to strengthen our balance sheet, including those that reduce leverage and/or extend maturities, and will seek to do so with the right opportunity. We may also continue to make debt purchases and/or exchanges for debt or equity from time to time through tender offers, exchange offers, open market purchases, private transactions, or otherwise, or seek to raise additional debt or equity capital, depending on market conditions and covenant restrictions.

Any liquidity-enhancing or other capital raising or refinancing transaction will depend on identifying counterparties, negotiation of documentation and applicable closing conditions and any required approvals. Due to covenant restrictions in our Debt Instruments, we are currently limited in the amount of debt we can incur that does not qualify as refinancing indebtedness (a limitation that we expect to continue for the foreseeable future), even if market conditions would otherwise be favorable, which could also impact our ability to grow our business.

See Note 9 to the Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K for a further discussion of K. Hovnanian’s Credit Facilities, senior secured notes and senior notes.

[Table of Contents](#)

### *Mortgages and Notes Payable*

We have nonrecourse mortgage loans for certain communities totaling \$135.1 million and \$203.6 million (net of debt issuance costs) at October 31, 2020 and October 31, 2019, respectively, which are secured by the related real property, including any improvements, with an aggregate book value of \$368.1 million and \$410.2 million, respectively. The weighted-average interest rate on these obligations was 6.4% and 8.3% at October 31, 2020 and October 31, 2019, respectively, and the mortgage loan payments on each community primarily correspond to home deliveries.

Our wholly owned mortgage banking subsidiary, K. Hovnanian American Mortgage, LLC (“K. Hovnanian Mortgage”), originates mortgage loans primarily from the sale of our homes. Such mortgage loans and related servicing rights are sold in the secondary mortgage market within a short period of time. In certain instances, we retain the servicing rights for a small amount of loans. The loans are secured by the mortgages held for sale and repaid when we sell the underlying mortgage loans to permanent investors. As of October 31, 2020 and 2019, we had an aggregate of \$87.2 million and \$140.2 million, respectively, outstanding under several of K. Hovnanian Mortgage’s short-term borrowing facilities.

See Note 8 to the Consolidated Financial Statements for a discussion of these agreements and facilities.

### *Equity*

On July 3, 2001, our Board of Directors authorized a stock repurchase program to purchase up to 0.2 million shares of Class A Common Stock. We did not repurchase any shares under this program during fiscal 2020 or 2019. As of October 31, 2020, the maximum number of shares of Class A Common Stock that may yet be purchased under this program is 22 thousand. (See Part II, Item 5 for information on equity purchases).

On July 12, 2005, we issued 5,600 shares of 7.625% Series A Preferred Stock, with a liquidation preference of \$25,000 per share. Dividends on the Series A Preferred Stock are not cumulative and are payable at an annual rate of 7.625%. The Series A Preferred Stock is not convertible into the Company’s common stock and is redeemable in whole or in part at our option at the liquidation preference of the shares. The Series A Preferred Stock is traded as depositary shares, with each depositary share representing 1/1000th of a share of Series A Preferred Stock. The depositary shares are listed on the NASDAQ Global Market under the symbol “HOVNP.” In fiscal 2020, 2019 and 2018, we did not make any dividend payments on the Series A Preferred Stock as a result of covenant restrictions in our debt instruments. Certain debt instruments to which we are a party contain restrictions on the payment of cash dividends. As a result of the most restrictive of these provisions, we are not currently able to pay any cash dividends. We have never paid a cash dividend to common stockholders. We anticipate that we will continue to be restricted from paying dividends, which are not cumulative, for the foreseeable future.

On October 31, 2019, in connection with the issuance of the 7.75% Senior Secured 1.25 Lien Notes due 2026, we issued and sold an aggregate of 178,427 shares of Class A Common Stock, par value \$0.01 per share (and associated Preferred Stock Purchase Rights), to the purchasers of such Notes for an aggregate purchase price of \$1,784.27. The issuance was exempt from registration under Section 4(a)(2) of the Securities Act of 1933.

### *Inventory Activities*

Total inventory, excluding consolidated inventory not owned, decreased \$88.7 million during the year ended October 31, 2020, from October 31, 2019. Total inventory, excluding consolidated inventory not owned, decreased in the Northeast by \$24.8 million, in the Midwest by \$2.6 million, in the Southeast by \$44.0 million, and in the West by \$33.5 million. These decreases were partially offset by increases in the Mid-Atlantic of \$2.7 million and in the Southwest of \$13.5 million. These inventory fluctuations were primarily attributable to home deliveries and land sales during the period, partially offset by new land purchases and land development. During the year ended October 31, 2020, we had aggregate impairments in the amount of \$2.0 million. We wrote-off costs in the aggregate amount of \$6.8 million during the year ended October 31, 2020 related to land options that expired or that we terminated, as the communities’ forecasted profitability was not projected to produce adequate returns on investment commensurate with the risk. In the last few years, we have been able to acquire new land parcels at prices that we believe will generate reasonable returns under current homebuilding market conditions. This trend may not continue in either the near or the long term. Substantially all homes under construction or completed and included in inventory at October 31, 2020 are expected to be closed during the next six to nine months.

Consolidated inventory not owned decreased \$8.1 million. Consolidated inventory not owned consists of options related to land banking and model financing transactions that were added to our Consolidated Balance Sheets in accordance with US GAAP. The decrease from October 31, 2019 to October 31, 2020 was primarily due to a decrease in land banking transactions along with a decrease in the sale and leaseback of certain model homes during the period. We have land banking arrangements, whereby we sell land parcels to the land bankers and they provide us an option to purchase back finished lots on a predetermined schedule. Because of our options to repurchase these parcels, for accounting purposes in accordance with ASC 606-10-55-70, these transactions are considered a financing rather than a sale. For purposes of our Consolidated Balance Sheet, at October 31, 2020, inventory of \$133.4 million was recorded to “Consolidated inventory not owned,” with a corresponding amount of \$84.0 million (net of debt issuance costs) recorded to “Liabilities from inventory not owned” for the amount of net cash received from the transactions. In addition, we sell and lease back certain of our model homes with the right to participate in the potential profit when each home is sold to a third party at the end of the respective lease. As a result of our continued involvement, for accounting purposes in accordance with ASC 606-10-55-68, these sale and leaseback transactions are considered a financing rather than a sale. Therefore, for purposes of our Consolidated Balance Sheet, at October 31, 2020, inventory of \$48.8 million was recorded to “Consolidated inventory not owned,” with a corresponding amount of \$47.2 million (net of debt issuance costs) recorded to “Liabilities from inventory not owned” for the amount of net cash received from the transactions.

When possible, we option property for development prior to acquisition. By optioning property, we are only subject to the loss of the cost of the option and predevelopment costs if we choose not to exercise the option. As a result, our commitment for major land acquisitions is reduced. The costs associated with optioned properties are included in “Land and land options held for future development or sale” on the Consolidated Balance Sheets. Also included in “Land and land options held for future development or sale” are amounts associated with inventory in mothballed communities. We mothball (or stop development on) certain communities when we determine the current performance does not justify further investment at the time. That is, we believe we will generate higher returns if we decide against spending money to improve land today and save the raw land until such time as the markets improve or we determine to sell the property. As of October 31, 2020, we had mothballed land in 12 communities. The book value associated with these communities at October 31, 2020 was \$11.4 million, which was net of impairment charges recorded in prior periods of \$122.2 million. We continually review communities to determine if mothballing is appropriate. During fiscal 2020, we did not mothball any additional communities, or sell any previously

mothballed communities, but we re-activated one previously mothballed community and also re-activated a portion of one previously mothballed community.

Inventories held for sale, which are land parcels where we have decided not to build homes, and are actively marketing the land for sale, represented \$2.0 million of our total inventories held for sale at October 31, 2020 and are reported at the lower of carrying amount or fair value less costs to sell. There were no inventories held for sale at October 31, 2019. In determining fair value for land held for sale, management considers, among other things, prices for land in recent comparable sale transactions, market analysis studies, which include the estimated price a willing buyer would pay for the land (other than in a forced liquidation sale) and recent bona fide offers received from outside third parties.

31

## [Table of Contents](#)

The following tables summarize home sites included in our total residential real estate.

	<b>Total Home Sites</b>	<b>Contracted Not Delivered</b>	<b>Remaining Home Sites Available</b>
<b>October 31, 2020:</b>			
Northeast	3,043	130	2,913
Mid-Atlantic	5,928	557	5,371
Midwest	2,166	596	1,570
Southeast	3,071	298	2,773
Southwest	7,641	1,066	6,575
West	4,495	755	3,740
<b>Consolidated total</b>	<b>26,344</b>	<b>3,402</b>	<b>22,942</b>
<b>Unconsolidated joint ventures</b>			
Owned	9,745	2,517	7,228
Optioned	16,304	590	15,714
Construction to permanent financing lots	295	295	-
<b>Consolidated total</b>	<b>26,344</b>	<b>3,402</b>	<b>22,942</b>
<b>Lots controlled by unconsolidated joint ventures</b>	<b>4,724</b>	<b>1,418</b>	<b>3,306</b>
<b>October 31, 2019:</b>			
Northeast	3,297	152	3,145
Mid-Atlantic	5,297	343	4,954
Midwest	3,898	450	3,448
Southeast	4,693	282	4,411
Southwest	7,188	663	6,525
West	5,260	301	4,959
<b>Consolidated total</b>	<b>29,633</b>	<b>2,191</b>	<b>27,442</b>
<b>Unconsolidated joint ventures</b>			
Owned	11,374	1,658	9,716
Optioned	18,004	278	17,726
Construction to permanent financing lots	255	255	-
<b>Consolidated total</b>	<b>29,633</b>	<b>2,191</b>	<b>27,442</b>
<b>Lots controlled by unconsolidated joint ventures</b>	<b>4,226</b>	<b>461</b>	<b>3,765</b>

The following table summarizes our started or completed unsold homes and models, excluding unconsolidated joint ventures, in active and substantially completed communities. The decrease in the total homes from October 31, 2019 to October 31, 2020 was primarily due to the increase in net contracts absorption pace during the latter half of fiscal 2020.

	<b>October 31, 2020</b>			<b>October 31, 2019</b>		
	<b>Unsold Homes</b>	<b>Models</b>	<b>Total</b>	<b>Unsold Homes</b>	<b>Models</b>	<b>Total</b>
Northeast	1	5	6	58	12	70
Mid-Atlantic	31	10	41	63	12	75
Midwest	11	8	19	31	10	41
Southeast	42	17	59	78	15	93
Southwest	174	16	190	320	12	332
West	14	19	33	213	19	232
<b>Total</b>	<b>273</b>	<b>75</b>	<b>348</b>	<b>763</b>	<b>80</b>	<b>843</b>
Started or completed unsold homes and models per active selling communities(1)	2.4	0.6	3.0	5.4	0.6	6.0

(1) Active selling communities (which are communities that are open for sale with ten or more home sites available) were 116 and 141 at October 31, 2020 and 2019, respectively. This ratio does not include substantially completed communities, which are communities with less than ten home sites available.

## *Other Balance Sheet Activities*

Homebuilding – Restricted cash and cash equivalents decreased \$6.2 million from October 31, 2019 to \$14.7 million at October 31, 2020. The decrease was primarily due to a reduction in cash collateral of our stand-alone letters of credit during the period.

Investments in and advances to unconsolidated joint ventures decreased \$23.9 million during the fiscal year ended October 31, 2020 compared to October 31, 2019. The decrease was primarily due to unconsolidated joint venture partner distributions during fiscal 2020, partially offset by new capital contributions for existing joint ventures and the formation of a new joint venture during fiscal 2020. As of October 31, 2020 and October 31, 2019, we had investments in ten unconsolidated homebuilding joint ventures and one unconsolidated land development joint venture for both periods. We have no guarantees associated with our unconsolidated joint ventures, other than guarantees limited only to performance and completion of development, environmental indemnification and standard warranty and representation against fraud, misrepresentation and similar actions, including a voluntary bankruptcy.

[Table of Contents](#)

Receivables, deposits and notes, net decreased \$11.2 million from October 31, 2019 to \$33.7 million at October 31, 2020. The decrease was primarily due to the timing of home closings, along with the receipt of a receivable during the first quarter of fiscal 2020 related to the funding of the satisfaction and discharge of certain of our senior secured notes in the fourth quarter of fiscal 2019.

Prepaid expenses and other assets were as follows as of:

(In thousands)	October 31, 2020	October 31, 2019	Dollar Change
Prepaid insurance	\$ 2,687	\$ 2,061	\$ 626
Prepaid project costs	28,549	32,015	(3,466)
Other prepaids	7,022	10,808	(3,786)
Other assets	431	820	(389)
Lease right of use asset	20,016	-	20,016
<b>Total</b>	<b>\$ 58,705</b>	<b>\$ 45,704</b>	<b>\$ 13,001</b>

Prepaid insurance increased slightly due to the timing of premium payments. These costs are amortized over the life of the associated insurance policy, which can be one to three years. Prepaid project costs consist of community specific expenditures that are used over the life of the community. Such prepaids are expensed as homes are delivered. The decrease in prepaid project costs is directly related to our decreased community count, resulting from delivering homes and closing out of communities at a faster pace than opening new communities during the year. Other prepaids decreased primarily due to the amortization of deferred financing costs and costs for certain software and related services during the period. Lease right of use asset represents the net present value of our operating leases which, in connection with the Company's adoption of ASU 2016-02 on November 1, 2019, are now required to be recorded as an asset on our Consolidated Balance Sheets. See Note 4 to the Consolidated Financial Statements for further information.

Financial services assets consist primarily of residential mortgages receivable held for sale of which \$101.8 million and \$163.0 million at October 31, 2020 and 2019, respectively, were being temporarily warehoused and are awaiting sale in the secondary mortgage market. The decrease in mortgage loans held for sale from October 31, 2019 was primarily related to a decrease in the volume of loans originated during the fourth quarter of fiscal 2020 compared to the fourth quarter of fiscal 2019, partially offset by an increase in the average loan value.

Nonrecourse mortgages secured by inventory decreased to \$135.1 million at October 31, 2020, from \$203.6 million at October 31, 2019. The decrease was primarily due to the payment of existing mortgages, partially offset by additional loan borrowings on existing mortgages along with new mortgages for communities in most of our segments obtained during fiscal 2020.

Accounts payable and other liabilities are as follows as of:

(In thousands)	October 31, 2020	October 31, 2019	Dollar Change
Accounts payable	\$ 148,541	\$ 141,667	\$ 6,874
Reserves	89,985	92,083	(2,098)
Lease liability	21,049	-	21,049
Accrued expenses	10,680	19,208	(8,528)
Accrued compensation	68,641	53,157	15,484
Other liabilities	20,378	14,078	6,300
<b>Total</b>	<b>\$ 359,274</b>	<b>\$ 320,193</b>	<b>\$ 39,081</b>

The increase in accounts payable was primarily due to an increase in construction spending in the fourth quarter of fiscal 2020 as compared to the fourth quarter of fiscal 2019, and a corresponding increase in backlog at October 31, 2020 from October 31, 2019. Reserves decreased during the period, primarily due to a reduction in our construction defect reserves in connection with our annual assessment as our loss experience has continued to improve over the past few years. Lease liability represents the net present value of our minimum lease obligations, which as discussed above, are required to be recorded on our Consolidated Balance Sheets as a result of the Company's adoption of ASU 2016-02 on November 1, 2019. Accrued expenses decreased primarily due to accruals for legal fees associated with debt financing transactions accrued at October 31, 2019 and paid in the first quarter of fiscal 2020. Accrued compensation increased primarily due to increased bonuses related to increased profitability in fiscal 2020 as compared to fiscal 2019. Other liabilities increased primarily due to deferred payroll tax withholdings, partially offset by the transfer of a municipal loan from a previously consolidated community to a new unconsolidated joint venture formed in the first quarter of fiscal 2020.

Customers' deposits increased \$12.4 million from October 31, 2019 to \$48.3 million at October 31, 2020. The increase was primarily related to the increase in backlog during the year.

Liabilities from inventory not owned decreased \$9.8 million to \$131.2 million at October 31, 2020. The decrease was due to a decrease in land banking transactions during the period, along with a decrease in the sale and leaseback of certain model homes, both of which are accounted for as financing transactions as described above.

Accrued interest increased \$16.5 million to \$35.6 million at October 31, 2020. The increase was primarily due to the timing of new accruals as a result of the financing transactions completed in October 2019, partially offset by payments during the year, along with slightly higher interest rates on our new senior secured notes issued in our financing transactions in fiscal 2020.

Financial Services (liabilities) decreased \$50.1 million from \$169.1 million at October 31, 2019, to \$119.0 million at October 31, 2020. The decrease was primarily due to a decrease in amounts outstanding under our mortgage warehouse lines of credit, and directly correlated to the decrease in the volume of mortgage loans held for sale during the year.

[Table of Contents](#)

**Results of Operations**

**Total Revenues**

Compared to the prior period, revenues increased (decreased) as follows:

(Dollars in thousands)	Year Ended		
	October 31, 2020	October 31, 2019	October 31, 2018
<b>Homebuilding:</b>			
Sale of homes	\$ 302,347	\$ 43,454	\$ (433,805)
Land sales	7,694	(15,066)	(24,319)
Other revenues	(1,066)	(3,502)	3,080
Financial services	18,010	797	(5,388)
Total change	\$ 326,985	\$ 25,683	\$ (460,432)
Total revenues percent change	16.2%	1.3%	(18.8)%

**Homebuilding**

Sale of homes revenues increased \$302.3 million, or 15.5%, for the year ended October 31, 2020, increased \$43.5 million, or 2.3%, for the year ended October 31, 2019, and decreased \$433.8 million, or 18.5%, for the year ended October 31, 2018 as compared to the same period of the prior year. The increased revenues in fiscal 2020 were primarily due to the number of home deliveries increasing 15.0%, and the average price per home increasing to \$396,065 in fiscal 2020 from \$394,194 in fiscal 2019. The increase in deliveries in fiscal 2020 was primarily due to increased demand for new home construction during the latter half of fiscal 2020. The increased revenues in fiscal 2019 were primarily due to the number of home deliveries increasing 2.0% and the average price per home increasing to \$394,194 in fiscal 2019 from \$393,280 in fiscal 2018. The increase in deliveries in fiscal 2019 was primarily due to the result of an increase in community count in fiscal 2019 as compared to fiscal 2018 of 14.6%. The decreased revenues in fiscal 2018 were primarily due to the number of home deliveries decreasing 13.5% and the average price per home decreasing to \$393,280 in fiscal 2018 from \$417,714 in fiscal 2017. The decrease in fiscal 2018 deliveries was primarily the result of a reduction in community count of 5.4%. The fluctuations in average prices for fiscal 2020, 2019, and 2018 were primarily the result of geographic and community mix of our deliveries. For fiscal 2018, there were also home price decreases (which we increase or decrease in communities depending on the respective community's performance), partially offset by price increases in some communities primarily in the West. For further detail on changes in segment revenues see "Homebuilding Operations by Segment" below. During the latter half of fiscal 2020, we saw an increase in demand for new home construction and, as a result, were able to increase home prices in virtually all of our markets. For further detail on land sales and other revenue, see the section titled "Land Sales and Other Revenues" below.

Information on homes delivered by segment is set forth below:

(Housing Revenue in thousands)	Year Ended		
	October 31, 2020	October 31, 2019	October 31, 2018
<b>Northeast:</b>			
Housing revenues	\$ 175,627	\$ 116,889	\$ 96,012
Homes delivered	348	192	178
Average price	\$ 504,675	\$ 608,797	\$ 539,393
<b>Mid-Atlantic:</b>			
Housing revenues	\$ 402,647	\$ 356,674	\$ 354,153
Homes delivered	755	652	672
Average price	\$ 533,307	\$ 547,046	\$ 527,013
<b>Midwest:</b>			
Housing revenues	\$ 225,334	\$ 203,734	\$ 196,307
Homes delivered	727	680	662
Average price	\$ 309,950	\$ 299,609	\$ 296,536
<b>Southeast:</b>			
Housing revenues	\$ 232,333	\$ 219,860	\$ 237,948
Homes delivered	548	545	596
Average price	\$ 423,965	\$ 403,413	\$ 399,242
<b>Southwest:</b>			
Housing revenues	\$ 743,301	\$ 627,201	\$ 637,568
Homes delivered	2,233	1,866	1,873
Average price	\$ 332,871	\$ 336,121	\$ 340,399
<b>West:</b>			
Housing revenues	\$ 472,786	\$ 425,324	\$ 384,240
Homes delivered	1,075	1,011	866
Average price	\$ 439,801	\$ 420,696	\$ 443,695
<b>Consolidated total:</b>			
Housing revenues	\$ 2,252,028	\$ 1,949,682	\$ 1,906,228
Homes delivered	5,686	4,946	4,847
Average price	\$ 396,065	\$ 394,194	\$ 393,280
<b>Unconsolidated joint ventures:(1)</b>			

Housing revenues	\$	432,602	\$	485,324	\$	599,979
Homes delivered		728		774		984
Average price	\$	594,234	\$	627,034	\$	609,735

(1) Represents housing revenue and home deliveries for our unconsolidated homebuilding joint ventures for the period. We provide this data as a supplement to our consolidated results as an indicator of the volume managed in our unconsolidated joint ventures. See Note 20 to the Consolidated Financial Statements for a further discussion of our joint ventures.

34

## [Table of Contents](#)

The increase in housing revenues during the year ended October 31, 2020, as compared to the year ended October 31, 2019, was primarily attributed to our increased deliveries, from the strong homebuilding market and high demand for new home construction, and by the increase in average sales price. Housing revenues in fiscal 2020 increased 15.5% on a combined basis across all of our homebuilding segments, and average sales price increased by 0.5% in all such segments combined, excluding unconsolidated joint ventures. In our homebuilding segments, homes delivered increased in fiscal 2020 as compared to fiscal 2019 by 81.3%, 15.8%, 6.9%, 0.6%, 19.7% and 6.3% in the Northeast, Mid-Atlantic, Midwest, Southeast, Southwest and West, respectively. Overall in fiscal 2020 as compared to fiscal 2019, homes delivered increased 15.0% across all our segments, excluding unconsolidated joint ventures.

The increase in housing revenues during the year ended October 31, 2019, as compared to the year ended October 31, 2018, was primarily attributed to our increased deliveries, as our community count increased year over year, and due to the increase in average sales price. Housing revenues in fiscal 2019 increased 2.3% on a combined basis across all of our homebuilding segments, and average sales price increased by 0.2%, excluding unconsolidated joint ventures. In our homebuilding segments, homes delivered increased in fiscal 2019 as compared to fiscal 2018 by 7.9%, 2.7% and 16.7% in the Northeast, Midwest and West, respectively, and decreased by 3.0%, 8.6% and 0.4% in the Mid-Atlantic, Southeast and Southwest, respectively. Overall in fiscal 2019 as compared to fiscal 2018 homes delivered increased 2.0% across all our segments, excluding unconsolidated joint ventures.

Quarterly housing revenues and net sales contracts by segment, excluding unconsolidated joint ventures, for the years ended October 31, 2020, 2019 and 2018 are set forth below (net contracts are defined as new contracts executed during the period for the purchase of homes, less cancellations of contracts in the same period):

(In thousands)	Quarter Ended			
	October 31, 2020	July 31, 2020	April 30, 2020	January 31, 2020
<b>Housing revenues:</b>				
Northeast	\$ 42,218	\$ 41,354	\$ 46,791	\$ 45,264
Mid-Atlantic	114,221	111,160	89,677	87,589
Midwest	59,498	62,901	56,543	46,392
Southeast	73,741	65,595	56,317	36,680
Southwest	194,505	214,608	170,485	163,703
West	159,332	110,315	103,534	99,605
Consolidated total	\$ 643,515	\$ 605,933	\$ 523,347	\$ 479,233
<b>Sales contracts (net of cancellations):</b>				
Northeast	\$ 63,326	\$ 51,586	\$ 23,266	\$ 33,003
Mid-Atlantic	135,364	152,511	128,652	93,702
Midwest	79,999	79,394	54,501	58,276
Southeast	74,765	79,846	48,508	67,158
Southwest	245,813	260,891	187,493	178,433
West	229,656	258,067	139,418	90,832
Consolidated total	\$ 828,923	\$ 882,295	\$ 581,838	\$ 521,404

(In thousands)	Quarter Ended			
	October 31, 2019	July 31, 2019	April 30, 2019	January 31, 2019
<b>Housing revenues:</b>				
Northeast	\$ 70,650	\$ 20,694	\$ 13,040	\$ 12,505
Mid-Atlantic	135,866	86,811	80,818	53,179
Midwest	68,714	47,261	42,870	44,889
Southeast	76,414	50,217	49,346	43,883
Southwest	213,089	152,615	143,634	117,863
West	127,413	110,251	97,844	89,816
Consolidated total	\$ 692,146	\$ 467,849	\$ 427,552	\$ 362,135
<b>Sales contracts (net of cancellations):</b>				
Northeast	\$ 37,860	\$ 37,560	\$ 62,580	\$ 34,950
Mid-Atlantic	86,296	99,807	118,245	81,514
Midwest	54,682	58,794	68,744	37,046
Southeast	69,765	58,648	64,772	40,460
Southwest	166,723	202,553	192,630	115,338
West	102,460	131,483	120,616	57,018
Consolidated total	\$ 517,786	\$ 588,845	\$ 627,587	\$ 366,326

35

(In thousands)	Quarter Ended			
	October 31, 2018	July 31, 2018	April 30, 2018	January 31, 2018
<b>Housing revenues:</b>				
Northeast	\$ 25,606	\$ 26,701	\$ 23,513	\$ 20,192
Mid-Atlantic	99,493	79,593	104,058	71,009
Midwest	67,395	45,579	42,816	40,517
Southeast	72,828	47,472	60,974	56,674
Southwest	193,000	157,406	158,958	128,204
West	135,353	86,108	77,798	84,981
Consolidated total	\$ 593,675	\$ 442,859	\$ 468,117	\$ 401,577
<b>Sales contracts (net of cancellations):</b>				
Northeast	\$ 16,044	\$ 18,045	\$ 15,278	\$ 25,363
Mid-Atlantic	84,027	76,324	117,399	63,213
Midwest	44,167	43,596	67,308	49,416
Southeast	41,126	71,381	62,741	50,455
Southwest	123,485	177,174	198,487	141,458
West	83,933	102,183	93,213	69,397
Consolidated total	\$ 392,782	\$ 488,703	\$ 554,426	\$ 399,302

Contracts per average active selling community in fiscal 2020 were 54.3 compared to 39.0 in fiscal 2019. Our reported level of sales contracts (net of cancellations) was positively impacted by an increase in the pace of sales in all of the Company's segments during fiscal 2020. Cancellation rates represent the number of cancelled contracts in the quarter divided by the number of gross sales contracts executed in the quarter. For comparison, the following are historical cancellation rates, excluding unconsolidated joint ventures:

Quarter	2020	2019	2018	2017	2016
First	19%	24%	18%	19%	20%
Second	23%	19%	17%	18%	19%
Third	18%	19%	19%	19%	21%
Fourth	18%	21%	23%	22%	20%

Another common and meaningful way to analyze our cancellation trends is to compare the number of contract cancellations as a percentage of the beginning backlog. The following table provides this historical comparison, excluding unconsolidated joint ventures.

Quarter	2020	2019	2018	2017	2016
First	14%	16%	12%	12%	13%
Second	20%	20%	15%	16%	14%
Third	21%	16%	14%	13%	12%
Fourth	14%	14%	13%	12%	11%

Most cancellations occur within the legal rescission period, which varies by state but is generally less than two weeks after the signing of the contract. Cancellations also occur as a result of a buyer's failure to qualify for a mortgage, which generally occurs during the first few weeks after signing. As shown in the tables above, contract cancellations over the past several years have been within what we believe to be a normal range, although in the second quarter of fiscal 2020 the number of contract cancellations increased and gross sales contracts decreased due to the COVID-19 pandemic. However, in the third quarter of fiscal 2020, contract cancellations as a percentage of gross sales contracts decreased as gross sales rebounded and were very strong during the period. In the third quarter of fiscal 2020, contract cancellations as a percentage of beginning backlog increased further, primarily due to a lower beginning backlog as a result of lower gross sales contracts in the second quarter of fiscal 2020. In the fourth quarter of fiscal 2020, contract cancellations decreased back to more normalized levels due to the increase in beginning backlog in the third quarter as a result of strong gross sales during the period. Market conditions and further impacts from COVID-19 remain uncertain, and it is difficult to predict what cancellation rates will be in the future.

An important indicator of our future results is recently signed contracts and our home contract backlog for future deliveries. Our consolidated contract backlog, excluding unconsolidated joint ventures, by segment is set forth below:

(Dollars in thousands)	October 31, 2020	October 31, 2019	October 31, 2018
<b>Northeast:</b>			
Total contract backlog	\$ 82,111	\$ 86,557	\$ 30,496
Number of homes	130	152	51
<b>Mid-Atlantic: (1)</b>			
Total contract backlog	\$ 291,115	\$ 193,387	\$ 180,546
Number of homes	557	343	296
<b>Midwest:</b>			
Total contract backlog	\$ 169,517	\$ 122,681	\$ 107,149
Number of homes	596	450	394
<b>Southeast:</b>			
Total contract backlog	\$ 146,971	\$ 121,921	\$ 108,137
Number of homes	298	282	251

<b>Southwest:</b>			
Total contract backlog	\$	360,225	\$ 230,898 \$ 180,854
Number of homes		1,066	663 523
<b>West:</b>			
Total contract backlog	\$	369,887	\$ 124,700 \$ 138,448
Number of homes		755	301 311
<b>Totals: (1)</b>			
Total consolidated contract backlog	\$	1,419,826	\$ 880,144 \$ 745,630
Number of homes		3,402	2,191 1,826

(1) Contract backlog as of October 31, 2019 excludes 29 homes that were sold to one of our joint ventures at the time of the joint venture formation.

Contract backlog dollars increased 61.3% as of October 31, 2020 compared to October 31, 2019, and the number of homes in backlog increased 55.3% for the same period. The increase in backlog was driven by a 30.2% increase in net contracts, despite a decrease in community count for the year ended October 31, 2020 compared to the prior fiscal year. In the second half of fiscal 2020, we experienced an increase in our sales pace due to high demand for new home construction, which has resulted in our highest sales pace in over a decade. In the month of November 2020, excluding unconsolidated joint ventures, we signed an additional 493 net contracts amounting to \$216.7 million in contract value.

Total cost of sales on our Consolidated Statements of Operations includes expenses for consolidated housing and land and lot sales, including inventory impairment loss and land option write-offs (defined as "land charges" in the tables below). A breakout of such expenses for housing sales and homebuilding gross margin is set forth below.

Homebuilding gross margin before cost of sales interest expense and land charges is a non-GAAP financial measure. This measure should not be considered as an alternative to homebuilding gross margin determined in accordance with GAAP as an indicator of operating performance.

37

## [Table of Contents](#)

Management believes this non-GAAP measure enables investors to better understand our operating performance. This measure is also useful internally, helping management evaluate our operating results on a consolidated basis and relative to other companies in our industry. In particular, the magnitude and volatility of land charges for the Company, and for other homebuilders, have been significant and, as such, have made financial analysis of our industry more difficult. Homebuilding metrics excluding land charges, as well as interest amortized to cost of sales, and other similar presentations prepared by analysts and other companies are frequently used to assist investors in understanding and comparing the operating characteristics of homebuilding activities by eliminating many of the differences in companies' respective level of impairments and levels of debt.

<b>(Dollars in thousands)</b>	<b>Year Ended</b>		
	<b>October 31, 2020</b>	<b>October 31, 2019</b>	<b>October 31, 2018</b>
Sale of homes	\$ 2,252,029	\$ 1,949,682	\$ 1,906,228
Cost of sales, excluding interest expense and land charges	1,837,332	1,596,237	1,555,894
Homebuilding gross margin, before cost of sales interest expense and land charges	414,697	353,445	350,334
Cost of sales interest expense, excluding land sales interest expense	74,174	70,520	56,588
Homebuilding gross margin, after cost of sales interest expense, before land charges	340,523	282,925	293,746
Land charges	8,813	6,288	3,501
Homebuilding gross margin	\$ 331,710	\$ 276,637	\$ 290,245
Homebuilding gross margin percentage	14.7%	14.2%	15.2%
Homebuilding gross margin percentage, before cost of sales interest expense and land charges	18.4%	18.1%	18.4%
Homebuilding gross margin percentage, after cost of sales interest expense, before land charges	15.1%	14.5%	15.4%

Cost of sales expenses as a percentage of consolidated home sales revenues are presented below:

	<b>Year Ended</b>		
	<b>October 31, 2020</b>	<b>October 31, 2019</b>	<b>October 31, 2018</b>
Sale of homes	100%	100%	100%
Cost of sales, excluding interest expense and land charges:			
Housing, land and development costs	72.1%	72.1%	71.9%
Commissions	3.7%	3.7%	3.6%
Financing concessions	1.4%	1.4%	1.2%
Overheads	4.4%	4.7%	4.9%
Total cost of sales, before interest expense and land charges	81.6%	81.9%	81.6%
Cost of sales interest	3.3%	3.6%	3.0%
Land charges	0.4%	0.3%	0.2%
Homebuilding gross margin percentage	14.7%	14.2%	15.2%
Homebuilding gross margin percentage, before cost of sales interest expense and land charges	18.4%	18.1%	18.4%
Homebuilding gross margin percentage, after cost of sales interest expense and before land charges	15.1%	14.5%	15.4%

We sell a variety of home types in various communities, each yielding a different gross margin. As a result, depending on the mix of communities delivering homes, consolidated gross margin may fluctuate up or down. Total homebuilding gross margin percentage increased to 14.7% for the year ended October 31, 2020 compared to 14.2% for the prior year. This increase was primarily due to the mix of communities delivering compared to



the prior year, along with increases in home prices in virtually all of our markets. Due to significantly increased demand in June and July of 2020, we began increasing home prices. We believe that these price increases should offset potential material and labor cost increases related to increased demand and could also result in improved gross margin as a percentage of revenues in future quarters. Total homebuilding gross margin percentage decreased to 14.2% for the year ended October 31, 2019 compared to 15.2% for the prior year. This decrease was primarily due to the increase in cost of sales interest as a result of changes in estimates of interest per home for deliveries during fiscal 2019 in connection with our semi-annual community life planning process, along with a decrease due to the mix of communities delivering in each period. Also contributing to the decrease is the mix of communities delivering compared to the same period of the prior year, along with a slight increase in direct costs and financing concessions.

Reflected as inventory impairment loss and land option write-offs in cost of sales ("land charges"), we have written off or written down certain inventories totaling \$8.8 million, \$6.3 million and \$3.5 million during the years ended October 31, 2020, 2019 and 2018, respectively, to their estimated fair value. See Note 12 to the Consolidated Financial Statements for an additional discussion. During the years ended October 31, 2020, 2019 and 2018, we wrote off residential land options and approval and engineering costs totaling \$6.8 million, \$3.6 million and \$1.4 million, respectively, which are included in the total land charges mentioned above. Option, approval and engineering costs are written off when a community's pro forma profitability is not projected to produce adequate returns on the investment commensurate with the risk and when we believe it is probable we will cancel the option, or when a community is redesigned engineering costs related to the initial design are written off. Such write-offs were located in all segments in fiscal 2020, 2019 and 2018. The inventory impairments amounted to \$2.0 million, \$2.7 million and \$2.1 million for the years ended October 31, 2020, 2019 and 2018, respectively. It is difficult to predict impairment levels, and should it become necessary or desirable to have additional land sales, further lower prices, or should the estimates or expectations used in determining estimated cash flows or fair value decrease or differ from current estimates in the future, we may need to recognize additional impairments.

[Table of Contents](#)

Below is a breakdown of our lot option walk-aways and impairments by segment for fiscal 2020. In fiscal 2020, we walked away from 19.3% of all the lots we controlled under option contracts. The remaining 80.7% of our option lots are in communities that we believe remain economically feasible.

The following table represents lot option walk-aways by segment for the year ended October 31, 2020:

(Dollars in millions)	Dollar Amount of Walk Away	Number of Walk-Away Lots	% of Walk-Away Lots	Total Option Lots(1)	Walk-Away Lots as a % of Total Option Lots
Northeast	\$ 1.5	261	6.7%	2,934	8.9%
Mid-Atlantic	-	102	2.6%	3,994	2.6%
Midwest	3.5	1,807	46.3%	2,634	68.6%
Southeast	0.8	968	24.8%	3,049	31.7%
Southwest	0.6	458	11.8%	5,984	7.7%
West	0.4	304	7.8%	1,609	18.9%
Total	\$ 6.8	3,900	100.0%	20,204	19.3%

(1) Includes lots optioned at October 31, 2020 and lots optioned that the Company walked away from in the year ended October 31, 2020.

The following table represents impairments by segment for the year ended October 31, 2020:

(In millions)	Dollar Amount of Impairment	% of Impairments	Pre-Impairment Value(1)	% of Pre-Impairment Value
Northeast	\$ -	-%	\$ -	-%
Mid-Atlantic	-	-%	-	-%
Midwest	2.0	100.0%	4.8	41.7%
Southeast	-	-%	-	-%
Southwest	-	-%	-	-%
West	-	-%	-	-%
Total	\$ 2.0	100.0%	\$ 4.8	41.7%

(1) Represents carrying value, net of prior period impairments, if any, at the time of recording the applicable period's impairments.

**Land Sales and Other Revenues**

Land sales and other revenues consist primarily of land and lot sales. A breakout of land and lot sales is set forth below:

(In thousands)	Year Ended		
	October 31, 2020	October 31, 2019	October 31, 2018
Land and lot sales	\$ 16,905	\$ 9,211	\$ 24,277
Cost of sales, excluding interest	11,154	8,540	10,661
Land and lot sales gross margin, excluding interest	5,751	671	13,616
Land and lot sales interest expense	156	205	4,097
Land and lot sales gross margin, including interest	\$ 5,595	\$ 466	\$ 9,519

Land sales are ancillary to our residential homebuilding operations and are expected to continue in the future but may significantly fluctuate up or down. Although we budget land sales, they are often dependent upon receiving approvals and entitlements, the timing of which can be uncertain. As a

result, projecting the amount and timing of land sales is difficult. There were seven land sales during the year ended October 31, 2020, compared to six in the prior year, resulting in a \$7.7 million increase in land sales revenue. There were six land sales in the year ended October 31, 2019, compared to four in the prior year. Despite an increase in the number of land sales in fiscal 2019, there was a significant land sale in the Northeast segment in fiscal 2018 which resulted in a \$15.1 million decrease in land sales revenue during fiscal 2019.

Land sales and other revenues increased \$6.6 million for the year ended October 31, 2020 and decreased \$18.6 million for the year ended October 31, 2019 compared to the prior year. Other revenues include income from contract cancellations where the deposit has been forfeited due to contract terminations, interest income, cash discounts and miscellaneous one-time receipts. The increase from fiscal 2019 to fiscal 2020 and the decrease from fiscal 2018 to fiscal 2019 was mainly due to the fluctuations in land sales revenue noted above.

[Table of Contents](#)

**Homebuilding Selling, General and Administrative**

Homebuilding selling, general and administrative (“SGA”) expenses decreased \$5.5 million to \$161.3 million for the year ended October 31, 2020 as compared to the year ended October 31, 2019. The decrease was primarily attributed to lower selling overhead and advertising costs, as a result of the reduction of our community count and a reduced need for advertising as home sales have improved. SGA expenses increased \$7.6 million to \$166.8 million for the year ended October 31, 2019 as compared to the year ended October 31, 2018. The increase was primarily related to a decrease of unconsolidated joint venture management fees received of \$4.2 million, which offset general and administrative expenses, as a result of less unconsolidated joint venture deliveries, and \$3.3 million less of a reduction of our construction defect reserves (a \$6.9 million reduction in fiscal 2019 as compared to \$10.2 million reduction in fiscal 2018) based on our annual actuarial analysis.

**Homebuilding Operations by Segment**

Financial information relating to the Company’s operations was as follows:

**Segment Analysis (Dollars in thousands, except average sales price)**

	Year Ended October 31,				
	2020	Variance 2020 Compared to 2019	2019	Variance 2019 Compared to 2018	2018
<b>Northeast</b>					
Homebuilding revenue	\$ 192,069	\$ 67,697	\$ 124,372	\$ 8,076	\$ 116,296
Income before income taxes	\$ 30,371	\$ 9,417	\$ 20,954	\$ 85	\$ 20,869
Homes delivered	348	156	192	14	178
Average sales price	\$ 504,675	\$ (104,122)	\$ 608,797	\$ 69,404	\$ 539,393
<b>Mid-Atlantic</b>					
Homebuilding revenue	\$ 403,669	\$ 46,422	\$ 357,247	\$ 2,557	\$ 354,690
Income before income taxes	\$ 34,570	\$ 20,243	\$ 14,327	\$ (4,430)	\$ 18,757
Homes delivered	755	103	652	(20)	672
Average sales price	\$ 533,307	\$ (13,739)	\$ 547,046	\$ 20,033	\$ 527,013
<b>Midwest</b>					
Homebuilding revenue	\$ 225,718	\$ 21,257	\$ 204,461	\$ 7,862	\$ 196,599
(Loss) income before income taxes	\$ (1,805)	\$ (1,156)	\$ (649)	\$ (2,177)	\$ 1,528
Homes delivered	727	47	680	18	662
Average sales price	\$ 309,950	\$ 10,341	\$ 299,609	\$ 3,073	\$ 296,536
<b>Southeast</b>					
Homebuilding revenue	\$ 232,730	\$ 12,648	\$ 220,082	\$ (21,538)	\$ 241,620
Income (loss) before income taxes	\$ 1,355	\$ 11,415	\$ (10,060)	\$ (146)	\$ (9,914)
Homes delivered	548	3	545	(51)	596
Average sales price	\$ 423,965	\$ 20,552	\$ 403,413	\$ 4,171	\$ 399,242
<b>Southwest</b>					
Homebuilding revenue	\$ 744,197	\$ 114,853	\$ 629,344	\$ (8,938)	\$ 638,282
Income before income taxes	\$ 68,184	\$ 34,725	\$ 33,459	\$ (16,393)	\$ 49,852
Homes delivered	2,233	367	1,866	(7)	1,873
Average sales price	\$ 332,871	\$ (3,250)	\$ 336,121	\$ (4,278)	\$ 340,399
<b>West</b>					
Homebuilding revenue	\$ 472,889	\$ 47,373	\$ 425,516	\$ 40,889	\$ 384,627
Income before income taxes	\$ 16,415	\$ (23,603)	\$ 40,018	\$ (7,969)	\$ 47,987
Homes delivered	1,075	64	1,011	145	866
Average sales price	\$ 439,801	\$ 19,105	\$ 420,696	\$ (22,999)	\$ 443,695

[Table of Contents](#)

**Homebuilding Results by Segment**

*Northeast* – Homebuilding revenues increased 54.4% in fiscal 2020 compared to fiscal 2019 primarily due to an 81.3% increase in homes delivered and a \$9.0 million increase in land sales and other revenue, partially offset by a 17.1% decrease in average selling price. The decrease in average sales price was the result of new communities delivering smaller single family homes, townhomes and affordable-housing homes in mid to higher-end submarkets of the segment in fiscal 2020 compared to some communities delivering in fiscal 2019 that had higher

priced, single family homes in higher-end submarkets of the segment that are no longer delivering. Also impacting the decrease in average sales price was an increase in pricing concessions and a decrease in location premiums in certain communities.

Income before income taxes increased \$9.4 million to \$30.4 million, which was mainly due to the increase in homebuilding revenues discussed above, a \$0.5 million decrease in selling, general and administrative costs and a slight increase in gross margin percentage before interest expense for fiscal 2020 compared to fiscal 2019. This increase was partially offset by a \$8.2 million decrease in income from unconsolidated joint ventures for fiscal 2020 compared to fiscal 2019.

Homebuilding revenues increased 6.9% in fiscal 2019 compared to fiscal 2018 primarily due to a 7.9% increase in homes delivered and a 12.9% increase in average selling price, partially offset by a \$12.8 million decrease in land sales and other revenue. The increase in average sales price was the result of new communities delivering higher priced, larger single family homes and townhomes in higher-end submarkets of the segment in fiscal 2019 compared to certain communities delivering in fiscal 2018 that had lower priced, single family homes and townhomes in lower-end submarkets of the segment that are no longer delivering.

Income before income taxes increased \$0.1 million to \$21.0 million, which was mainly due to the increase in homebuilding revenues discussed above and the increase in gross margin percentage before interest expense for fiscal 2019 compared to fiscal 2018. This increase was partially offset by a \$1.0 million decrease in income from unconsolidated joint ventures and a \$0.5 million increase in selling, general and administrative costs for fiscal 2019 compared to fiscal 2018.

*Mid-Atlantic* – Homebuilding revenues increased 13.0% in fiscal 2020 compared to fiscal 2019 primarily due to a 15.8% increase in homes delivered, partially offset by a 2.5% decrease in average sales price. The decrease in average sales price was the result of new communities delivering lower priced, smaller single family homes and townhomes in lower-end submarkets of the segment in fiscal 2020 compared to some communities delivering in fiscal 2019 that had higher priced, larger single family homes and townhomes in higher-end submarkets of the segment that are no longer delivering.

Income before income taxes increased \$20.2 million to \$34.6 million, mainly due to the increase in homebuilding revenues discussed above, a \$2.0 million decrease in selling, general and administrative costs, a \$0.8 million decrease in inventory impairment loss and land option write-offs and an increase in gross margin percentage before interest expense for fiscal 2020 compared to fiscal 2019.

Homebuilding revenues increased 0.7% in fiscal 2019 compared to fiscal 2018 primarily due to a 3.8% increase in average sales price, partially offset by a 3.0% decrease in homes delivered. The increase in average sales price was the result of new communities delivering higher priced, larger single family homes in higher-end submarkets of the segment in fiscal 2019 compared to certain communities delivering in fiscal 2018 that had lower priced, single family homes and townhomes in mid to higher-end submarkets of the segment that are no longer delivering.

Income before income taxes decreased \$4.4 million to \$14.3 million, due mainly to a \$0.6 million increase in inventory impairment loss and land option write-offs and a slight decrease in gross margin percentage before interest expense for fiscal 2019 compared to fiscal 2018.

*Midwest* – Homebuilding revenues increased 10.4% in fiscal 2020 compared to fiscal 2019 primarily due to a 6.9% increase in homes delivered and a 3.5% increase in average sales price. The increase in average sales price was the result of new communities delivering higher priced, larger single family homes and townhomes in higher-end submarkets of the segment in fiscal 2020 compared to some communities delivering in fiscal 2019 that had lower priced, smaller single family homes in lower-end submarkets of the segment that are no longer delivering.

Loss before income taxes increased \$1.2 million to a loss of \$1.8 million in fiscal 2020 compared to fiscal 2019. The increase was primarily due to a \$3.2 million increase in inventory impairment loss and land option write-offs, while gross margin percentage before interest expense was flat for fiscal 2020 compared to fiscal 2019.

Homebuilding revenues increased 4.0% in fiscal 2019 compared to fiscal 2018 primarily due to a 2.7% increase in homes delivered and a 1.0% increase in average sales price. The increase in average sales price was the result of new communities delivering higher priced, larger single family homes in higher-end submarkets of the segment in fiscal 2019 compared to certain communities delivering in fiscal 2018 that had lower priced, smaller single family homes in lower-end submarkets of the segment that are no longer delivering. Also impacting the increase in average sales price was higher option revenue in certain communities.

Income before income taxes decreased \$2.2 million to a loss of \$0.6 million in fiscal 2019 compared to fiscal 2018. The decrease was primarily due to a \$2.0 million increase in selling, general and administrative costs and a \$2.1 million increase in inventory impairment loss and land option write-offs, while gross margin percentage before interest expense was flat for fiscal 2019 compared to fiscal 2018.

*Southeast* – Homebuilding revenues increased 5.7% in fiscal 2020 compared to fiscal 2019 primarily due to a 0.6% increase in homes delivered and a 5.1% increase in average sales price. The increase in average sales price was the result of new communities delivering higher priced, larger single family homes in higher-end submarkets of the segment in fiscal 2020 compared to some communities delivering in fiscal 2019 that had lower priced, smaller single family homes in lower-end submarkets of the segment that are no longer delivering. Also impacting the increase in average sales price was price increases and higher location premium revenue in certain communities.

Income before income taxes of \$1.4 million in fiscal 2020 represented an \$11.4 million improvement from the prior year due to the increase in homebuilding revenue discussed above, a \$3.9 million decrease in selling, general and administrative costs and an increase in gross margin percentage before interest expense for fiscal 2020 compared to fiscal 2019.

Homebuilding revenues decreased 8.9% in fiscal 2019 compared to fiscal 2018 primarily due to an 8.6% decrease in homes delivered, partially offset by a 1.0% increase in average sales price. The increase in average sales price was the result of new communities delivering higher priced, single family homes in higher-end submarkets of the segment in fiscal 2019 compared to certain communities delivering in fiscal 2018 that had lower priced, smaller single family homes and townhomes in lower-end submarkets of the segment that are no longer delivering. Also impacting the increase in average sales price was higher option revenue in certain communities.

Loss before income taxes increased \$0.1 million to a loss of \$10.0 million due to the decrease in homebuilding revenue discussed above and a \$1.2 million increase in selling, general and administrative costs, partially offset by a \$0.6 million decrease in inventory impairment loss and land option write-offs, a \$3.3 million improvement in loss from unconsolidated joint ventures to income and a slight increase in gross margin percentage before interest expense for fiscal 2019 compared to fiscal 2018.

*Southwest* – Homebuilding revenues increased 18.2% in fiscal 2020 compared to fiscal 2019 primarily due to a 19.7% increase in homes delivered, while average sales price was essentially flat with a 1.0% decrease in fiscal 2020.

Income before income taxes increased \$34.7 million to \$68.2 million in fiscal 2020 mainly due to the increase in homebuilding revenues discussed above and an increase in gross margin percentage before interest expense for fiscal 2020 compared to fiscal 2019.

Homebuilding revenues decreased 1.4% in fiscal 2019 compared to fiscal 2018 primarily due to a 0.4% decrease in homes delivered and a 1.3% decrease in average sales price. The decrease in average sales price was the result of new communities delivering lower priced, smaller single family homes in lower-end submarkets of the segment in fiscal 2019 compared to some communities delivering in fiscal 2018 that had higher priced, larger single family homes in higher-end submarkets of the segment that are no longer delivering.

Income before income taxes decreased \$16.4 million to \$33.5 million in fiscal 2019 mainly due to the decrease in homebuilding revenues discussed above and a decrease in gross margin percentage before interest expense for fiscal 2019 compared to fiscal 2018, partially offset by a \$2.8 million increase in income from unconsolidated joint ventures and a \$1.9 million decrease in selling, general and administrative costs.

*West* – Homebuilding revenues increased 11.1% in fiscal 2020 compared to fiscal 2019 primarily due to a 6.3% increase in homes delivered and a 4.5% increase in average sales price. The increase in average sales price was the result of new communities delivering higher priced, larger single family homes in higher-end submarkets of the segment in fiscal 2020 compared to some communities delivering in fiscal 2019 that had lower priced, smaller single family homes in lower-end submarkets of the segment that are no longer delivering. Also impacting the increase in average sales price was price increases in certain communities.

Income before income taxes decreased \$23.6 million to \$16.4 million in fiscal 2020 compared to the prior year due mainly to a significant decrease in gross margin percentage before interest expense, partly as a result of increases in estimated land development costs in some of our communities in the segment.

Homebuilding revenues increased 10.6% in fiscal 2019 compared to fiscal 2018 primarily due to a 16.7% increase in homes delivered, partially offset by a 5.2% decrease in average sales price. The decrease in average sales price was the result of new communities delivering lower priced, smaller single family homes in lower-end submarkets of the segment in fiscal 2019 compared to some communities delivering in fiscal 2018 that had higher priced, larger single family homes in higher-end submarkets of the segment that are no longer delivering.

Income before income taxes decreased \$8.0 million to \$40.0 million in fiscal 2019 compared to the prior year due mainly to a \$4.1 million increase in selling, general and administrative costs, a \$3.2 million decrease in income from unconsolidated joint ventures to a loss and a slight decrease in gross margin percentage before interest expense.

---

[Table of Contents](#)

## Financial Services

Financial services consist primarily of originating mortgages from our home buyers, selling such mortgages in the secondary market, and title insurance activities. We use mandatory investor commitments and forward sales of MBS to hedge our mortgage-related interest rate exposure on agency and government loans. These instruments involve, to varying degrees, elements of credit and interest rate risk. Credit risk associated with MBS forward commitments and loan sales transactions is managed by limiting our counterparties to investment banks, federally regulated bank affiliates and other investors meeting our credit standards. Our risk, in the event of default by the purchaser, is the difference between the contract price and fair value of the MBS forward commitments. For the years ended October 31, 2020, 2019 and 2018, our conforming conventional loan originations as a percentage of our total loans were 69.1%, 65.8% and 69.8%, respectively. FHA/VA loans represented 29.8%, 29.8%, and 24.6%, respectively, of our total loans. The remaining 1.1%, 4.4% and 5.6% of our loan originations represent loans which exceed conforming conventions. Profits and losses relating to the sale of mortgage loans are recognized when legal control passes to the buyer of the mortgage and the sales price is collected.

During the years ended October 31, 2020, 2019 and 2018, financial services provided a \$32.1 million, \$17.6 million and \$18.2 million pretax profit, respectively. In fiscal 2020, financial services pretax profit increased \$14.5 million from the prior year primarily due to the increase in homebuilding deliveries and an increase in the average price of the loans settled. Also impacting the increase in fiscal 2020 was the increase in the basis point spread between the loans originated and the implied rate from the sale of the loans. In fiscal 2019, financial services pretax profit decreased \$0.6 million from the prior year primarily due to the geographic mix of title company activity within each period. In the market areas served by our wholly owned mortgage banking subsidiaries, 69.3%, 70.9%, and 72.4% of our noncash home buyers obtained mortgages originated by these subsidiaries during the years ended October 31, 2020, 2019 and 2018, respectively.

## Corporate General and Administrative

Corporate general and administrative expenses include the operations at our headquarters in New Jersey. These expenses include payroll, stock compensation, legal expenses, rent and facility costs and other costs associated with our executive offices, information services, human resources, corporate accounting, training, treasury, process redesign, internal audit, national and digital marketing, construction services and administration of insurance, quality and safety. Corporate general and administrative expenses increased \$14.2 million for the year ended October 31, 2020 compared to the year ended October 31, 2019 and decreased \$3.3 million for the year ended October 31, 2019 compared to the year ended October 31, 2018. The increase in expense for fiscal 2020 was mainly due to an increase in stock compensation expense, primarily attributed to our long-term incentive plans achieving above target metrics for the plan years 2018 and 2019 as a result of current year profit. Also contributing to the increase in expense for fiscal 2020 were additional costs pertaining to software licenses and support fees for cybersecurity and monitoring services. The decrease in expense for fiscal 2019 was due to decreased legal fees

(including litigation) related to financing transactions and higher costs for ongoing litigations involving the Company during fiscal 2018 which did not recur in fiscal 2019, along with a decrease in stock compensation expense, primarily due to the cancellation of certain stock awards that did not meet their performance criteria in fiscal 2019. Also impacting the decrease for fiscal 2019 was an increase in the adjustment to reserves for self-insured medical claims, which were reduced based on claim estimates.

## **Other Interest**

Other interest increased \$13.7 million to \$103.8 million for the year ended October 31, 2020 compared to October 31, 2019, and decreased \$13.2 million to \$90.1 million for the year ended October 31, 2019 compared to October 31, 2018. Our assets that qualify for interest capitalization (inventory under development) are less than our debt, and therefore a portion of interest not covered by qualifying assets must be directly expensed. In fiscal 2020, the increase was because we incurred more interest from our third-party inventory financing during fiscal 2020, and as a result of the financing transactions we completed in the fourth quarter of fiscal 2019 and first quarter of fiscal 2020. In fiscal 2019, the decrease was due to our assets that qualify for interest capitalization increasing by more than our debt, therefore the amount of directly expensed interest decreased.

---

[Table of Contents](#)

## **Gain (Loss) on Extinguishment of Debt**

On December 10, 2019, K. Hovnanian entered into a credit agreement providing for \$81.5 million of senior secured 1.75 lien term loans in exchange for \$163.0 million of senior unsecured term loans. On December 10, 2019, K. Hovnanian also issued \$158.5 million of 10.0% Senior Secured 1.75 Lien Notes due 2025 in exchange for \$23.2 million of 10.0% Senior Secured Notes due 2022 and \$141.7 million 10.5% Senior Secured Notes due 2024. These transactions were accounted for in accordance with ASC 470-60, resulting in a net gain on extinguishment of debt of \$9.2 million. During the year ended October 31, 2020, the Company repurchased in open market transactions \$25.5 million aggregate principal amount of 10.0% Senior Secured Notes due 2022. The aggregate purchase price for these repurchases was \$21.4 million, which included accrued and unpaid interest. These repurchases resulted in a gain on extinguishment of debt of \$4.1 million for the year ended October 31, 2020, net of the write-off of unamortized financing costs and fees. The gains from the repurchases are included in the Consolidated Statement of Operations as "Gain (loss) on extinguishment of debt".

As a result of the financing transactions we consummated on October 31, 2019 and discussed under Note 9 to the Consolidated Financial Statements, we incurred a \$42.4 million loss on extinguishment of debt, a majority of which was non-cash.

We incurred a \$7.5 million loss on extinguishment of debt during the year ended October 31, 2018 due to several financing and refinancing transactions completed in fiscal 2018 as described in Note 9 to the Consolidated Financial Statements.

## **Income from Unconsolidated Joint Ventures**

Income from unconsolidated joint ventures consists of our share of the earnings or losses of our joint ventures. Income from unconsolidated joint ventures decreased \$12.3 million for the year ended October 31, 2020 from income of \$28.9 million for the year ended October 31, 2019 to income of \$16.6 million. The decrease was primarily due to the recognition of our share of income from certain of our joint ventures delivering fewer homes in fiscal 2020 as compared to the prior year. Also impacting the decrease was income recorded in the first quarter of fiscal 2019 related to the return of capital from an unconsolidated joint venture for which we had previously written-off our investment. Income from unconsolidated joint ventures increased \$4.9 million for the year ended October 31, 2019 from income of \$24.0 million for the year ended October 31, 2018 to income of \$28.9 million. The increase is due to our share of income from certain of our joint ventures delivering more homes resulting in increased profits for fiscal 2019 compared to fiscal 2018.

## **Total Taxes**

The total income tax expense of \$4.5 million, \$2.4 million, and \$3.6 million for the years ending October 31, 2020, 2019 and 2018, respectively, was primarily related to state tax expense from income generated in states where we do not have net operating loss ("NOL") carryforwards to offset the current year income. In addition, the expense for the year ended October 31, 2020 was primarily related to state tax expense from the impact of a cancellation of debt income recorded for tax purposes but not for GAAP purposes, creating a permanent difference.

Deferred federal and state income tax assets primarily represent the deferred tax benefits arising from NOL carryforwards and temporary differences between book and tax income which will be recognized in future years as an offset against future taxable income. If the combination of future years' income (or loss) and the reversal of the timing differences results in a loss, such losses can be carried forward to future years. In accordance with ASC 740, we evaluate our deferred tax assets ("DTAs") quarterly to determine if valuation allowances are required. ASC 740 requires that companies assess whether valuation allowances should be established based on the consideration of all available evidence using a "more likely than not" standard.

As of October 31, 2020, we considered all available positive and negative evidence to determine whether, based on the weight of that evidence, our valuation allowance for our DTAs was appropriate in accordance with ASC 740. As listed in Note 11 to the Consolidated Financial Statements, in order of the weighting of each factor is the available positive and negative evidence that we considered in determining that it is more likely than not that all of our DTAs will not be realized. In analyzing these factors, overall the negative evidence, both objective and subjective, outweighed the positive evidence. Based on this analysis, we determined that the current valuation allowance for deferred taxes of \$577.5 million as of October 31, 2020, which fully reserves for our DTAs, is appropriate.

---

[Table of Contents](#)

## **Off-Balance Sheet Financing**

In the ordinary course of business, we enter into land and lot option purchase contracts in order to procure land or lots for the construction of homes. Lot option contracts enable us to control significant lot positions with a minimal capital investment and substantially reduce the risks associated with land ownership and development. At October 31, 2020, we had \$88.9 million in option deposits in cash and letters of credit to purchase land and lots

with a total purchase price of \$1.3 billion. Our financial exposure is generally limited to forfeiture of the nonrefundable deposits, letters of credit and other nonrefundable amounts incurred. We have no material third-party guarantees.

### Unconsolidated Joint Ventures

As discussed in Note 20 – Investments in Unconsolidated Joint Ventures in the Notes to Consolidated Financial Statements, we have investments in unconsolidated joint ventures in various markets where our homebuilding operations are located. Our unconsolidated joint ventures had total combined assets of \$540.2 million at October 31, 2020 and \$539.7 million at October 31, 2019. Our investments in unconsolidated joint ventures totaled \$103.2 million at October 31, 2020 and \$127.0 million at October 31, 2019. As of October 31, 2020 and 2019, our unconsolidated joint ventures had outstanding debt totaling \$117.2 and \$186.9 million, respectively, under separate construction loan agreements with different third-party lenders and affiliates of certain investment partners to finance their respective land development activities, with the outstanding debt secured by the corresponding underlying property and related project assets and non-recourse to us. While we and our unconsolidated joint venture partners provide certain guarantees and indemnities to the lender, we do not have a guaranty or any other obligation to repay our outstanding debt or to support the value of the collateral underlying the outstanding debt. We do not believe that our existing exposure under our guaranty and indemnity obligations related to the outstanding debt is material to our consolidated financial statements. See also Note 19 – Variable Interest Entities in the Notes to Consolidated Financial Statements. We determined that none of our joint ventures at October 31, 2020 and 2019 were a variable interest entity. All our unconsolidated joint ventures were accounted for under the equity method because we did not have a controlling financial interest.

### Contractual Obligations

The following summarizes our aggregate contractual commitments at October 31, 2020.

(In thousands)	Payments Due by Period (1)				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long term debt (2)(3)(4)	\$ 2,185,741	\$ 136,175	\$ 369,663	\$ 310,645	\$ 1,369,258
Operating leases	24,788	8,880	11,804	2,997	1,107
<b>Total</b>	<b>\$ 2,210,529</b>	<b>\$ 145,055</b>	<b>\$ 381,467</b>	<b>\$ 313,642</b>	<b>\$ 1,370,365</b>

- (1) Total contractual obligations exclude our accrual for uncertain tax positions of \$1.0 million recorded for financial reporting purposes as of October 31, 2020 because we were unable to make reasonable estimates as to the period of cash settlement with the respective taxing authorities.
- (2) Represents our senior secured and unsecured term loan credit facilities, senior secured and senior notes and other notes payable and \$750.0 million of related interest payments for the life of such debt.
- (3) Does not include \$135.1 million of nonrecourse mortgages secured by inventory. These mortgages have various maturities spread over the next two to three years and are paid off as homes are delivered.
- (4) Does not include the mortgage warehouse lines of credit made under our Master Repurchase Agreements. See “- Capital Resources and Liquidity.” Also does not include our \$125.0 million Secured Credit Facility under which there were no borrowings outstanding as of October 31, 2020.

We had outstanding letters of credit and performance bonds of \$11.3 million and \$194.4 million, respectively, at October 31, 2020, related principally to our obligations to local governments to construct roads and other improvements in various developments. We do not believe that any such letters of credit or bonds are likely to be drawn upon.

### [Table of Contents](#)

### Inflation

Inflation has a long-term effect, because increasing costs of land, materials and labor result in increasing sale prices of our homes. In general, these price increases have been commensurate with the general rate of inflation in our housing markets and have not had a significant adverse effect on the sale of our homes. A significant risk faced by the housing industry generally is that rising house construction costs, including land and interest costs, will substantially outpace increases in the income of potential purchasers and therefore limit our ability to raise home sale prices, which may result in lower gross margins.

Inflation has a lesser short-term effect, because we generally negotiate fixed price contracts with many, but not all, of our subcontractors and material suppliers for the construction of our homes. These prices usually are applicable for a specified number of residential buildings or for a time period of between three to twelve months. Construction costs for residential buildings represent approximately 52.4% of our homebuilding cost of sales for fiscal 2020.

### Safe Harbor Statement

All statements in this Annual Report on Form 10-K that are not historical facts should be considered as “Forward-Looking Statements” within the meaning of the “Safe Harbor” provisions of the Private Securities Litigation Reform Act of 1995. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such forward-looking statements include but are not limited to statements related to the Company's goals and expectations with respect to its financial results for future financial periods. Although we believe that our plans, intentions and expectations reflected in, or suggested by, such forward-looking statements are reasonable, we can give no assurance that such plans, intentions or expectations will be achieved. By their nature, forward-looking statements: (i) speak only as of the date they are made, (ii) are not guarantees of future performance or results and (iii) are subject to risks, uncertainties and assumptions that are difficult to predict or quantify. Therefore, actual results could differ materially and adversely from those forward-looking statements as result of a variety of factors. Such risks, uncertainties and other factors include, but are not limited to:

- The outbreak and spread of COVID-19 and the measures that governments, agencies, law enforcement and/or health authorities implement

to address it;

- Changes in general and local economic, industry and business conditions and impacts of a significant homebuilding downturn;
- Adverse weather and other environmental conditions and natural disasters;
- The seasonality of the Company's business;
- The availability and cost of suitable land and improved lots and sufficient liquidity to invest in such land and lots;
- Shortages in, and price fluctuations of, raw materials and labor, including due to changes in trade policies, including the imposition of tariffs and duties on homebuilding materials and products and related trade disputes with and retaliatory measures taken by other countries;
- Reliance on, and the performance of, subcontractors;
- Regional and local economic factors, including dependency on certain sectors of the economy, and employment levels affecting home prices and sales activity in the markets where the Company builds homes;
- Increases in cancellations of agreements of sale;
- Fluctuations in interest rates and the availability of mortgage financing;
- Changes in tax laws affecting the after-tax costs of owning a home;
- Legal claims brought against us and not resolved in our favor, such as product liability litigation, warranty claims and claims made by mortgage investors;
- Levels of competition;
- Utility shortages and outages or rate fluctuations;
- Information technology failures and data security breaches;
- Negative publicity;
- High leverage and restrictions on the Company's operations and activities imposed by the agreements governing the Company's outstanding indebtedness;
- Availability and terms of financing to the Company;
- The Company's sources of liquidity;
- Changes in credit ratings;
- Government regulation, including regulations concerning development of land, the home building, sales and customer financing processes, tax laws and the environment;
- Operations through unconsolidated joint ventures with third parties;
- Significant influence of the Company's controlling stockholders;
- Availability of net operating loss carryforwards; and
- Loss of key management personnel or failure to attract qualified personnel.

Certain risks, uncertainties and other factors are described in detail in Part I, Item 1 "Business" and Part I, Item 1A "Risk Factors" in this Annual Report on Form 10-K as updated by our subsequent filings with the SEC. Except as otherwise required by applicable securities laws, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changed circumstances or any other reason after the date of this Annual Report on Form 10-K.

[Table of Contents](#)

## ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

A primary market risk facing us is interest rate risk on our long term debt, including debt instruments at variable interest rates. In connection with our mortgage operations, mortgage loans held for sale and the associated mortgage warehouse lines of credit under our Master Repurchase Agreements are subject to interest rate risk; however, such obligations reprice frequently and are short-term in duration. In addition, we hedge the interest rate risk on mortgage loans by obtaining forward commitments from private investors. Accordingly, the interest rate risk from mortgage loans is not material. We do not use financial instruments to hedge interest rate risk except with respect to mortgage loans. We are also subject to foreign currency risk but we do not believe this risk is material. The following tables set forth as of October 31, 2020 and 2019, our long-term debt obligations, principal cash flows by scheduled maturity, weighted-average interest rates and estimated fair value ("FV").

### Long-Term Debt Tables

**Long-Term Debt as of October 31, 2020 by Fiscal Year of Debt Maturity**

(Dollars in thousands)	2021	2022	2023	2024	2025	Thereafter	Total	FV at 10/31/2020
Long term debt(1)(2):								
Fixed rate	\$ -	\$ 111,214	\$ -	\$ 69,683	\$ -	\$ 1,254,852	\$ 1,435,749	\$ 1,241,570
Weighted-average interest rate	-%	10.0%	-%	10.50%	-%	9.38%	9.48%	

(1) Does not include the mortgage warehouse lines of credit made under our Master Repurchase Agreements. Also does not include our \$125.0 million Secured Credit Facility under which there were no borrowings outstanding as of October 31, 2020.

(2) Does not include \$135.1 million of nonrecourse mortgages secured by inventory. These mortgages have various maturities spread over the next two to three years and are paid off as homes are delivered.

**Long-Term Debt as of October 31, 2019 by Fiscal Year of Debt Maturity**

(Dollars in thousands)	2020	2021	2022	2023	2024	Thereafter	Total	FV at 10/31/2019
Long term debt(1)(2):								
Fixed rate	\$ -	\$ -	\$ 218,994	\$ -	\$ 211,391	\$ 1,118,720	\$ 1,549,105	\$ 1,310,638
Weighted-average interest rate	-%	-%	10.0%	-%	10.50%	8.51%	8.99%	

(1) Does not include the mortgage warehouse lines of credit made under our Master Repurchase Agreements. Also does not include our \$125.0 million Secured Credit Facility under which there were no borrowings outstanding as of October 31, 2019.

(2) Does not include \$203.6 million of nonrecourse mortgages secured by inventory. These mortgages have various maturities spread over the next two to three years and are paid off as homes are delivered.

---

[Table of Contents](#)

**ITEM 8  
FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Financial statements of Hovnanian Enterprises, Inc. and its consolidated subsidiaries are set forth herein beginning on page 59.

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

None.

**ITEM 9A  
CONTROLS AND PROCEDURES**

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's reports under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. The Company's management, with the participation of the Company's chief executive officer and chief financial officer, has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as of October 31, 2020. Based upon that evaluation and subject to the foregoing, the Company's chief executive officer and chief financial officer concluded that the design and operation of the Company's disclosure controls and procedures are effective to accomplish their objectives.

**Changes in Internal Control Over Financial Reporting**

There was no change in the Company's internal control over financial reporting that occurred during the quarter ended October 31, 2020 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f).

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework). Based on our evaluation under the framework in *Internal Control - Integrated Framework*, our management concluded that our internal control over financial reporting was effective as of October 31, 2020.

The effectiveness of the Company's internal control over financial reporting as of October 31, 2020 has been audited by Deloitte & Touche LLP, the Company's independent registered public accounting firm, as stated in their report below.

**ITEM 9B  
OTHER INFORMATION**

None.

---

[Table of Contents](#)

**PART III**

**ITEM 10  
DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE**

The information called for by Item 10, except as set forth in this Item 10, is incorporated herein by reference to our definitive proxy statement to be filed pursuant to Regulation 14A in connection with our annual meeting of shareholders to be held on March 30, 2021, which will involve the election of directors.

**Information About Our Executive Officers**

Our executive officers are listed below and brief summaries of their business experience and certain other information with respect to them are set forth following the table. Each executive officer holds such office for a one-year term.



<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Year Started With Company</b>
Ara K. Hovnanian	63	Chairman of the Board, Chief Executive Officer, President and Director of the Company	1979
J. Larry Sorsby	65	Executive Vice President, Chief Financial Officer and Director of the Company	1988
Brad G. O'Connor	50	Senior Vice President, Treasurer and Chief Accounting Officer	2004

Mr. Hovnanian has been Chief Executive Officer since July 1997 after being appointed President in 1988 and Executive Vice President in 1983. Mr. Hovnanian joined the Company in 1979 and has been a Director of the Company since 1981 and was Vice Chairman from 1998 through November 2009. In November 2009, he was elected Chairman of the Board following the death of Kevork S. Hovnanian, the chairman and founder of the Company and the father of Mr. Hovnanian.

Mr. Sorsby has been Chief Financial Officer of Hovnanian Enterprises, Inc. since 1996, and Executive Vice President since November 2000. Mr. Sorsby was also Senior Vice President from March 1991 to November 2000 and was elected as a Director of the Company in 1997. He is Chairman of the Board of Visitors for Urology at The Children's Hospital of Philadelphia ("CHOP") and also serves on the Foundation Board of Overseers at CHOP.

Mr. O'Connor joined the Company in April 2004 as Vice President and Associate Corporate Controller. In December 2007, he was promoted to Vice President, Corporate Controller and in May 2011, he also became Vice President, Chief Accounting Officer. In April 2020, Mr. O'Connor was promoted to Senior Vice President and Treasurer and continues in his role of Chief Accounting Officer. Prior to joining the Company, Mr. O'Connor was the Corporate Controller for Amershem Biosciences, and prior to that a Senior Manager in the audit practice of PricewaterhouseCoopers LLP.

### **Code of Ethics and Corporate Governance Guidelines**

In more than 60 years of doing business, we have been committed to enhancing our shareholders' investment through conduct that is in accordance with the highest levels of integrity. Our Code of Ethics is a set of guidelines and policies that govern broad principles of ethical conduct and integrity embraced by our Company. Our Code of Ethics applies to our principal executive officer, principal financial officer, chief accounting officer, and all other associates of our Company, including our directors and other officers.

We also remain committed to fostering sound corporate governance principles. The Company's Corporate Governance Guidelines assist the Board of Directors of the Company (the "Board") in fulfilling its responsibilities related to corporate governance conduct. These guidelines serve as a framework, addressing the function, structure, and operations of the Board, for purposes of promoting consistency of the Board's role in overseeing the work of management.

We have posted our Code of Ethics on our web site at [www.khov.com](http://www.khov.com) under "Investor Relations/Corporate Governance." We have also posted our Corporate Governance Guidelines on our web site at [www.khov.com](http://www.khov.com) under "Investor Relations/Corporate Governance." A printed copy of the Code of Ethics and Guidelines is also available to the public at no charge by writing to: Hovnanian Enterprises, Inc., Attn: Human Resources Department, 90 Matawan Road, Fifth Floor, Matawan, NJ 07747 or calling corporate headquarters at 732-747-7800. We will post amendments to or waivers from our Code of Ethics that are required to be disclosed by the rules of either the SEC or the New York Stock Exchange (the "NYSE") on our web site at [www.khov.com](http://www.khov.com) under "Investor Relations/Corporate Governance."

### **Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee Charters**

We have adopted charters that apply to the Company's Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee. We have posted the text of these charters on our web site at [www.khov.com](http://www.khov.com) under "Investor Relations/Corporate Governance." A printed copy of each charter is available at no charge to any shareholder who requests it by writing to: Hovnanian Enterprises, Inc., Attn: Human Resources Department, 90 Matawan Road, Fifth Floor, Matawan, NJ 07747 or calling corporate headquarters at 732-747-7800.

## [Table of Contents](#)

### **ITEM 11 EXECUTIVE COMPENSATION**

The information called for by Item 11 is incorporated herein by reference to our definitive proxy statement to be filed pursuant to Regulation 14A in connection with our annual meeting of shareholders to be held on March 30, 2021.

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

The information called for by Item 12, is incorporated herein by reference to our definitive proxy statement to be filed pursuant to Regulation 14A in connection with our annual meeting of shareholders to be held on March 30, 2021.

### **ITEM 13 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

The information called for by Item 13 is incorporated herein by reference to our definitive proxy statement to be filed pursuant to Regulation 14A in connection with our annual meeting of shareholders to be held on March 30, 2021.

### **ITEM 14 PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information called for by Item 14 is incorporated herein by reference to our definitive proxy statement to be filed pursuant to Regulation 14A in connection with our annual meeting of shareholders to be held on March 30, 2021.

**PART IV**  
**ITEM 15**  
**EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

	<b>Page</b>
FINANCIAL STATEMENTS:	
<a href="#">Index to Consolidated Financial Statements</a>	57
<a href="#">Report of Independent Registered Public Accounting Firm</a>	58
<a href="#">Consolidated Balance Sheets at October 31, 2020 and 2019</a>	59
<a href="#">Consolidated Statements of Operations for the years ended October 31, 2020, 2019 and 2018</a>	60
<a href="#">Consolidated Statements of Changes in Equity Deficit for the years ended October 31, 2020, 2019 and 2018</a>	61
<a href="#">Consolidated Statements of Cash Flows for the years ended October 31, 2020, 2019 and 2018</a>	62
<a href="#">Notes to Consolidated Financial Statements</a>	64

No schedules have been prepared because the required information of such schedules is not present, is not present in amounts sufficient to require submission of the schedule, or because the required information is included in the financial statements and notes thereto.

[Table of Contents](#)

**Exhibits:**

- 3(a) [Restated Certificate of Incorporation of the Registrant \(Incorporated by reference to Exhibits to Current Report of the Registrant on Form 8-K filed on March 29, 2019\).](#)
- 3(b) [Amended and Restated Bylaws of the Registrant \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed December 3, 2018\).](#)
- 4(a) [Specimen Class A Common Stock Certificate \(Incorporated by reference to Exhibits to Current Report of the Registrant on Form 8-K filed on March 29, 2019\).](#)
- 4(b) [Specimen Class B Common Stock Certificate \(Incorporated by reference to Exhibits to Current Report of the Registrant on Form 8-K filed on March 29, 2019\).](#)
- 4(c) [Certificate of Designations, Powers, Preferences and Rights of the 7.625% Series A Preferred Stock of Hovnanian Enterprises, Inc., dated July 12, 2005 \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on July 13, 2005\).](#)
- 4(d) [Certificate of Designations of the Series B Junior Preferred Stock of Hovnanian Enterprises, Inc., dated August 14, 2008 \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2008 of the Registrant\).](#)
- 4(e) [Rights Agreement, dated as of August 14, 2008, between Hovnanian Enterprises, Inc. and National City Bank, as Rights Agent, which includes the Form of Certificate of Designation as Exhibit A, Form of Right Certificate as Exhibit B and the Summary of Rights as Exhibit C \(Incorporated by reference to Exhibits to the Registration Statement on Form 8-A of the Registrant filed August 14, 2008\).](#)
- 4(f) [Amendment No. 1 to Rights Agreement, dated as of January 11, 2018, between Hovnanian Enterprises, Inc. and Computershare Trust Company, N.A \(as successor to National City Bank\), as Rights Agent, which includes the amended and restated Form of Rights Certificate as Exhibit 1 and the amended and restated Summary of Rights as Exhibit 2 \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed January 11, 2018\).](#)
- 4(g) [Indenture, dated as of February 1, 2018, relating to the 13.5% Senior Notes due 2026 and 5.0% Senior Notes due 2040, by and among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as Trustee, including the forms of 13.5% Senior Notes due 2026 and 5.0% Senior Notes due 2040 \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed February 2, 2018\).](#)
- 4(h) [Second Supplemental Indenture, dated as of May 30, 2018, relating to the 13.5% Senior Notes due 2026 and 5.0% Senior Notes due 2040, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as trustee \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed May 30, 2018\).](#)
- 4(i) [Sixth Supplemental Indenture, dated as of October 31, 2019, relating to the 13.5% Senior Notes due 2026 and 5.0% Senior Notes due 2040, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as trustee \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019\).](#)
- 4(j) [Indenture dated as of July 27, 2017, relating to the 10.000% Senior Secured Notes due 2022 and the 10.500% Senior Secured Notes due 2024, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent, including the forms of 10.000% Senior Secured Notes due 2022 and the 10.500% Senior Secured Note due 2024 \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on July 28, 2017\).](#)
- 4(k) [Second Supplemental Indenture, dated January 16, 2018, relating to the 10.500% Senior Secured Notes due 2024, by and among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed January 16, 2018\).](#)
- 4(l) [Ninth Supplemental Indenture, dated as of October 30, 2019, relating to the 10.000% Senior Secured Notes due 2022 and 10.500% Senior Secured Notes due 2024, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019\).](#)
- 4(m) [Indenture, dated as of November 5, 2014, relating to the 8.000% Senior Notes due 2027, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as Trustee, including the form of 8.000% Senior Notes \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed November 5, 2014\).](#)
- 4(n) [Eighteenth Supplemental Indenture, dated as of October 17, 2019, relating to the 8.000% Senior Notes due 2027, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as trustee \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019\).](#)
- 4(o) [Nineteenth Supplemental Indenture, dated as of October 31, 2019, relating to the 8.000% Senior Notes due 2027, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as trustee \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019\).](#)
- 4(p) [Twentieth Supplemental Indenture, dated as of November 1, 2019, relating to 8.000% Senior Notes due 2027, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as trustee \(Incorporated by](#)

- reference to Exhibits to Current Report on Form 8-K of the Registrant filed November 5, 2019).
- 4(q) [Indenture, dated as of October 31, 2019, relating to the 7.75% Senior Secured 1.125 Lien Notes due 2026, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent, including the form of 7.75% Senior Secured 1.125 Lien Notes due 2026 \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019\).](#)
- 4(r) [First Supplemental Indenture, dated as of November 27, 2019, relating to the 7.75% Senior Secured 1.125 Lien Notes due 2026, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed December 3, 2019\).](#)

---

[Table of Contents](#)

- 4(s) [Indenture, dated as of October 31, 2019, relating to the 10.5% Senior Secured 1.25 Lien Notes due 2026, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent, including the form of 10.5% Senior Secured 1.25 Lien Notes due 2026 \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019\).](#)
- 4(t) [First Supplemental Indenture, dated as of November 27, 2019, relating to the 10.5% Senior Secured 1.25 Lien Notes due 2026, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed December 3, 2019\).](#)
- 4(u) [Tenth Supplemental Indenture, dated as of December 6, 2019, relating to the 10.500% Senior Secured Notes due 2024, by and among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed December 6, 2019\).](#)
- 4(v) [Indenture, dated as of October 31, 2019, relating to the 11.25% Senior Secured 1.5 Lien Notes due 2026, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent, including the form of 11.25% Senior Secured 1.5 Lien Notes due 2026 \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019\).](#)
- 4(w) [First Supplemental Indenture, dated as of November 27, 2019, relating to the 11.25% Senior Secured 1.5 Lien Notes due 2026, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed December 3, 2019\).](#)
- 4(x) [Indenture, dated as of December 10, 2019, relating to the 10.000% Senior Secured 1.75 Lien Notes due 2025, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent, including the form of 10.000% Senior Secured 1.75 Lien Notes due 2025 \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed December 11, 2019\).](#)
- 4(y) [Description of the Registrant's securities \(Incorporated by reference to Exhibits to Annual Report on Form 10-K for the year ended October 31, 2019 of the Registrant\).](#)
- 4(z) [Fourth Supplemental Indenture, dated as of March 25, 2020, relating to the additional 11.25% Senior Secured 1.5 Lien Notes due 2026, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the subsidiary guarantors named therein and Wilmington Trust, National Association, as Trustee and Collateral Agent, including the form of the additional 11.25% Senior Secured 1.5 Lien Notes due 2026 \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on March 26, 2020\).](#)
- 10(a) [Credit Agreement, dated as of October 31, 2019, by and among K. Hovnanian Enterprises Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto, Wilmington Trust, National Association, as Administrative Agent, and the lenders party thereto \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019\).](#)
- 10(b) [First Amendment, dated as of November 27, 2019, to the Credit Agreement, dated as of October 31, 2019, among Hovnanian Enterprises, Inc., K. Hovnanian Enterprises Inc., the subsidiary guarantors party thereto, the lenders party thereto and Wilmington Trust, National Association, as administrative agent \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed December 3, 2019\).](#)
- 10(c) [\\$212,500,000 Credit Agreement, dated as of January 29, 2018, by and among K. Hovnanian Enterprises Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto, Wilmington Trust, National Association, as Administrative Agent, and the lenders party thereto \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed February 2, 2018\).](#)
- 10(d) [First Amendment, dated as of May 14, 2018, to the \\$212,500,000 Credit Agreement, dated as of January 29, 2018, among Hovnanian Enterprises, Inc., K. Hovnanian Enterprises Inc., the subsidiary guarantors party thereto, the lenders party thereto and Wilmington Trust, National Association, as administrative agent \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed May 14, 2018\).](#)
- 10(e) [Second Amendment, dated as of October 31, 2019, to the \\$212,500,000 Credit Agreement, dated as of January 29, 2018, among Hovnanian Enterprises, Inc., K. Hovnanian Enterprises Inc., the subsidiary guarantors party thereto, the lenders party thereto and Wilmington Trust, National Association, as administrative agent \(Incorporated by reference to Exhibits to Annual Report on Form 10-K for the year ended October 31, 2019 of the Registrant\).](#)
- 10(f) [Collateral Agency Agreement, dated as of July 27, 2017, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto, Wilmington Trust, National Association, as Notes Collateral Agent and Wilmington Trust, National Association, as Collateral Agent \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on July 28, 2017\).](#)
- 10(g) [Security Agreement, dated as of July 27, 2017, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as Collateral Agent \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on July 28, 2017\).](#)
- 10(h) [Pledge Agreement, dated as of July 27, 2017, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as Collateral Agent \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on July 28, 2017\).](#)
- 10(i) [Third Amended and Restated Mortgage Tax Collateral Agency Agreement, dated as of October 31, 2019, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as Mortgage Tax Collateral Agent, Notes Collateral Agent and Junior Joint Collateral Agent \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019\).](#)
- 10(j) [Trademark Security Agreement, dated as of July 27, 2017, between K. HOV IP II, Inc. and Wilmington Trust, National Association, as Collateral Agent \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on July 28, 2017\).](#)
- 10(k) [Second Amended and Restated Intercreditor Agreement, dated as of October 31, 2019, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as Administrative Agent, 1.125 Lien Trustee, 1.125 Lien Collateral Agent, 1.25 Lien Trustee, 1.25 Lien Collateral Agent, 1.5 Lien Trustee, 1.5 Lien Collateral Agent, Joint First Lien Collateral Agent, Mortgage Tax Collateral Agent, 10.000% Junior Trustee, 10.000% Junior Collateral Agent, 10.500% Junior Trustee, 10.500%](#)

[Junior Collateral Agent and Junior Joint Collateral Agent \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019\).](#)

- 10(l) [Credit Agreement, dated as of December 10, 2019, relating to the 1.75 Lien Term Loans, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the subsidiary guarantors named therein, Wilmington Trust, National Association, as Administrative Agent, and the lenders party thereto \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed December 11, 2019\).](#)
- 10(m) [Joinder, dated as of December 10, 2019, to the Second Amended and Restated Intercreditor Agreement, dated as of October 31, 2019, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the subsidiary guarantors named therein and Wilmington Trust, National Association, as 1.75 Lien Trustee, 1.75 Term Loan Administrative Agent and 1.75 Pari Passu Lien Collateral Agent \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed December 11, 2019\).](#)

---

[Table of Contents](#)

- 10(n)\* [Form of 2019 Long-Term Incentive Program Award Agreement \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended April 30, 2019 of the Registrant\).](#)
- 10(o)\* [Form of Non-Qualified Stock Option Agreement \(2012\) for Ara K. Hovnanian \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2012 the Registrant\).](#)
- 10(p)\* [Amended and Restated 2008 Hovnanian Enterprises, Inc. Stock Incentive Plan \(Incorporated by reference to Appendix A to the Registrant's definitive Proxy Statement on Schedule 14A of the Registrant filed on February 1, 2010\).](#)
- 10(q)\* [Management Agreement dated August 12, 1983, for the management of properties by K. Hovnanian Investment Properties, Inc \(Incorporated by reference to Exhibits to Registration Statement \(No. 2-85198\) on Form S-1 of the Registrant\).](#)
- 10(r)\* [Management Agreement dated December 15, 1985, for the management of properties by K. Hovnanian Investment Properties, Inc \(Incorporated by reference to Exhibits to Annual Report on Form 10-K for the year ended October 31, 2003 of the Registrant\).](#)
- 10(s)\* [Executive Deferred Compensation Plan as amended and restated on January 1, 2014 \(Incorporated by reference to Exhibits to Annual Report on Form 10-K for the year ended October 31, 2018 of the Registrant\).](#)
- 10(t)\* [Death and Disability Agreement between the Registrant and Ara K. Hovnanian, dated February 2, 2006 \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended January 31, 2006 of the Registrant\).](#)
- 10(u)\* [Form of Nonqualified Stock Option Agreement \(Class B shares\) \(Incorporated by reference to Exhibits to Annual Report on Form 10-K for the year ended October 31, 2008 of the Registrant\).](#)
- 10(v)\* [Form of Stock Option Agreement for Directors \(Incorporated by reference to Exhibits to Annual Report on Form 10-K for the year ended October 31, 2008 of the Registrant\).](#)
- 10(w)\* [Form of 2018 Long-Term Incentive Program Award Agreement \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended January 31, 2018 of the Registrant\).](#)
- 10(x)\* [Form of 2016 Long Term Incentive Program Award Agreement \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended January 31, 2016 of the Registrant\).](#)
- 10(y)\* [Form of Change in Control Severance Protection Agreement entered into with Brad G. O'Connor \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended January 31, 2012 of the Registrant\).](#)
- 10(z)\* [Form of Amendment to Outstanding Stock Option Grants \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended April 30, 2012 of the Registrant\).](#)
- 10(aa)\* [Form of Amendment to 2011 Non-Qualified Stock Option Agreement for Ara K. Hovnanian \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended April 30, 2012 of the Registrant\).](#)
- 10(bb)\* [Form of Amendment to 2011 Incentive Stock Option Agreement for J. Larry Sorsby \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended April 30, 2012 of the Registrant\).](#)
- 10(cc)\* [Form of Incentive Stock Option Agreement \(2012\) \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2012 of the Registrant\).](#)
- 10(dd)\* [Form of Stock Option Agreement \(2012\) for Directors \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2012 of the Registrant\).](#)
- 10(ee)\* [Form of Letter Agreement entered into with Lucian Theon Smith III \(Incorporated by reference to Annual Report on Form 10-K for the year ended October 31, 2017 of the Registrant\).](#)
- 10(ff)\* [Amendment to Form of Letter Agreement entered into with Lucian Theon Smith III \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended January 31, 2018 of the Registrant\).](#)
- 10(gg)\* [Form of Incentive Stock Option Agreement \(2014 grants and thereafter\) \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2014 of the Registrant\).](#)
- 10(hh)\* [Form of Restricted Share Unit Agreement \(2014 grants and thereafter\) \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2014 of the Registrant\).](#)
- 10(ii)\* [Form of Stock Option Agreement for Directors \(2014 grants and thereafter\) \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2014 of the Registrant\).](#)
- 10(jj)\* [2012 Hovnanian Enterprises, Inc. Amended and Restated Stock Incentive Plan \(Incorporated by reference to Appendix A to the Registrant's definitive Proxy Statement on Schedule 14A filed on February 4, 2019\).](#)
- 10(kk)\* [Form of 2020 Long-Term Incentive Program Award Agreement \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q of the Registrant for the quarter ended July 31, 2020 of the Registrant\).](#)
- 10(ll)\* [Form of Letter Agreement Relating to Change in Control Severance Protection Agreement entered into with Brad G. O'Connor \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended January 31, 2015 of the Registrant\).](#)
- 10(mm)\* [Market Share Unit Agreement Class A \(2016 grants and thereafter\) \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2016 of the Registrant\).](#)
- 10(nn)\* [Market Share Unit Agreement Class B \(2016 grants and thereafter\) \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2016 of the Registrant\).](#)
- 10(oo)\* [Market Share Unit Agreement \(Gross Margin Performance Vesting\) Class A \(2016 grants and thereafter\) \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2016 of the Registrant\).](#)
- 10(pp)\* [Market Share Unit Agreement \(Gross Margin Performance Vesting\) Class B \(2016 grants and thereafter\) \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2016 of the Registrant\).](#)
- 10(qq)\* [Market Share Unit Agreement \(Debt Reduction Performance Vesting\) Class A \(2016 grants and thereafter\) \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2016 of the Registrant\).](#)
- 10(rr)\* [Market Share Unit Agreement \(Debt Reduction Performance Vesting\) Class B \(2016 grants and thereafter\) \(Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2016 of the Registrant\).](#)

- 10(ss)\* [Premium-Priced Incentive Stock Option Agreement Class A \(2016 grants and thereafter\)](#) (Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2016 of the Registrant).
- 10(tt)\* [Premium-Priced Non-qualified Stock Option Agreement Class B \(2016 grants and thereafter\)](#) (Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2016 of the Registrant).

[Table of Contents](#)

- 10(uu)\* [Incentive Stock Option Agreement Class A \(2016 grants and thereafter\)](#) (Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2016 of the Registrant).
- 10(vv)\* [Restricted Share Unit Agreement Class A \(2016 grants and thereafter\)](#) (Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2016 of the Registrant).
- 10(ww)\* [Director Restricted Share Unit Agreement Class A \(2016 grants and thereafter\)](#) (Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2016 of the Registrant).
- 10(xx)\* [Market Share Unit Agreement \(Pre-tax Profit performance Vesting\) Class A \(2017 grants and thereafter\)](#) (Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2017 of the Registrant).
- 10(yy)\* [Market Share Unit Agreement \(Pre-tax Profit performance Vesting\) Class B \(2017 grants and thereafter\)](#) (Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2017 of the Registrant).
- 10(zz)\* [Market Share Unit Agreement \(Gross Margin Improvement Performance Vesting\) Class A \(2017 grants and thereafter\)](#) (Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2017 of the Registrant).
- 10(aaa)\* [Market Share Unit Agreement \(Gross Margin Improvement Performance Vesting\) Class B \(2017 grants and thereafter\)](#) (Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q for the quarter ended July 31, 2017 of the Registrant).
- 10(bbb)\* [Market Share Unit Agreement Class A \(Pre-tax Profit Performance Vesting\)](#) (2018 grants and thereafter) (Incorporated by reference to Quarterly Report on Form 10-Q for the quarter ended July 31, 2018 of the Registrant).
- 10(ccc)\* [Market Share Unit Agreement Class B \(Pre-tax Profit Performance Vesting\)](#) (2018 grants and thereafter) (Incorporated by reference to Quarterly Report on Form 10-Q for the quarter ended July 31, 2018 of the Registrant).
- 10(ddd)\* [Market Share Unit Agreement Class A \(Stock Multiplier Performance Vesting\)](#) (2018 grants and thereafter) (Incorporated by reference to Quarterly Report on Form 10-Q for the quarter ended July 31, 2018 of the Registrant).
- 10(eee)\* [Market Share Unit Agreement Class B \(Stock Multiplier Performance Vesting\)](#) (2018 grants and thereafter) (Incorporated by reference to Quarterly Report on Form 10-Q for the quarter ended July 31, 2018 of the Registrant).
- 10(fff)\* [Market Share Unit Agreement Class A \(Community Count Performance Vesting\)](#) (2018 grants and thereafter) (Incorporated by reference to Quarterly Report on Form 10-Q for the quarter ended July 31, 2018 of the Registrant).
- 10(ggg)\* [Market Share Unit Agreement Class B \(Community Count Performance Vesting\)](#) (2018 grants and thereafter) (Incorporated by reference to Quarterly Report on Form 10-Q for the quarter ended July 31, 2018 of the Registrant).
- 10(hhh)\* [Premium-Priced Incentive Stock Option Agreement Class A \(2018 grants and thereafter\)](#) (Incorporated by reference to Quarterly Report on Form 10-Q for the quarter ended July 31, 2018 of the Registrant).
- 10(iii)\* [Premium-Priced Non-Qualified Stock Option Agreement Class B \(2018 grants and thereafter\)](#) (Incorporated by reference to Quarterly Report on Form 10-Q for the quarter ended July 31, 2018 of the Registrant).
- 10(jjj)\* [Incentive Stock Option Agreement Class A \(2018 grants and thereafter\)](#) (Incorporated by reference to Quarterly Report on Form 10-Q for the quarter ended July 31, 2018 of the Registrant).
- 10(kkk)\* [Non-Qualified Stock Option Agreement Class B \(2018 grants and thereafter\)](#) (Incorporated by reference to Quarterly Report on Form 10-Q for the quarter ended July 31, 2018 of the Registrant).
- 10(III)\* [Director Stock Option Agreement Class A \(2018 grants and thereafter\)](#) (Incorporated by reference to Quarterly Report on Form 10-Q for the quarter ended July 31, 2018 of the Registrant).
- 10(mmm)\* [Retirement Agreement, dated as of May 18, 2020, between Hovnanian Enterprises, Inc. and Lucian T. Smith III](#) (Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q of the Registrant for the quarter ended April 30, 2020 of the Registrant).
- 10(nnn)\* [2020 Hovnanian Enterprises, Inc. Stock Incentive Plan](#) (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on March 25, 2020).
- 10(ooo) [Security Agreement, dated as of October 31, 2019, relating to Senior Secured Revolving Credit Facility, made by K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc. and the other guarantors party thereto in favor of Wilmington Trust, National Association, as Administrative Agent and Joint First Lien Collateral Agent](#) (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019).
- 10(ppp) [Pledge Agreement, dated as of October 31, 2019, relating to Senior Secured Revolving Credit Facility, given by K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc. and the other guarantors party thereto to Wilmington Trust, National Association, as Administrative Agent and Joint First Lien Collateral Agent](#) (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019).
- 10(qqq) [Trademark Security Agreement, dated as of October 31, 2019, relating to Senior Secured Revolving Credit Facility, made by K. HOV IP II, Inc. in favor of Wilmington Trust, National Association, as Administrative Agent](#) (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019).
- 10(rrr) [1.125 Lien Security Agreement, dated as of October 31, 2019, relating to the 7.75% Senior Secured 1.125 Lien Notes due 2026, made by K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc. and the other guarantors party thereto in favor of Wilmington Trust, National Association, as 1.125 Lien Collateral Agent and Joint First Lien Collateral Agent](#) (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019).
- 10(sss) [1.125 Lien Pledge Agreement, dated as of October 31, 2019, relating to the 7.75% Senior Secured 1.125 Lien Notes due 2026, given by K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc. and the other guarantors party thereto to Wilmington Trust, National Association, as 1.125 Lien Collateral Agent and Joint First Lien Collateral Agent](#) (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019).
- 10(ttt) [1.125 Lien Trademark Security Agreement, dated as of October 31, 2019, made by K. HOV IP II, Inc. in favor of Wilmington Trust, National Association, as 1.125 Lien Collateral Agent](#) (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019).
- 10(uuu) [1.25 Lien Security Agreement, dated as of October 31, 2019, relating to the 10.5% Senior Secured 1.25 Lien Notes due 2026, made by K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc. and the other guarantors party thereto in favor of Wilmington Trust, National Association, as 1.25 Lien Collateral Agent and Joint First Lien Collateral Agent](#) (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019).
- 10(vvv) [1.25 Lien Pledge Agreement, dated as of October 31, 2019, relating to the 10.5% Senior Secured 1.25 Lien Notes due 2026, given by K.](#)

[Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc. and the other guarantors party thereto to Wilmington Trust, National Association, as the 1.25 Lien Collateral Agent and the Joint First Lien Collateral Agent \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019\).](#)

10(www) [1.25 Lien Trademark Security Agreement, dated as of October 31, 2019, by K. HOV IP II, Inc. in favor of Wilmington Trust, National Association, as 1.25 Lien Collateral Agent \(Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019\).](#)

---

[Table of Contents](#)

10(xxx)	<a href="#">1.5 Lien Security Agreement, dated as of October 31, 2019, relating to the 11.25% Senior Secured 1.5 Lien Notes due 2026, made by K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc. and the other guarantors party thereto in favor of Wilmington Trust, National Association, as the 1.5 Lien Collateral Agent and the Joint First Lien Collateral Agent (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019).</a>
10(yyy)	<a href="#">1.5 Lien Pledge Agreement, dated as of October 31, 2019, relating to the 11.25% Senior Secured 1.5 Lien Notes due 2026, given by K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc. and the other guarantors party thereto to Wilmington Trust, National Association, as the 1.5 Lien Collateral Agent and the Joint First Lien Collateral Agent (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019).</a>
10(zzz)	<a href="#">1.5 Lien Trademark Security Agreement, dated as of October 31, 2019, made by K. HOV IP II, Inc. in favor of Wilmington Trust, National Association, as 1.5 Lien Collateral Agent (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019).</a>
10(aaaa)	<a href="#">1.75 Lien Security Agreement, dated as of December 10, 2019, relating to the 10.000% Senior Secured 1.75 Lien Notes due 2025 and the 1.75 Lien Term Loans, made by K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc. and the other guarantors party thereto in favor of Wilmington Trust, National Association, as the 1.75 Lien Pari Passu Collateral Agent, the Joint First Lien Collateral Agent, Administrative Agent and 1.75 Lien Collateral Agent (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed December 11, 2019).</a>
10(bbbb)	<a href="#">1.75 Lien Pledge Agreement, dated as of December 10, 2019, relating to the 10.000% Senior Secured 1.75 Lien Notes due 2025 and the 1.75 Lien Term Loans, given by K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc. and the other guarantors party thereto in favor of Wilmington Trust, National Association, as the 1.75 Lien Pari Passu Collateral Agent and the Joint First Lien Collateral Agent (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed December 11, 2019).</a>
10(cccc)	<a href="#">1.75 Lien Trademark Security Agreement, dated as of December 10, 2019, made by K. HOV IP II, Inc. in favor of Wilmington Trust, National Association, as 1.75 Lien Pari Passu Collateral Agent (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed December 11, 2019).</a>
10(dddd)	<a href="#">First Lien Collateral Agency Agreement, dated as of October 31, 2019, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as Administrative Agent, 1.125 Lien Collateral Agent, 1.25 Lien Collateral Agent, 1.5 Lien Collateral Agent and Joint First Lien Collateral Agent (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019).</a>
10(eeee)	<a href="#">First Lien Intercreditor Agreement, dated as of October 31, 2019, among K. Hovnanian Enterprises, Inc., Hovnanian Enterprises, Inc., the other guarantors party thereto and Wilmington Trust, National Association, as Administrative Agent, 1.125 Lien Trustee, 1.125 Lien Collateral Agent, 1.25 Lien Trustee, 1.25 Lien Collateral Agent, 1.5 Lien Trustee, 1.5 Lien Collateral Agent and Joint First Lien Collateral Agent (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed on October 31, 2019).</a>
10(ffff)	<a href="#">Joinder No. 1, dated as of December 10, 2019, to the First Lien Intercreditor Agreement and First Lien Collateral Agency Agreement, each dated as of October 31, 2019, among Wilmington Trust, National Association, as 1.75 Lien Trustee and 1.75 Pari Passu Lien Collateral Agent, and acknowledged by Wilmington Trust, National Association, as 1.75 Lien Collateral Agent, with acknowledged receipt by Wilmington Trust, National Association, as Senior Credit Agreement Administrative Agent, 1.125 Lien Trustee, 1.125 Lien Collateral Agent, 1.25 Lien Trustee, 1.25 Lien Collateral Agent, 1.5 Lien Trustee, 1.5 Lien Collateral Agent and Joint First Lien Collateral Agent (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed December 11, 2019).</a>
10(gggg)	<a href="#">Joinder No. 2, dated as of December 10, 2019, to the First Lien Intercreditor Agreement and First Lien Collateral Agency Agreement, each dated as of October 31, 2019, among Wilmington Trust, National Association, as Administrative Agent and 1.75 Pari Passu Lien Collateral Agent, with acknowledged receipt by the Senior Credit Agreement Administrative Agent, 1.125 Lien Trustee, 1.125 Lien Collateral Agent, 1.25 Lien Trustee, 1.25 Lien Collateral Agent, 1.5 Lien Trustee, 1.5 Lien Collateral Agent and Joint First Lien Collateral Agent (Incorporated by reference to Exhibits to Current Report on Form 8-K of the Registrant filed December 11, 2019).</a>
10(hhhh)*	<a href="#">Form of 2020 Performance Share Unit Agreement (Class A) (Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q of the Registrant for the quarter ended July 31, 2020 of the Registrant).</a>
10(iiii)*	<a href="#">Form of 2020 Performance Share Unit Agreement (Class B) (Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q of the Registrant for the quarter ended July 31, 2020 of the Registrant).</a>
10(jjjj)*	<a href="#">Form of 2020 Associate Restricted Share Unit Agreement (Class A) (Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q of the Registrant for the quarter ended July 31, 2020 of the Registrant).</a>
10(kkkk)*	<a href="#">Form of 2020 Associate Restricted Share Unit Agreement (Class B) (Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q of the Registrant for the quarter ended July 31, 2020 of the Registrant).</a>
10(IIII)*	<a href="#">Form of Director Restricted Share Unit Agreement (Class A) (Incorporated by reference to Exhibits to Quarterly Report on Form 10-Q of the Registrant for the quarter ended July 31, 2020 of the Registrant).</a>
21	<a href="#">Subsidiaries of the Registrant.</a>
23(a)	<a href="#">Consent of Deloitte &amp; Touche LLP.</a>
23(b)	<a href="#">Consent of Deloitte &amp; Touche LLP.</a>
23(c)	<a href="#">Consent of Deloitte &amp; Touche LLP.</a>
31(a)	<a href="#">Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.</a>
31(b)	<a href="#">Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.</a>
32(a)	<a href="#">Section 1350 Certification of Chief Executive Officer.</a>
32(b)	<a href="#">Section 1350 Certification of Chief Financial Officer.</a>
99(a)	<a href="#">Financial Statements of GTIS – HOV Holdings V, L.L.C.</a>
99(b)	<a href="#">Financial Statements of GTIS – HOV Holdings VI, L.L.C.</a>
101	The following financial information from our Annual Report on Form 10-K for the year ended October 31, 2020, formatted in inline Extensible Business Reporting Language (Inline XBRL): (i) the Consolidated Balance Sheets at October 31, 2020 and October 31, 2019, (ii) the Consolidated Statements of Operations for the years ended October 31, 2020, 2019 and 2018, (iii) the Consolidated Statements of Changes in

Equity Deficit for years ended October 31, 2020, 2019 and 2018 (iv) the Consolidated Statements of Cash Flows for the years ended October 31, 2020, 2019 and 2018, and (v) the Notes to Consolidated Financial Statements.

104 Cover page from our Annual Report on Form 10-K for the year ended October 31, 2020, formatted in Inline XBRL (and contained in Exhibit 101).

\* *Management contracts or compensatory plans or arrangements.*

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by the Company in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs at the date they were made or at any other time.

**ITEM 16**  
**Form 10-K Summary**

None.

55

[Table of Contents](#)

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

HOVNIANIAN ENTERPRISES, INC.

By: /s/ ARA K. HOVNIANIAN  
Ara K. Hovnianian  
Chairman of the Board, Chief Executive  
Officer and President  
December 22, 2020

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant on December 22, 2020, and in the capacities indicated.

<u>/s/ ARA K. HOVNIANIAN</u> Ara K. Hovnianian	Chairman of the Board, Chief Executive Officer, President and Director (Principal Executive Officer)
<u>/s/ J. LARRY SORSBY</u> J. Larry Sorsby	Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer)
<u>/s/ BRAD G. O'CONNOR</u> Brad G. O'Connor	Senior Vice President, Treasurer and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ EDWARD A. KANGAS</u> Edward A. Kangas	Chairman of Audit Committee and Director
<u>/s/ JOSEPH A. MARENGI</u> Joseph A. Marengi	Chairman of Compensation Committee and Director
<u>/s/ VINCENT PAGANO JR.</u> Vincent Pagano Jr.	Chairman of Corporate Governance and Nominating Committee and Director

56

[Table of Contents](#)

HOVNIANIAN ENTERPRISES, INC. AND SUBSIDIARIES  
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

<b>Financial Statements:</b>	<b>Page</b>
<a href="#">Report of Independent Registered Public Accounting Firm</a>	<a href="#">58</a>
<a href="#">Consolidated Balance Sheets at October 31, 2020 and 2019</a>	<a href="#">59</a>
<a href="#">Consolidated Statements of Operations for the years ended October 31, 2020, 2019 and 2018</a>	<a href="#">60</a>
<a href="#">Consolidated Statements of Changes in Equity Deficit for the years ended October 31, 2020, 2019 and 2018</a>	<a href="#">61</a>
<a href="#">Consolidated Statements of Cash Flows for the years ended October 31, 2020, 2019 and 2018</a>	<a href="#">62</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">64</a>

No schedules have been prepared because the required information of such schedules is not present, is not present in amounts sufficient to require submission of the schedule, or because the required information is included in the financial statements and notes thereto.

57

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of Hovnanian Enterprises Inc.

**Opinions on the Financial Statements and Internal Control over Financial Reporting**

We have audited the accompanying consolidated balance sheets of Hovnanian Enterprises Inc. and subsidiaries (the "Company") as of October 31, 2020 and 2019, the related consolidated statements of operations, equity deficit, and cash flows, for each of the three years in the period ended October 31, 2020, and the related notes (collectively referred to as the "financial statements"). We also have audited the Company's internal control over financial reporting as of October 31, 2020, 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 financial statements referred to above present fairly, in all material respects, the financial position of the Company as of October 31, 2020 and 2019, and the results of their operations and their cash flows for each of the three years in the period ended October 31, 2020, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of October 31, 2020, based on criteria established in Internal Control — Integrated Framework (2013) issued by COSO.

**Basis for Opinions**

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures to 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. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

**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

New York, New York  
December 22, 2020

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

**HOVNANIAN ENTERPRISES, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS**

<b>(In thousands)</b>	<b>October 31,</b>	<b>October 31,</b>
	<b>2020</b>	<b>2019</b>
<b>ASSETS</b>		
Homebuilding:		



Cash and cash equivalents	\$ 262,489	\$ 130,976
Restricted cash and cash equivalents	14,731	20,905
Inventories:		
Sold and unsold homes and lots under development	921,594	993,647
Land and land options held for future development or sale	91,957	108,565
Consolidated inventory not owned	182,224	190,273
Total inventories	1,195,775	1,292,485
Investments in and advances to unconsolidated joint ventures	103,164	127,038
Receivables, deposits and notes, net	33,686	44,914
Property, plant and equipment, net	18,185	20,127
Prepaid expenses and other assets	58,705	45,704
Total homebuilding	1,686,735	1,682,149
Financial services	140,607	199,275
Total assets	\$ 1,827,342	\$ 1,881,424

#### LIABILITIES AND EQUITY

Homebuilding:		
Nonrecourse mortgages secured by inventory, net of debt issuance costs	\$ 135,122	\$ 203,585
Accounts payable and other liabilities	359,274	320,193
Customers' deposits	48,286	35,872
Liabilities from inventory not owned, net of debt issuance costs	131,204	141,033
Senior notes and credit facilities (net of discounts, premiums and debt issuance costs)	1,431,110	1,479,990
Accrued Interest	35,563	19,081
Total homebuilding	2,140,559	2,199,754
Financial services	119,045	169,145
Income taxes payable	3,832	2,301
Total liabilities	2,263,436	2,371,200
Equity:		
Hovnanian Enterprises, Inc. stockholders' equity deficit:		
Preferred stock, \$0.01 par value - authorized 100,000 shares; issued and outstanding 5,600 shares with a liquidation preference of \$140,000 at October 31, 2020 and 2019	135,299	135,299
Common stock, Class A, \$0.01 par value - authorized 16,000,000 shares; issued 5,990,310 shares at October 31, 2020 and 5,973,727 shares at October 31, 2019	60	60
Common stock, Class B, \$0.01 par value (convertible to Class A at time of sale) - authorized 2,400,000 shares; issued 649,886 shares at October 31, 2020 and 650,363 shares at October 31, 2019	7	7
Paid in capital - common stock	718,110	715,504
Accumulated deficit	(1,175,045)	(1,225,973)
Treasury stock - at cost - 470,430 shares of Class A common stock and 27,669 shares of Class B common stock at October 31, 2020 and 2019	(115,360)	(115,360)
Total Hovnanian Enterprises, Inc. stockholders' equity deficit	(436,929)	(490,463)
Noncontrolling interest in consolidated joint ventures	835	687
Total equity deficit	(436,094)	(489,776)
Total liabilities and equity	\$ 1,827,342	\$ 1,881,424

See notes to consolidated financial statements.

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

#### HOVNANIAN ENTERPRISES, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended		
	October 31, 2020	October 31, 2019	October 31, 2018
<b>(In thousands except per share data)</b>			
Revenues:			
Homebuilding:			
Sale of homes	\$ 2,252,029	\$ 1,949,682	\$ 1,906,228
Land sales and other revenues	19,710	13,082	31,650
Total homebuilding	2,271,739	1,962,764	1,937,878
Financial services	72,162	54,152	53,355
Total revenues	2,343,901	2,016,916	1,991,233
Expenses:			
Homebuilding:			
Cost of sales, excluding interest	1,848,486	1,604,777	1,566,555
Cost of sales interest	74,330	70,725	60,685
Inventory impairment loss and land option write-offs	8,813	6,288	3,501
Total cost of sales	1,931,629	1,681,790	1,630,741

Selling, general and administrative	161,261	166,784	159,202
Total homebuilding expenses	2,092,890	1,848,574	1,789,943
Financial services	40,060	36,525	35,128
Corporate general and administrative	80,553	66,364	69,632
Other interest	103,801	90,056	103,297
Other operations	1,096	1,561	1,584
Total expenses	2,318,400	2,043,080	1,999,584
Gain (loss) on extinguishment of debt	13,337	(42,436)	(7,536)
Income from unconsolidated joint ventures	16,565	28,932	24,033
Income (loss) before income taxes	55,403	(39,668)	8,146
State and federal income tax provision:			
State	4,475	2,449	3,626
Federal	-	-	-
Total income taxes	4,475	2,449	3,626
Net income (loss)	\$ 50,928	\$ (42,117)	\$ 4,520
Per share data:			
Basic:			
Net income (loss) per common share	\$ 7.48	\$ (7.06)	\$ 0.73
Weighted-average number of common shares outstanding	6,189	5,968	5,941
Assuming dilution:			
Net income (loss) per common share	\$ 7.03	\$ (7.06)	\$ 0.72
Weighted-average number of common shares outstanding	6,584	5,968	6,072

See notes to consolidated financial statements.

60

[Table of Contents](#)

**HOVNANIAN ENTERPRISES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY DEFICIT**

(Dollars In thousands)	A Common Stock		B Common Stock		Preferred Stock		Paid-In Capital	Accumulated Deficit	Treasury Stock	Noncontrolling Interest	Total
	Shares Issued and Outstanding	Amount	Shares Issued and Outstanding	Amount	Shares Issued and Outstanding	Amount					
Balance, October 31, 2017	5,291,412	\$ 58	612,304	\$ 6	5,600	\$ 135,299	\$ 708,002	\$ (1,188,376)	\$ (115,360)	\$ -	\$ (460,371)
Stock options, amortization and issuances	1,210						802				802
Restricted stock amortization, issuances and forfeitures	20,672		9,834				1,545				1,545
Conversion of Class B to Class A common stock	134		(134)								-
Net income								4,520			4,520
Balance, October 31, 2018	5,313,428	\$ 58	622,004	\$ 6	5,600	\$ 135,299	\$ 710,349	\$ (1,183,856)	\$ (115,360)	\$ -	\$ (453,504)
Stock options, amortization and issuances							808				808
Restricted stock amortization, issuances and forfeitures	11,210		922	1			(126)				(125)
Issuance of shares for debt	178,427	2					4,473				4,475
Conversion of Class B to Class A common stock	232		(232)								-
Changes in noncontrolling interest in consolidated joint ventures										687	687
Net (loss)								(42,117)			(42,117)
Balance, October 31, 2019	5,503,297	\$ 60	622,694	\$ 7	5,600	\$ 135,299	\$ 715,504	\$ (1,225,973)	\$ (115,360)	\$ 687	\$ (489,776)
Stock options, amortization and issuances							387				387
Restricted stock amortization, issuances and forfeitures	14,310		1,796				2,219				2,219
Issuance of shares for debt											-
Conversion of Class B to Class A common stock	2,273		(2,273)								-
Changes in noncontrolling interest in consolidated joint ventures										148	148
Net income								50,928			50,928
Balance, October 31, 2020	5,519,880	\$ 60	622,217	\$ 7	5,600	\$ 135,299	\$ 718,110	\$ (1,175,045)	\$ (115,360)	\$ 835	\$ (436,094)

See notes to consolidated financial statements.

61

[Table of Contents](#)

**HOVNANIAN ENTERPRISES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)	Year Ended		
	October 31, 2020	October 31, 2019	October 31, 2018

**Cash flows from operating activities:**

Net income (loss)	\$	50,928	\$	(42,117)	\$	4,520
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:						
Depreciation		5,304		4,172		3,156
Compensation from stock options and awards		2,779		721		3,669
Amortization of bond discounts, premiums and deferred financing costs		1,891		8,128		8,822
Gain on sale and retirement of property and assets		(81)		(25)		(3,619)
Income from unconsolidated joint ventures		(16,565)		(28,932)		(24,033)
Distributions of earnings from unconsolidated joint venture		35,387		29,919		-
(Gain) loss on extinguishment of debt		(13,337)		42,436		7,536
Noncontrolling interest in consolidated joint ventures		148		4		-
Inventory impairment and land option write-offs		8,813		6,288		3,501
(Increase) decrease in assets:						
Origination of mortgage loans		(1,306,279)		(1,089,825)		(1,069,519)
Sale of mortgage loans		1,367,903		1,054,535		1,071,250
Receivables, prepaids, deposits and other assets		20,519		(15,911)		20,669
Inventories		87,897		(220,608)		(58,801)
Increase (decrease) in liabilities:						
State and federal income tax payable		1,531		(1,033)		1,107
Customers' deposits		12,414		5,786		(3,686)
Accounts payable, accrued interest and other accrued liabilities		33,576		(2,665)		(31,394)
Net cash provided by (used in) operating activities		<u>292,828</u>		<u>(249,127)</u>		<u>(66,822)</u>

**Cash flows from investing activities:**

Proceeds from sale of property and assets		112		29		38,303
Purchase of property, equipment, and other fixed assets and acquisitions		(3,380)		(4,005)		(5,193)
Investment in and advances to unconsolidated joint ventures		(19,924)		(13,256)		(26,271)
Distributions of capital from unconsolidated joint ventures		25,332		8,925		28,662
Net cash provided by (used in) investing activities		<u>2,140</u>		<u>(8,307)</u>		<u>35,501</u>

**Cash flows from financing activities:**

Proceeds from mortgages and notes		278,577		318,462		181,101
Payments related to mortgages and notes		(348,371)		(209,445)		(162,192)
Proceeds from model sale leaseback financing programs		19,200		33,188		22,749
Payments related to model sale leaseback financing programs		(23,646)		(25,791)		(30,123)
Proceeds from land bank financing programs		68,060		104,961		18,827
Payments related to land bank financing programs		(73,999)		(33,902)		(38,991)
Proceeds from partner contributions to consolidated joint venture		-		683		-
Net (payments) proceeds related to mortgage warehouse lines of credit		(53,077)		27,101		(1,388)
Payments related to unsecured revolving credit facility		-		-		(52,000)
Payments related to senior secured term loan facility		-		-		(76,829)
Proceeds from senior unsecured term loan facility		-		-		202,547
Borrowings from senior secured credit facility		125,000		-		-
Payments related to senior secured credit facility		(125,000)		-		-
Proceeds from senior secured notes, net of discount		-		578,231		-
Payments related to senior secured, senior, senior amortizing and senior exchangeable notes		(21,240)		(570,032)		(285,095)
Deferred financing costs from land banking financing programs and note issuances		(13,278)		(16,748)		(8,035)
Net cash (used in) provided by financing activities		<u>(167,774)</u>		<u>206,708</u>		<u>(229,429)</u>
Net increase (decrease) in cash and cash equivalents, and restricted cash and cash equivalents		127,194		(50,726)		(260,750)
Cash and cash equivalents, and restricted cash and cash equivalents balance, beginning of year		182,266		232,992		493,742
Cash and cash equivalents, and restricted cash and cash equivalents balance, end of year	\$	<u>309,460</u>	\$	<u>182,266</u>	\$	<u>232,992</u>

**Supplemental disclosures of cash flows:**

Cash paid during the period for:						
Interest, net of capitalized interest (see Note 3 to the Consolidated Financial Statements)	\$	89,484	\$	109,107	\$	112,016
Income taxes	\$	3,013	\$	3,483	\$	2,520

**Reconciliation of Cash, cash equivalents and restricted cash**

Homebuilding: Cash and cash equivalents	\$	262,489	\$	130,976	\$	187,871
Homebuilding: Restricted cash and cash equivalents		14,731		20,905		12,808
Financial Services: Cash and cash equivalents, included in Financial services assets		4,854		5,578		6,948
Financial Services: Restricted cash and cash equivalents, included in Financial services assets		27,386		24,807		25,365
Total cash, cash equivalents and restricted cash shown in the statement of cash flows	\$	<u>309,460</u>	\$	<u>182,266</u>	\$	<u>232,992</u>

See notes to consolidated financial statements.

**Supplemental disclosure of noncash investing and financing activities:**

In the first quarter of fiscal 2018, we acquired the remaining assets of one of our joint ventures, resulting in a \$13.0 million reduction in our investment in the joint venture and a corresponding increase to inventory.

In the second quarter of fiscal 2018, we completed a debt for debt exchange of existing 8.0% Senior Notes due November 1, 2019 for newly issued 13.5% Senior Notes due 2026 and 5.0% Senior Notes due 2040. See Note 9 for further information.

In the fourth quarter of fiscal 2019, we completed a partial debt for debt exchange of existing 10.0% Senior Secured Notes due 2022 and 10.5% Senior Secured Notes due 2024 for a combination of cash and newly issued 7.75% 1.125 Lien Notes due 2026 and 11.25% 1.5 Lien Notes due 2026. See Note 9 for further information.

In accordance with the adoption of ASU 2016-02, in the first quarter of fiscal 2020, we recorded a beginning right-of-use asset of \$23.3 million and a right-of-use lease liability of \$24.4 million.

In the first quarter of fiscal 2020, K. Hovnanian, the issuer of our notes, completed a debt for debt exchange whereby it issued \$158.5 million aggregate principal amount of 10.0% 1.75 Lien Notes due 2025 in exchange for \$23.2 million in aggregate principal amount of its outstanding 10.0% Senior Secured Notes due 2022 and \$141.7 million in aggregate principal amount of its outstanding 10.5% Senior Secured Notes due 2024. K. Hovnanian also exchanged \$163.0 million in aggregate principal amount of its unsecured term loans for \$81.5 million in aggregate principal amount of 1.75 Lien secured term loans made under a new Senior Secured 1.75 Lien Term Loan Credit Facility due January 31, 2028. See Note 9 for further information.

In the second quarter of fiscal 2020, K. Hovnanian, the issuer of the notes, completed a debt for debt exchange whereby it issued \$59.1 million aggregate principal amount of additional 11.25% 1.5 Lien Notes due 2026 in exchange for \$59.1 million aggregate principal amount of 10.0% Senior Secured Notes due 2022 Notes. See Note 9 for further information.

## 1. Basis of Presentation

*Basis of Presentation* - The accompanying Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP") and include Hovnanian Enterprises, Inc.'s ("HEI") accounts and those of all its consolidated subsidiaries, after elimination of all intercompany balances and transactions. HEI's fiscal year ends October 31. Noncontrolling interest represents the proportionate equity interest in a consolidated joint venture that is not 100% owned by the Company. One of HEI's subsidiaries owns a 99% controlling interest in the consolidated joint venture and therefore HEI is required to consolidate the joint venture within its Consolidated Financial Statements. The 1% that we do not own is accounted for as noncontrolling interest.

*Reverse Stock Split* - As discussed in Note 14, in March 2019, the Company's stockholders approved and the Board of Directors determined to effectuate a reverse stock split (the "Reverse Stock Split") of the Company's common stock at a ratio of 1-for-25, and a corresponding decrease in the number of authorized shares of the common stock. The Reverse Stock Split became effective on March 29, 2019, and every 25 issued shares (including treasury shares) of Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), were combined into one share of Class A Common Stock, and every 25 issued shares (including treasury shares) of Class B Common Stock, par value \$0.01 per share (the "Class B Common Stock"), were combined into one share of Class B Common Stock. All share and per share amounts throughout this report have been retroactively adjusted to reflect the reverse stock split.

## 2. Business

HEI conducts all of its homebuilding and financial services operations through its subsidiaries (references herein to the "Company", "we", "us" or "our" refer to HEI and its consolidated subsidiaries and should be understood to reflect the consolidated business of HEI's subsidiaries). Our operations consist of homebuilding, financial services and corporate. Our homebuilding operations are made up of six reportable segments defined as Northeast, Mid-Atlantic, Midwest, Southeast, Southwest and West. Homebuilding operations comprise the substantial part of our business, representing approximately 97% of consolidated revenues for each of the years ended October 31, 2020, 2019 and 2018. HEI is a Delaware corporation, which through its subsidiaries, was building and selling homes in Arizona, California, Delaware, Florida, Georgia, Illinois, Maryland, New Jersey, Ohio, Pennsylvania, South Carolina, Texas, Virginia, Washington, D.C. and West Virginia, including in 116 consolidated active selling communities at October 31, 2020. Our homebuilding subsidiaries offer a wide variety of homes that are designed to appeal to first-time buyers, first and second-time move-up buyers, luxury buyers, active lifestyle buyers and empty nesters. Our financial services operations, which are a reportable segment, provide mortgage banking and title services to the homebuilding operations' customers. Our financial services subsidiaries do not typically retain or service the mortgages that they originate but rather sell the mortgages and related servicing rights to investors. Corporate primarily includes the operations of our corporate office whose primary purpose is to provide executive services, accounting, information services, human resources, management reporting, training, cash management, internal audit, risk management, and administration of process redesign, quality, and safety.

See Note 10 "Operating and Reporting Segments" for further disclosure of our reportable segments.

## 3. Summary of Significant Accounting Policies

*Use of Estimates* - The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and these differences could have a significant impact on the financial statements.

*Income Recognition from Home and Land Sales* - We are primarily engaged in the development, construction, marketing and sale of residential single-family and multi-family homes where the planned construction cycle is less than 12 months. For these homes, in accordance with Accounting Standards Codification ("ASC") 606-10, "Revenue fr

om Contracts with Customers," revenue is recognized when title is conveyed to the buyer, adequate initial and continuing investments have been received and there is no continued involvement.

*Income Recognition from Mortgage Loans* - Our Financial Services segment originates mortgages, primarily for our homebuilding customers. We use mandatory investor commitments and forward sales of mortgage-backed securities ("MBS") to hedge our mortgage-related interest rate exposure on agency and government loans.

We elected the fair value option for our mortgage loans held for sale in accordance with ASC 825, "Financial Instruments," which permits us to measure our loans held for sale at fair value. Management believes that the election of the fair value option for loans held for sale improves financial reporting by mitigating volatility in reported earnings caused by measuring the fair value of the loans and the derivative instruments used to economically hedge them without having to apply complex hedge accounting provisions.

Substantially all of the mortgage loans originated are sold within a short period of time in the secondary mortgage market on a servicing released, nonrecourse basis, although the Company remains liable for certain limited representations, such as fraud, and warranties related to loan sales. Mortgage investors could seek to have us buy back loans or compensate them from losses incurred on mortgages we have sold based on claims that we breached our limited representations and warranties. We have established reserves for probable losses.

*Cash and Cash Equivalents* - Cash represents cash deposited in checking accounts. Cash equivalents include certificates of deposit, Treasury bills and government money—market funds with maturities of 90 days or less when purchased. Our cash balances are held at a few financial institutions and may, at times, exceed insurable amounts. We believe we help to mitigate this risk by depositing our cash in major financial institutions. At October 31, 2020 and 2019, \$15.5 million and \$143.1 million, respectively, of the total cash and cash equivalents was in cash equivalents and restricted cash equivalents, the book value of which approximates fair value.

*Fair Value of Financial Instruments* - The fair value of financial instruments is determined by reference to various market data and other valuation techniques as appropriate. Our financial instruments consist of cash and cash equivalents, restricted cash and cash equivalents, receivables, deposits and notes, accounts payable and other liabilities, customer deposits, mortgage loans held for sale, nonrecourse mortgages, mortgage warehouse lines of credit, senior secured revolving credit facility, accrued interest, senior secured term loan, senior unsecured term loan credit facility, senior secured notes and senior notes. The fair value of the senior secured credit facility, senior secured term loan, senior unsecured term loan credit facility, senior secured notes and senior notes is estimated based on the quoted market prices for the same or similar issues or on the current rates offered to us for debt of the same remaining maturities or when not available, are estimated based on third-party broker quotes or management's estimate of the fair value based on available trades for similar debt instruments. The fair value of all of our other financial instruments approximates their carrying amounts.

*Inventories* - Inventories consist of land, land development, home construction costs, capitalized interest, construction overhead and property taxes. Construction costs are accumulated during the period of construction and charged to cost of sales under specific identification methods. Land, land development and common facility costs are allocated based on buildable acres to product types within each community, then charged to cost of sales equally based upon the number of homes to be constructed in each product type.

We record inventories in our consolidated balance sheets at cost unless the inventory is determined to be impaired, in which case the inventory is written down to its fair value. Our inventories consist of the following three components: (1) sold and unsold homes and lots under development, which includes all construction, land, capitalized interest and land development costs related to started homes and land under development in our active communities; (2) land and land options held for future development or sale, which includes all costs related to land in our communities in planning or mothballed communities; and (3) consolidated inventory not owned, which includes all costs related to variable interest entities, and other options, which consists primarily of model homes financed with an investor and inventory related to land banking arrangements accounted for as financings.

We decide to mothball (or stop development on) certain communities when we determine that the current performance does not justify further investment at the time. When we decide to mothball a community, the inventory is reclassified on our Consolidated Balance Sheets from “Sold and unsold homes and lots under development” to “Land and land options held for future development or sale.” During fiscal 2020, we did not mothball any additional communities, or sell any previously mothballed communities, but we re-activated one previously mothballed community and also re-activated a portion of one previously mothballed community. As of October 31, 2020 and 2019, the net book value associated with our 12 and 13 total mothballed communities was \$11.4 million and \$13.8 million, respectively, which was net of impairment charges recorded in prior periods of \$122.2 million and \$138.1 million, respectively.

We sell and lease back certain of our model homes with the right to participate in the potential profit when each home is sold to a third party at the end of the respective lease. As a result of our continued involvement, for accounting purposes in accordance with ASC 606-10-55-68, these sale and leaseback transactions are considered a financing rather than a sale. Therefore, for purposes of our Consolidated Balance Sheets, at October 31, 2020 and 2019, inventory of \$48.8 million and \$54.2 million, respectively, was recorded to “Consolidated inventory not owned,” with a corresponding amount of \$47.2 million and \$51.2 million, respectively, recorded to “Liabilities from inventory not owned” for the amount of net cash received from the transactions.

We have land banking arrangements, whereby we sell our land parcels to the land banker and they provide us an option to purchase back finished lots on a predetermined schedule. Because of our options to repurchase these parcels, for accounting purposes, in accordance with ASC 606-10-55-70, these transactions are considered a financing rather than a sale. For purposes of our Consolidated Balance Sheets, at October 31, 2020 and 2019, inventory of \$133.4 million and \$136.1 million, respectively, was recorded to “Consolidated inventory not owned,” with a corresponding amount of \$84.0 million and \$89.8 million, respectively, recorded to “Liabilities from inventory not owned” for the amount of net cash received from the transactions.

The recoverability of inventories and other long-lived assets is assessed in accordance with the provisions of ASC 360-10, “Property, Plant and Equipment – Overall.” ASC 360-10 requires long-lived assets, including inventories, held for development to be evaluated for impairment based on undiscounted future cash flows of the assets at the lowest level for which there are identifiable cash flows. As such, we evaluate inventories for impairment at the individual community level, the lowest level of discrete cash flows that we measure.

We evaluate inventories of communities under development and held for future development for impairment when indicators of potential impairment are present. Indicators of impairment include, but are not limited to, decreases in local housing market values, decreases in gross margins or sales absorption rates, decreases in net sales prices (base sales price net of sales incentives), or actual or projected operating or cash flow losses. The assessment of communities for indication of impairment is performed quarterly. As part of this process, we prepare detailed budgets for all of our communities at least semi-annually and identify those communities with a projected operating loss. For those communities with projected losses, we estimate the remaining undiscounted future cash flows and compare those to the carrying value of the community, to determine if the carrying value of the asset is recoverable.

The projected operating profits, losses or cash flows of each community can be significantly impacted by our estimates of the following:

- future base selling prices;
- future home sales incentives;
- future home construction and land development costs; and
- future sales absorption pace and cancellation rates.

These estimates are dependent upon specific market conditions for each community. While we consider available information to determine what we believe to be our best estimates as of the end of a quarterly reporting period, these estimates are subject to change in future reporting periods as facts and circumstances change. Local market-specific conditions that may impact our estimates for a community include:

- the intensity of competition within a market, including available home sales prices and home sales incentives offered by our competitors;
- the current sales absorption pace for both our communities and competitor communities;
- community-specific attributes, such as location, availability of lots in the market, desirability and uniqueness of our community, and the size and style of homes currently being offered;
- potential for alternative product offerings to respond to local market conditions;
- changes by management in the sales strategy of the community;
- current local market economic and demographic conditions and related trends and forecasts; and
- existing home inventory supplies, including foreclosures and short sales.

These and other local market-specific conditions that may be present are considered by management in preparing projection assumptions for each community. The sales objectives can differ between our communities, even within a given market. For example, facts and circumstances in a given community may lead us to price our homes with the objective of yielding a higher sales absorption pace, while facts and circumstances in another community may lead us to price our homes to minimize deterioration in our gross margins, although it may result in a slower sales absorption pace. In addition, the key assumptions included in our estimate of future undiscounted cash flows may be interrelated. For example, a decrease in estimated base sales price or an increase in homes sales incentives may result in a corresponding increase in sales absorption pace. Additionally, a decrease in the average sales price of homes to be sold and closed in future reporting periods for one community that has not been generating what management believes to be an adequate sales absorption pace may impact the estimated cash flow assumptions of a nearby community. Changes in our key assumptions, including estimated construction and development costs, absorption pace and selling strategies, could materially impact future cash flow and fair value estimates. Due to the number of possible scenarios that would result from various changes in these factors, we do not believe it is possible to develop a sensitivity analysis with a level of precision that would be meaningful to an investor.

If the undiscounted cash flows are more than the carrying value of the community, then the carrying amount is recoverable, and no impairment adjustment is required. However, if the undiscounted cash flows are less than the carrying amount, then the community is deemed impaired and is written down to its fair value. We determine the estimated fair value of each community by determining the present value of its estimated future cash flows at a discount rate commensurate with the risk of the respective community, or in limited circumstances, prices for land in recent comparable sale transactions, market analysis studies, which include the estimated price a willing buyer would pay for the land (other than in a forced liquidation sale), and recent bona fide offers received from outside third parties. Our discount rates used for all impairments recorded from October 31, 2018 to October 31, 2020 ranged from 16.8% to 19.8%. The estimated future cash flow assumptions are virtually the same for both our recoverability and fair value assessments. Should the estimates or expectations used in determining estimated cash flows or fair value, including discount rates, decrease or differ from current estimates in the future, we may be required to recognize additional impairments related to current and future communities. The impairment of a community is allocated to each lot on a relative fair value basis.

From time to time, we write off deposits and approval, engineering and capitalized interest costs when we determine that it is no longer probable that we will exercise options to buy land in specific locations or when we redesign communities and/or abandon certain engineering costs. In deciding not to exercise a land option, we take into consideration changes in market conditions, the timing of required land takedowns, the willingness of land sellers to modify terms of the land option contract (including timing of land takedowns), and the availability and best use of our capital, among other factors. The write-off is recorded in the period it is deemed not probable that the optioned property will be acquired. In certain instances, we have been able to recover deposits and other pre-acquisition costs that were previously written off. These recoveries have not been significant in comparison to the total costs written off.

Inventories held for sale are land parcels ready for sale in their current condition, where we have decided not to build homes but are instead actively marketing for sale. These land parcels represented \$2.0 million of our total inventories at October 31, 2020 and are reported at the lower of carrying amount or fair value less costs to sell. There were no inventories held for sale at October 31, 2019. In determining fair value for land held for sale, management considers, among other things, prices for land in recent comparable sale transactions, market analysis studies, which include the estimated price a willing buyer would pay for the land (other than in a forced liquidation sale) and recent bona fide offers received from outside third parties.

**Warranty Costs and Construction Defect Reserves** - We accrue for warranty costs that are covered under our existing general liability and construction defect policy as part of our general liability insurance deductible. This accrual is expensed as selling, general and administrative costs. For homes delivered in fiscal 2020 and 2019, our deductible under our general liability insurance was a \$20 million aggregate for construction defect and warranty claims. For bodily injury claims, our deductible per occurrence in fiscal 2020 and 2019 was \$0.25 million, up to a \$5 million limit. Our aggregate retention for construction defect, warranty and bodily injury claims was \$20 million for fiscal 2020 and 2019. We do not have a deductible on our worker's compensation insurance. Reserves for estimated losses for construction defects, warranty and bodily injury claims have been established using the assistance of a third-party actuary. We engage a third-party actuary that uses our historical warranty and construction defect data to assist our management in estimating our unpaid claims, claim adjustment expenses and incurred but not reported claims reserves for the risks that we are assuming under the general liability and construction defect programs. The estimates include provisions for inflation, claims handling and legal fees. These estimates are subject to a high degree of variability due to uncertainties such as trends in construction defect claims relative to our markets and the types of products we build, claim settlement patterns, insurance industry practices and legal interpretations, among others. Because of the high degree of judgment required in determining these estimated liability amounts, actual future costs could differ significantly from our currently estimated amounts. In addition, we establish a warranty accrual for lower cost-related issues to cover home repairs, community amenities and land development infrastructure that are not covered under our general liability and construction defect policy. We accrue an estimate for these warranty costs as part of cost of sales at the time each home is closed and title and possession have been transferred to the homebuyer. See Note 16 for additional information on the amount of warranty costs recognized in cost of goods sold and administrative expenses.

**Interest** - Interest attributable to properties under development during the land development and home construction period is capitalized and expensed along with the associated cost of sales as the related inventories are sold. Interest incurred in excess of interest capitalized, which occurs when assets qualifying for interest capitalization are less than our outstanding debt balances, is expensed as incurred in "Other interest."

Interest costs incurred, expensed and capitalized were:

(In thousands)	Year Ended		
	October 31, 2020	October 31, 2019	October 31, 2018
Interest capitalized at beginning of year	\$ 71,264	\$ 68,117	\$ 71,051
Plus interest incurred(1)	176,457	165,906	161,048
Less cost of sales interest expensed	74,330	70,725	60,685
Less other interest expensed(2)(3)	103,801	90,056	103,297
Less interest contributed to unconsolidated joint venture(4)	4,580	1,978	-
Interest capitalized at end of year(5)	\$ 65,010	\$ 71,264	\$ 68,117

(1) Data does not include interest incurred by our mortgage and finance subsidiaries.

(2) Other interest expensed includes interest that does not qualify for interest capitalization because our assets that qualify for interest capitalization (inventory under development) do not exceed our debt, which amounted to \$61.9 million, \$56.9 million and \$76.2 million for the years ended October 31, 2020, 2019 and 2018, respectively. Other interest also includes interest on completed homes, land in planning and fully developed lots without homes under construction, which does not qualify for capitalization, and therefore, is expensed. This component of other interest was \$41.9 million, \$33.2 million and \$27.1 million for the years ended October 31, 2020, 2019 and 2018, respectively.

(3) Cash paid for interest, net of capitalized interest, is the sum of other interest expensed, as defined above, and interest paid by our mortgage and finance subsidiaries adjusted for the change in accrued interest on notes payable, which is calculated as follows:

(In thousands)	Year Ended		
	October 31, 2020	October 31, 2019	October 31, 2018
Other interest expensed	\$ 103,801	\$ 90,056	\$ 103,297
Interest paid by our mortgage and finance subsidiaries	2,165	2,536	2,478
(Increase) decrease in accrued interest	(16,482)	16,515	6,241
Cash paid for interest, net of capitalized interest	\$ 89,484	\$ 109,107	\$ 112,016

(4) Represents capitalized interest which was included as part of the assets contributed to the joint ventures the Company entered into in December 2019 and June 2019 during the years ended October 31, 2020 and 2019, respectively, as discussed in Note 20. There was no impact to the Consolidated Statement of Operations as a result of these transactions.

(5) Capitalized interest amounts are shown gross before allocating any portion of impairments, if any, to capitalized interest.

**Land Options** - Costs incurred to obtain options to acquire improved or unimproved home sites are capitalized. Such amounts are either included as part of the purchase price if the land is acquired or charged to "Inventory impairments loss and land option write-offs" if we determine we will not exercise the option. In accordance with ASC 810-10 "Consolidation – Overall," we record costs associated with other options on the Consolidated Balance Sheets under "Land and land options held for future development or sale." If the options are with variable interest entities and we are the primary beneficiary, we record the land under option on the Consolidated Balance Sheets under "Consolidated inventory not owned" with an offset under "Liabilities from inventory not owned." If the option has terms that require us to record it as financing, then we record the option on the Consolidated Balance Sheets under "Consolidated inventory not owned" with an offset under "Liabilities from inventory not owned."



*Unconsolidated Homebuilding and Land Development Joint Ventures* - Investments in unconsolidated homebuilding and land development joint ventures are accounted for under the equity method of accounting. Under the equity method, we recognize our proportionate share of earnings and losses earned by the joint venture upon the delivery of lots or homes to third parties. Our ownership interests in the joint ventures vary but our voting interests are generally 50% or less. In determining whether or not we must consolidate joint ventures where we are the managing member of the joint venture, we assess whether the other partners have specific rights to overcome the presumption of control by us as the manager of the joint venture. In most cases, the presumption is overcome because the joint venture agreements require that both partners agree on establishing the significant operating and capital decisions of the partnership, including budgets, in the ordinary course of business. The evaluation of whether or not we control a venture can require significant judgment. In accordance with ASC 323-10, "Investments - Equity Method and Joint Ventures - Overall," we assess our investments in unconsolidated joint ventures for recoverability, and if it is determined that a loss in value of the investment below its carrying amount is other than temporary, we write down the investment to its fair value. We evaluate our equity investments for impairment based on the joint venture's projected cash flows. This process requires significant management judgment and estimates. During fiscal 2019, we wrote down certain unconsolidated joint venture investments by \$0.9 million. There were no write-downs in fiscal 2020 or fiscal 2018.

*Deferred Bond Issuance Costs* - Costs associated with borrowings under our credit facilities and terms loans and the issuance of senior secured and senior notes are capitalized and amortized over the term of each note's issuance. The capitalization of the costs are recorded as a contra liability within our debt balances, except for the revolving credit facility costs, which are recorded as a prepaid asset.

*Debt Issued At a Discount/Premium* - Debt issued at a discount or premium to the face amount is amortized up or down, as applicable, to its face amount utilizing the effective interest method over the term of the note and recorded as a component of interest on the Consolidated Statements of Operations.

*Advertising Costs* - Advertising costs are expensed as incurred. During the years ended October 31, 2020, 2019 and 2018, advertising costs expensed totaled \$12.9 million, \$17.1 million and \$16.4 million, respectively.

*Deferred Income Taxes* - Deferred income taxes are provided for temporary differences between amounts recorded for financial reporting and for income tax purposes. If the combination of future years' income (or loss) combined with the reversal of the timing differences results in a loss, such losses can be carried back to prior years or carried forward to future years to recover the deferred tax assets. In accordance with ASC 740-10, "Income Taxes - Overall," we evaluate our deferred tax assets quarterly to determine if valuation allowances are required. ASC 740-10 requires that companies assess whether valuation allowances should be established based on the consideration of all available evidence using a "more-likely-than-not" standard.

In evaluating the exposures associated with our various tax filing positions, we recognize tax liabilities in accordance with ASC 740-10, for more likely than not exposures. We re-evaluate the exposures associated with our tax positions on a quarterly basis. This evaluation is based on factors such as changes in facts or circumstances, changes in tax law, new audit activity by taxing authorities, and effectively settled issues. Determining whether an uncertain tax position is effectively settled requires judgment. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision. A number of years may elapse before a particular matter for which we have established a liability is audited and fully resolved or clarified. We adjust our liability for unrecognized tax benefits and income tax provision in the period in which an uncertain tax position is effectively settled, or the statute of limitations expires for the relevant taxing authority to examine the tax position or when more information becomes available. Due to the complexity of some of these uncertainties, the ultimate resolution may result in a liability that is materially different from our current estimate. Any such changes will be reflected as increases or decreases to income tax expense in the period in which they are determined.

*Prepaid Expenses* - Prepaid expenses which relate to specific housing communities (model setup, architectural fees, homeowner warranty program fees, etc.) are amortized to cost of sales as the applicable inventories are sold. All other prepaid expenses are amortized over a specific time period or as used and charged to overhead expense.

*Allowance for Doubtful Accounts* - We regularly review our receivable balances, which are included in Receivables, deposits and notes on the Consolidated Balance Sheets, for collectability and record an allowance against a receivable when it is deemed that collectability is uncertain. These receivables include receivables from our insurance carriers, receivables from municipalities related to the development of utilities or other infrastructure, and other miscellaneous receivables. The balance for allowance for doubtful accounts was \$12.0 million and \$12.2 million at October 31, 2020 and 2019, respectively, which primarily related to allowances for receivables from municipalities and an allowance for a receivable for a prior year land sale. During fiscal 2020 and 2019, we recorded \$0.2 million and \$0.5 million, respectively, in recoveries. During fiscal 2019, we recorded \$1.3 million of additional reserves. There were no write-offs in fiscal 2020 or fiscal 2019.

*Stock Options* - We account for our stock options under ASC 718-10, “Compensation - Stock Compensation – Overall,” which requires the fair-value based method of accounting for stock awards granted to employees and measures and records the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. That cost is recognized over the period during which an employee is required to provide service in exchange for the award.

Compensation cost arising from nonvested stock granted to employees and from nonemployee stock awards is based on the fair value of the awards at the grant date recognized as expense using the straight-line method over the vesting period.

*Per Share Calculations* - Basic earnings per share is computed by dividing net income (loss) (the “numerator”) by the weighted-average number of common shares outstanding, adjusted for nonvested shares of restricted stock (the “denominator”) for the period. Computing diluted earnings per share is similar to computing basic earnings per share, except that the denominator is increased to include the dilutive effects of options and nonvested shares of restricted stock, as well as common shares issuable upon exchange of our Senior Exchangeable Notes issued as part of our 6.0% Exchangeable Note Units (which matured and were paid in full in fiscal 2018). Any options that have an exercise price greater than the average market price are considered to be anti-dilutive and are excluded from the diluted earnings per share calculation.

All outstanding nonvested shares that contain nonforfeitable rights to dividends or dividend equivalents that participate in undistributed earnings with common stock are considered participating securities and are included in computing earnings per share pursuant to the two-class method. The two-class method is an earnings allocation formula that determines earnings per share for each class of common stock and participating securities according to dividends or dividend equivalents and participation rights in undistributed earnings in periods where we have net income. The Company’s restricted common stock (“nonvested shares”) are considered participating securities.

#### *Recent Accounting Pronouncements*

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842)” (“ASU 2016-02”), which provides guidance for accounting for leases. ASU 2016-02 requires lessees to classify leases as either finance or operating leases and to record a right-of-use asset and a lease liability for all leases with a term greater than 12 months regardless of the lease classification. The lease classification will determine whether the lease expense is recognized based on an effective interest rate method or on a straight-line basis over the term of the lease. Accounting for lessors remains largely unchanged from current GAAP. ASU 2016-02 was effective for the Company on November 1, 2019, and we applied the modified retrospective method of adoption, resulting in no restatement of prior period financial statements. We elected the practical expedient package which allows us to carry forward our original assessment of whether contracts contained leases, lease classification and the initial direct costs. We also elected the practical expedient that allows lessees the option to account for lease and non-lease components together as a single component for all classes of underlying assets. The adoption of ASU 2016-02 resulted in a gross up on our Condensed Consolidated Balance Sheets for right of use (“ROU”) assets and lease liabilities of \$23.3 million and \$24.4 million, respectively, as of November 1, 2019. Existing prepaid rent and accrued rent were recorded as an offset to the gross operating ROU assets. Our ROU assets are included in “Prepaid expenses and other assets” and the corresponding lease liabilities are included in “Accounts payable and other liabilities” line items on our Consolidated Balance Sheets. The adoption of ASU 2016-02 had no impact on our consolidated statements of operations or cash flows, nor did it have a significant impact on our business processes, systems or internal controls.

In August 2018, the FASB issued ASU No. 2018-13, “Fair Value Measurement (Topic 820) - Disclosure Framework” (“ASU 2018-13”), which improves the disclosure requirements for fair value measurements. ASU 2018-13 is effective for us beginning November 1, 2020. We do not expect the adoption of this guidance to have a material impact on our Consolidated Financial Statements.

In August 2018, the FASB issued ASU No. 2018-15, “Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract” (“ASU 2018-15”). ASU 2018-15 aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. ASU 2018-15 is effective for us beginning November 1, 2020. We do not expect the adoption of this guidance to have a material impact on our Consolidated Financial Statements.

In March 2020, the FASB issued ASU 2020-04, “Facilitation of the Effects of Reference Rate Reform on Financial Reporting” (“ASU 2020-04”). ASU 2020-04 provides companies with optional guidance to ease the potential accounting burden associated with reference rate reform on financial reporting. This guidance was effective for the Company beginning on March 12, 2020, and we may elect to apply the amendments prospectively from now through December 31, 2022. The Company has not yet adopted this guidance and is currently evaluating the potential impact of adoption on our Consolidated Financial Statements.

#### 4. Leases

We lease certain office space for use in our operations. We assess each of these contracts to determine whether the arrangement contains a lease as defined by ASC 842 "Leases" ("ASC 842"). In order to meet the definition of a lease under ASC 842, the contractual arrangement must convey to us the right to control the use of an identifiable asset for a period of time in exchange for consideration. We recognize lease expense for these leases on a straight-line basis over the lease term and combine lease and non-lease components for all leases. Our office lease terms are generally from three to five years and generally contain renewal options. In accordance with ASC 842, our lease terms include those renewals only to the extent that they are reasonably certain to be exercised. The exercise of these lease renewal options is generally at our discretion. In accordance with ASC 842, the lease liability is equal to the present value of the remaining lease payments while the ROU asset is based on the lease liability, subject to adjustment, such as for lease incentives. Our leases do not provide a readily determinable implicit interest rate and therefore, we must estimate our incremental borrowing rate. In determining the incremental borrowing rate, we consider the lease period and our collateralized borrowing rates.

Our lease population at October 31, 2020 is comprised of operating leases where we are the lessee and these leases are primarily real estate for office space for our corporate office, division offices and design centers. As allowed by ASC 842, we adopted an accounting policy election to not record leases with lease terms of twelve months or less on our Consolidated Balance Sheets.

Lease cost included in our Consolidated Statements of Operations in Selling, general and administrative expenses and payments on our lease liabilities are presented in the table below. Our short-term lease costs and sublease income are de minimis.

(In thousands)	<b>Year Ended October 31, 2020</b>
Operating lease cost	\$ 10,507
Cash payments on lease liabilities	\$ 9,257

ROU assets are classified within Prepaids and other assets on our Consolidated Balance Sheets, while lease liabilities are classified within Accounts payable and other liabilities on our Consolidated Balance Sheets. The Company recorded a net increase to both its ROU assets and lease liabilities of \$2.8 million as a result of lease renewals that commenced during the year ended October 31, 2020. The following table contains additional information about our leases:

(In thousands)	<b>At October 31, 2020</b>
ROU assets	\$ 20,016
Lease liabilities	\$ 21,049
Weighted-average remaining lease term (in years)	3.5
Weighted-average discount rate (incremental borrowing rate)	9.6%

Maturities of our operating lease liabilities as of October 31, 2020 are as follows:

<b>Year ending October 31,</b>	<b>(in thousands)</b>
2021	\$ 8,880
2022	7,506
2023	4,298
2024	1,673
2025	1,324
Thereafter	1,107
<b>Total payments</b>	<b>24,788</b>
Less: imputed interest	(3,739)
<b>Present value of lease liabilities</b>	<b>\$ 21,049</b>

Under ASC 840, Leases (ASC 840), the Company's total net rental expense for the years ended October 31, 2019 and 2018 was \$14.8 million and \$14.4 million, respectively.

## 5. Property, Plant and Equipment

Homebuilding property, plant, and equipment consists of land, land improvements, buildings, building improvements, furniture and equipment used to conduct day-to-day business and are recorded at cost less accumulated depreciation.

Property, plant, and equipment balances as of October 31, 2020 and 2019 were as follows:

(In thousands)	October 31,	
	2020	2019
Land and land improvements	\$ 1,639	\$ 1,639
Buildings	9,497	9,155
Building improvements	13,281	11,552
Furniture	4,363	4,338
Equipment, including capitalized software	35,763	35,423
Total	64,543	62,107
Less accumulated depreciation	46,358	41,980
Total	\$ 18,185	\$ 20,127

## 6. Restricted Cash and Deposits

Homebuilding - Restricted cash and cash equivalents on the Consolidated Balance Sheets totaled \$14.7 million and \$20.9 million as of October 31, 2020 and 2019, respectively, which primarily consists of cash collateralizing our letter of credit agreements and facilities as discussed in Note 9.

Financial services restricted cash and cash equivalents, which are included in Financial services other assets on the Consolidated Balance Sheets, totaled \$27.4 million and \$24.8 million as of October 31, 2020 and 2019, respectively. Included in these balances were (1) financial services customers' deposits of \$25.4 million at October 31, 2020 and \$22.8 million as of October 31, 2019, which are subject to restrictions on our use, and (2) \$2.0 million at both October 31, 2020 and 2019 of restricted cash under the terms of our mortgage warehouse lines of credit.

Total Homebuilding Customers' deposits are shown as a liability on the Consolidated Balance Sheets. These liabilities are significantly more than the applicable periods' restricted cash balances because in some states the deposits are not restricted from use and, in other states, we are able to release the majority of these customer deposits to cash by pledging letters of credit and surety bonds.

## 7. Mortgage Loans Held for Sale

Our wholly owned mortgage banking subsidiary, K. Hovnanian American Mortgage, LLC ("K. Hovnanian Mortgage") originates mortgage loans, primarily from the sale of our homes. Such mortgage loans are sold in the secondary mortgage market within a short period of time of origination. Mortgage loans held for sale consist primarily of single-family residential loans collateralized by the underlying property. We have elected the fair value option to record loans held for sale and therefore these loans are recorded at fair value with the changes in the value recognized in the Consolidated Statements of Operations in "Revenues: Financial services." We currently use forward sales of mortgage-backed securities ("MBS"), interest rate commitments from borrowers and mandatory and/or best efforts forward commitments to sell loans to third-party purchasers to protect us from interest rate fluctuations. These short-term instruments, which do not require any payments to be made to the counterparty or purchaser in connection with the execution of the commitments, are recorded at fair value. Gains and losses on changes in the fair value are recognized in the Consolidated Statements of Operations in "Revenues: Financial services."

At October 31, 2020 and 2019, \$87.9 million and \$143.2 million, respectively, of mortgages held for sale were pledged against our mortgage warehouse lines of credit (see Note 8). We may incur losses with respect to mortgages that were previously sold that are delinquent and which had underwriting defects, but only to the extent the losses are not covered by mortgage insurance or resale value of the home. The reserves for these estimated losses are included in the "Financial services" balances on the Consolidated Balance Sheets. As of October 31, 2020 and 2019, we had reserves specifically for 15 and 20 identified mortgage loans, respectively, as well as reserves for an estimate for future losses on mortgages sold but not yet identified to us.

The activity in our loan origination reserves in fiscal 2020 and 2019 was as follows:

(In thousands)	Year Ended October 31,	
	2020	2019
Loan origination reserves, beginning of period	\$ 1,268	\$ 2,563
Provisions for losses during the period	196	198
Adjustments to pre-existing provisions for losses from changes in estimates	(6)	(143)
Payments/settlements	-	(1,350)
Loan origination reserves, end of period	\$ 1,458	\$ 1,268

## 8. Mortgages

*Nonrecourse.* We have nonrecourse mortgage loans for certain communities totaling \$135.1 million and \$203.6 million (net of debt issuance costs) at October 31, 2020 and 2019, respectively, which are secured by the related real property, including any improvements, with an aggregate book value of \$368.1 million and \$410.2 million, respectively. The weighted-average interest rate on these obligations was 6.4% and 8.3% at October 31, 2020 and 2019, respectively, and the mortgage loan payments on each community primarily correspond to home deliveries.

*Mortgage Loans.* K. Hovnanian Mortgage originates mortgage loans primarily from the sale of our homes. Such mortgage loans and related servicing rights are sold in the secondary mortgage market within a short period of time. In certain instances, we retain the servicing rights for a small amount of loans. K. Hovnanian Mortgage finances the origination of mortgage loans through various master repurchase agreements, which are recorded in financial services liabilities on the Consolidated Balance Sheets.

Our secured Master Repurchase Agreement with JPMorgan Chase Bank, N.A. (“Chase Master Repurchase Agreement”), which was amended on December 11, 2020, is a short-term borrowing facility that provides up to \$50.0 million through its maturity on December 10, 2021. The loan is secured by the mortgages held for sale and is repaid when we sell the underlying mortgage loans to permanent investors. Interest is payable monthly on outstanding advances at an adjusted LIBOR rate, which was 0.14% at October 31, 2020, plus the applicable margin of 2.5%. As of October 31, 2020 and 2019, the aggregate principal amount of all borrowings outstanding under the Chase Master Repurchase Agreement was \$23.5 million and \$47.1 million, respectively.

K. Hovnanian Mortgage has another secured Master Repurchase Agreement with Customers Bank (“Customers Master Repurchase Agreement”) which is a short-term borrowing facility that provides up to \$50.0 million through its maturity on February 12, 2021. The loan is secured by the mortgages held for sale and is repaid when we sell the underlying mortgage loans to permanent investors. Interest is payable daily or as loans are sold to permanent investors on outstanding advances at the current LIBOR rate, plus the applicable margin ranging from 2.125% to 4.75% based on the type of loan and the number of days outstanding on the warehouse line. As of October 31, 2020 and 2019, the aggregate principal amount of all borrowings outstanding under the Customers Master Repurchase Agreement was \$31.1 million and \$47.6 million, respectively.

K. Hovnanian Mortgage also has a secured Master Repurchase Agreement with Comerica Bank (“Comerica Master Repurchase Agreement”) which is a short-term borrowing facility through its maturity on June 18, 2021. The Comerica Master Repurchase Agreement provides up to \$60.0 million on the 15th day of the last month of the Company's fiscal quarters, and reverts back to up to \$50.0 million 30 days thereafter. The loan is secured by the mortgages held for sale and is repaid when we sell the underlying mortgage loans to permanent investors. Interest is payable monthly at the current LIBOR rate, subject to a floor of 0.25%, plus the applicable margin of 1.875% or 3.25% based upon the type of loan. As of October 31, 2020 and 2019, the aggregate principal amount of all borrowings outstanding under the Comerica Master Repurchase Agreement was \$32.6 million and \$45.5 million, respectively.

The Chase Master Repurchase Agreement, Customers Master Repurchase Agreement and Comerica Master Repurchase Agreement (together, the “Master Repurchase Agreements”) require K. Hovnanian Mortgage to satisfy and maintain specified financial ratios and other financial condition tests. Because of the extremely short period of time mortgages are held by K. Hovnanian Mortgage before the mortgages are sold to investors (generally a period of a few weeks), the immateriality to us on a consolidated basis of the size of the Master Repurchase Agreements, the levels required by these financial covenants, our ability based on our immediately available resources to contribute sufficient capital to cure any default, were such conditions to occur, and our right to cure any conditions of default based on the terms of the applicable agreement, we do not consider any of these covenants to be substantive or material. As of October 31, 2020, we believe we were in compliance with the covenants under the Master Repurchase Agreements.

## 9. Senior Notes and Credit Facilities

Senior notes and credit facilities balances as of October 31, 2020 and October 31, 2019, were as follows:

(In thousands)	October 31, 2020	October 31, 2019
<b>Senior Secured Notes:</b>		
10.0% Senior Secured Notes due July 15, 2022	\$ 111,214	\$ 218,994
10.5% Senior Secured Notes due July 15, 2024	69,683	211,391
10.0% Senior Secured 1.75 Lien Notes due November 15, 2025	158,502	-
7.75% Senior Secured 1.125 Lien Notes due February 15, 2026	350,000	350,000
10.5% Senior Secured 1.25 Lien Notes due February 15, 2026	282,322	282,322
11.25% Senior Secured 1.5 Lien Notes due February 15, 2026	162,269	103,141
<b>Total Senior Secured Notes</b>	<b>\$ 1,133,990</b>	<b>\$ 1,165,848</b>
<b>Senior Notes:</b>		
8.0% Senior Notes due November 1, 2027 (1)	\$ -	\$ -
13.5% Senior Notes due February 1, 2026	90,590	90,590
5.0% Senior Notes due February 1, 2040	90,120	90,120
<b>Total Senior Notes</b>	<b>\$ 180,710</b>	<b>\$ 180,710</b>
Senior Unsecured Term Loan Credit Facility due February 1, 2027	\$ 39,551	\$ 202,547
Senior Secured 1.75 Lien Term Loan Credit Facility due January 31, 2028	\$ 81,498	\$ -
Senior Secured Revolving Credit Facility (2)	\$ -	\$ -
<b>Subtotal notes payable</b>	<b>\$ 1,435,749</b>	<b>\$ 1,549,105</b>
Net (discounts) premiums	\$ 17,521	\$ (49,145)
Net debt issuance costs	\$ (22,160)	\$ (19,970)
<b>Total notes payable, net of discounts, premiums and debt issuance costs</b>	<b>\$ 1,431,110</b>	<b>\$ 1,479,990</b>

(1) \$26.0 million of 8.0% Senior Notes due 2027 are owned by a wholly-owned consolidated subsidiary of HEI. Therefore, in accordance with GAAP, such notes are not reflected on the Consolidated Balance Sheets of HEI. On November 1, 2019, the maturity of the 8.0% Senior Notes was extended to November 1, 2027.

(2) At October 31, 2020, provides for up to \$125.0 million in aggregate amount of senior secured first lien revolving loans. Availability thereunder will terminate on December 28, 2022.

As of October 31, 2020, future maturities of our borrowings were as follows (*in thousands*):

<b>Fiscal Year Ended October 31, (1)</b>	
2021	\$ -
2022	111,214
2023	-
2024	69,683
2025	-
Thereafter	1,254,852
<b>Total</b>	<b>\$ 1,435,749</b>

(1) Does not include our \$125.0 million Senior Secured Revolving Credit Facility under which there were no borrowings outstanding as of October 31, 2020.

*General*

Except for K. Hovnanian, the issuer of the notes and borrower under the Credit Facilities (as defined below), our home mortgage subsidiaries, certain of our title insurance subsidiaries, joint ventures and subsidiaries holding interests in our joint ventures, we and each of our subsidiaries are guarantors of the Credit Facilities, the senior secured notes (subject in the case of the 10.5% 2024 Notes (as defined below), to the 10.5% 2024 Notes Supplemental Indenture (as defined below)) and senior notes outstanding at October 31, 2020 (collectively, the “Notes Guarantors”).

The credit agreements governing the Credit Facilities and the indentures governing the senior secured and senior notes (together, the “Debt Instruments”) outstanding at October 31, 2020 do not contain any financial maintenance covenants, but do contain restrictive covenants that limit, among other things, the ability of HEI and certain of its subsidiaries, including K. Hovnanian, to incur additional indebtedness (other than non-recourse indebtedness, certain permitted indebtedness and refinancing indebtedness), pay dividends and make distributions on common and preferred stock, repay certain indebtedness prior to its respective stated maturity, repurchase common and preferred stock, make other restricted payments (including investments), sell certain assets (including in certain land banking transactions), incur liens, consolidate, merge, sell or otherwise dispose of all or substantially all of their assets and enter into certain transactions with affiliates. The Debt Instruments also contain customary events of default which would permit the lenders or holders thereof to exercise remedies with respect to the collateral (as applicable), declare the loans made under the Unsecured Term Loan Facility (defined below) (the “Unsecured Term Loans”), loans made under the Secured Term Loan Facility (defined below) (the “Secured Term Loans”) and loans made under the Secured Credit Agreement (as defined below) (the “Secured Revolving Loans”) or notes to be immediately due and payable if not cured within applicable grace periods, including the failure to make timely payments on the Unsecured Term Loans, Secured Term Loans, Secured Revolving Loans or notes or other material indebtedness, cross default to other material indebtedness, the failure to comply with agreements and covenants and specified events of bankruptcy and insolvency, with respect to the Unsecured Term Loans, Secured Term Loans and Secured Revolving Loans, material inaccuracy of representations and warranties and with respect to the Unsecured Term Loans, Secured Term Loans and Secured Revolving Loans, a change of control, and, with respect to the Secured Term Loans, Secured Revolving Loans and senior secured notes, the failure of the documents granting security for the obligations under the secured Debt Instruments to be in full force and effect, and the failure of the liens on any material portion of the collateral securing the obligations under the secured Debt Instruments to be valid and perfected. As of October 31, 2020, we believe we were in compliance with the covenants of the Debt Instruments.

If our consolidated fixed charge coverage ratio is less than 2.0 to 1.0, as defined in the applicable Debt Instrument, we are restricted from making certain payments, including dividends, and from incurring indebtedness other than certain permitted indebtedness, refinancing indebtedness and nonrecourse indebtedness. As a result of this ratio restriction, we are currently restricted from paying dividends (in the case of the payment of dividends on preferred stock, our secured debt leverage ratio must also be less than 4.0 to 1.0), which are not cumulative, on our 7.625% Series A Preferred Stock. We anticipate that we will continue to be restricted from paying dividends for the foreseeable future. Our inability to pay dividends is in accordance with covenant restrictions and will not result in a default under our Debt Instruments or otherwise affect compliance with any of the covenants contained in our Debt Instruments.

Under the terms of our Debt Instruments, we have the right to make certain redemptions and prepayments and, depending on market conditions and covenant restrictions, may do so from time to time. We also continue to actively analyze and evaluate our capital structure and explore transactions to simplify our capital structure and to strengthen our balance sheet, including those that reduce leverage and/or extend maturities, and will seek to do so with the right opportunity. We may also continue to make debt purchases and/or exchanges for debt or equity from time to time through tender offers, exchange offers, open market purchases, private transactions, or otherwise, or seek to raise additional debt or equity capital, depending on market conditions and covenant restrictions.

*Fiscal 2020*

On December 10, 2019, K. Hovnanian consummated an exchange offer (the "1.75 Lien Exchange Offer") pursuant to which it issued \$158.5 million aggregate principal amount of 10.0% 1.75 Lien Notes due 2025 (the "1.75 Lien Notes") in exchange for \$23.2 million in aggregate principal amount of its outstanding 10.0% Senior Secured Notes due 2022 (the "10.0% 2022 Notes") and \$141.7 million in aggregate principal amount of its outstanding 10.5% Senior Secured Notes due 2024 (the "10.5% 2024 Notes" and, together with the 10.0% 2022 Notes, the "Second Lien Notes"). K. Hovnanian also exchanged \$163.0 million in aggregate principal amount of its Unsecured Term Loans for \$81.5 million in aggregate principal amount of Secured Term Loans made under a new Senior Secured 1.75 Lien Term Loan Credit Facility due January 31, 2028 (the "Secured Term Loan Facility"). There was no cash consideration in these exchanges. These secured notes and term loan exchanges were accounted for in accordance with ASC 470-60, resulting in a carrying value of \$164.9 million and \$148.8 million, respectively, for the \$158.5 million of 1.75 Lien Notes and \$81.5 million of Secured Term Loans, respectively, and a net gain on extinguishment of debt of \$9.2 million, which is included in "Gain on extinguishment of debt" on the Consolidated Statement of Operations. The effect of this gain on a per share basis, assuming dilution, for the year ended October 31, 2020 was \$1.40, excluding the impact of taxes, as our deferred tax assets are fully reserved by a valuation allowance.

In connection with the 1.75 Lien Exchange Offer, K. Hovnanian obtained consents from a majority of the holders of the 10.5% 2024 Notes to amendments to the indenture under which such 10.5% 2024 Notes were issued and entered into the Tenth Supplemental Indenture dated as of December 6, 2019 among HEI, K. Hovnanian, the guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent (the "10.5% 2024 Notes Supplemental Indenture") to provide for such amendments, which became operative on December 10, 2019. The amendments eliminate most of the restrictive covenants, certain of the affirmative covenants and certain events of default, including eliminating the obligations of subsidiaries that are formed after December 10, 2019 to become guarantors of the 10.5% 2024 Notes and to provide collateral in respect of their assets. As a result, the 10.5% 2024 Notes do not have the same guarantors or collateral as K. Hovnanian's other secured debt obligations.

The 1.75 Lien Notes were issued under an Indenture, dated as of December 10, 2019, among HEI, K. Hovnanian, the guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent. The 1.75 Lien Notes are guaranteed by HEI and the Notes Guarantors and are secured by substantially all of the assets owned by K. Hovnanian and the Notes Guarantors, subject to permitted liens and certain exceptions. Interest on the 1.75 Lien Notes is payable semi-annually on May 15 and November 15 of each year, beginning on May 15, 2020, to holders of record at the close of business on May 1 or November 1, as the case may be, immediately preceding each such interest payment date. The 1.75 Lien Notes have a maturity of November 15, 2025.

The 1.75 Lien Notes are redeemable in whole or in part at K. Hovnanian's option at any time prior to November 15, 2021 at a redemption price equal to 100.0% of their principal amount plus an applicable "Make-Whole Amount". At any time and from time to time on or after November 15, 2021 and prior to November 15, 2022, K. Hovnanian may redeem some or all of the 1.75 Lien Notes at a redemption price equal to 105.00% of their principal amount, at any time and from time to time after November 15, 2022 and prior to November 15, 2023, K. Hovnanian may redeem some or all of the 1.75 Lien Notes at a redemption price equal to 102.50% of their principal amount and at any time and from time to time after November 15, 2023, K. Hovnanian may redeem some or all of the 1.75 Lien Notes at a redemption price equal to 100.0% of their principal amount. In addition, K. Hovnanian may also redeem up to 35.0% of the aggregate principal amount of the 1.75 Lien Notes prior to November 15, 2021 with the net cash proceeds from certain equity offerings at 110.00% of principal.

The Secured Term Loans and the guarantees thereof are secured on a pari passu basis with the 1.75 Lien Notes by the same assets that secure the 1.75 Lien Notes, subject to permitted liens and certain exceptions. The Secured Term Loans bear interest at a rate equal to 10.0% per annum and will mature on January 31, 2028. The Secured Term Loans bear interest at a rate equal to 10.0% per annum and interest is payable in arrears, on the last business day of each fiscal quarter. The Secured Term Loans may be voluntarily prepaid in whole or in part at K. Hovnanian's option at any time prior to November 15, 2021 at a prepayment price equal to 100.0% of their principal amount plus any applicable "Make-Whole Amount". At any time and from time to time on or after November 15, 2021 and prior to November 15, 2022, K. Hovnanian may voluntarily prepay some or all of the Secured Term Loans at a prepayment price equal to 105.00% of their principal amount, at any time and from time to time after November 15, 2022 and prior to November 15, 2023, K. Hovnanian may voluntarily prepay some or all of the Secured Term Loans at a prepayment price equal to 102.50% of their principal amount and at any time and from time to time after November 15, 2023, K. Hovnanian may voluntarily prepay some or all of the Secured Term Loans at a prepayment price equal to 100.0% of their principal amount.

On March 25, 2020, K. Hovnanian consummated a private exchange (the "Exchange") pursuant to which it issued \$59.1 million aggregate principal amount of additional 1.5 Lien Notes (defined below) (the "Additional 1.5 Lien Notes") in exchange for of \$59.1 million aggregate principal amount of 10.0% 2022 Notes held by certain participating bondholders (the "Exchange Holders") pursuant to an Exchange Agreement, dated March 25, 2020 (the "Exchange Agreement"), among the K. Hovnanian, the Notes Guarantors, the Exchanging Holders and certain holders of the Initial 1.5 Lien Notes (defined below) (the "Consenting Holders"). In connection therewith, the Consenting Holders provided their consents (the "Consents") under the Indenture under which the 1.5 Lien Notes were issued to permit the issuance of the Additional 1.5 Lien Notes.

The Additional 1.5 Lien Notes were issued as additional notes of the same series as the \$103.1 million aggregate principal amount of K. Hovnanian's 11.25% Senior Secured 1.5 Lien Notes due 2026 issued on October 31, 2019 (the "Initial 1.5 Lien Notes" and, together with the Additional 1.5 Lien Notes, the "1.5 Lien Notes"). In connection with the issuance of the Additional 1.5 Lien Notes in the Exchange, K. Hovnanian, the Notes Guarantors and Wilmington Trust, National Association, as trustee (the "Trustee") and collateral agent (the "Collateral Agent"), entered into the Fourth Supplemental Indenture, dated as of March 25, 2020 (the "Supplemental Indenture"), to the Indenture, dated as of October 31, 2019 (as amended and supplemented prior to the Supplemental Indenture, the "Indenture"), among the K. Hovnanian, the Notes Guarantors, the Trustee and the Collateral Agent. The Supplemental Indenture also amends the Indenture in accordance with the Consents to permit K. Hovnanian and the Notes Guarantors to secure up to \$162.3 million of 1.5 Lien Obligations (as defined in the Indenture). As of March 25, 2020, after giving effect to the issuance of the Additional 1.5 Lien Notes, \$162.3 million aggregate principal amount of 1.5 Lien Obligations, which consist of the 1.5 Lien Notes, were outstanding. For a discussion of the 1.5 Lien Notes see "—Secured Obligations" below.

During the year ended October 31, 2020, the Company repurchased in open market transactions \$25.5 million aggregate principal amount of the 10.0% 2022 Notes. The aggregate purchase price for these repurchases was \$21.4 million, which included accrued and unpaid interest. These repurchases resulted in a gain on extinguishment of debt of \$4.1 million for the year ended October 31, 2020, net of the write-off of unamortized financing costs and fees. The gains from the repurchases are included in the Consolidated Statement of Operations as "Gain on extinguishment of debt".



*Fiscal 2019*

On January 15, 2019, K. Hovnanian issued \$25.0 million in aggregate principal amount of additional 10.5% 2024 Notes to GSO Capital Partners LP (“GSO”) or one or more funds managed, advised or sub-advised by GSO (collectively, the “GSO Entities”) at a discount for a purchase price of \$21.3 million in cash. The additional 10.5% 2024 Notes were issued as additional notes of the same series as the 10.5% 2024 Notes.

On October 31, 2019, K. Hovnanian, HEI, the Notes Guarantors, Wilmington Trust, National Association, as administrative agent, and affiliates of certain investment managers (the “Investors”), as lenders, entered into a credit agreement (the “Secured Credit Agreement” and, together with the Unsecured Term Loan Facility and the Secured Term Loan Facility, the “Credit Facilities”) providing for up to \$125.0 million in aggregate amount of Secured Revolving Loans to be used for general corporate purposes, upon the terms and subject to the conditions set forth therein. Secured Revolving Loans are to be borrowed by K. Hovnanian and guaranteed by the Notes Guarantors. Availability under the Secured Credit Agreement will terminate on December 28, 2022. The Secured Revolving Loans bear interest at a rate per annum equal to 7.75%, and interest is payable in arrears, on the last business day of each fiscal quarter. In connection with the entering into of the Secured Credit Agreement, K. Hovnanian terminated the 2018 Secured Credit Facility (as defined under “- Fiscal 2018”).

On October 31, 2019, K. Hovnanian completed private placements of senior secured notes as follows: (i) K. Hovnanian issued an aggregate of \$350.0 million of 7.75% Senior Secured 1.125 Lien Notes due 2026 (the “1.125 Lien Notes”) in part pursuant to a Note Purchase Agreement, dated October 31, 2019, among K. Hovnanian, the Notes Guarantors and certain Investors as purchasers thereof (the “1.125 Lien Notes Purchase Agreement”) and in part pursuant to the Exchange Agreement (as defined below), with the proceeds from the sale of 1.125 Lien Notes under the 1.125 Lien Notes Purchase Agreement used to fund the cash payments to certain Exchanging Holders (as defined below) under the Exchange Agreement; and (ii) K. Hovnanian issued an aggregate of \$282.3 million of 10.5% Senior Secured 1.25 Lien Notes due 2026 (the “1.25 Lien Notes”), pursuant to a Note Purchase Agreement (the “1.25 Lien Notes Purchase Agreement”), dated October 31, 2019, among K. Hovnanian, the Notes Guarantors and certain Investors as purchasers thereof (the “1.25 Lien Notes Purchasers”), the proceeds of which were used to fund the Satisfaction and Discharge (as defined below).

In addition, on October 31, 2019, K. Hovnanian completed private exchanges of (i) approximately \$221.0 million aggregate principal amount of its 10.0% 2022 Notes and approximately \$114.0 million aggregate principal amount of its 10.5% 2024 Notes held by certain participating bondholders (the “Exchanging Holders”) for a portion of the \$350.0 million aggregate principal amount of 1.125 Lien Notes described above and/or cash, and (ii) approximately \$99.6 million aggregate principal amount of its 10.5% 2024 Notes held by certain of the Exchanging Holders for approximately \$103.1 million aggregate principal amount of 1.5 Lien Notes (the 1.5 Lien Notes together with the 1.125 Lien Notes and the 1.25 Lien Notes, the “New Secured Notes”), pursuant to an Exchange Agreement, dated October 30, 2019 (the “Exchange Agreement”), among K. Hovnanian, the Notes Guarantors and the Exchanging Holders.

On October 31, 2019, K. Hovnanian issued notices of redemption for all of its outstanding 9.50% Senior Secured Notes due 2020 (the “9.50% Notes”), 2.000% Senior Secured Notes due 2021 (the “2.000% Notes”) and 5.000% Senior Secured Notes due 2021 (the “5.000% Notes”) and deposited with Wilmington Trust, National Association, as trustee under the indenture (the “9.50% Notes Indenture”) governing the 9.50% Notes and as trustee under the indenture (the “5.000%/2.000% Notes Indenture”) governing the 5.000% Notes and the 2.000% Notes sufficient funds to satisfy and discharge (collectively, the “Satisfaction and Discharge”) (i) the 9.50% Indenture and to fund the redemption of all outstanding 9.50% Notes and to pay accrued and unpaid interest on the redeemed notes to, but not including, the November 10, 2019 redemption date and (ii) the 5.000%/2.000% Indenture and to fund the redemption of all outstanding 5.000% Notes and 2.000% Notes and to pay accrued and unpaid interest on the redeemed notes to, but not including, the November 30, 2019 redemption date. Proceeds from the issuance of the 1.25 Lien Notes together with cash on hand were used to fund the Satisfaction and Discharge. Upon the Satisfaction and Discharge of the 9.50% Notes Indenture, all of the collateral securing the 9.50% Notes was released and the restrictive covenants and events of default contained therein ceased to have effect and upon the Satisfaction and Discharge of the 5.000%/2.000% Notes Indenture, all of the collateral securing the 5.000% Notes and the 2.000% Notes was released and the restrictive covenants and events of default contained therein ceased to have effect as to both such series of Notes.

HEI and K. Hovnanian obtained the consent of certain lenders/holders under its existing debt instruments to amend such debt instruments in connection with the issuance of the New Secured Notes and the execution of the indentures governing the New Secured Notes and the Secured Credit Agreement. HEI, K. Hovnanian and the guarantors also amended such debt instruments to add certain subsidiaries as guarantors thereunder and, in the case of the Second Lien Notes, to add such new guarantors as pledgors and grantors of their assets (subject to permitted liens and certain exceptions) to secure such Second Lien Notes.

The transactions that were consummated on October 31, 2019, as described, are collectively referred to herein as the “2019 Transactions.” The 2019 Transactions resulted in a loss of extinguishment of debt of \$42.4 million for the year ended October 31, 2019, which is included as “Loss on Extinguishment of Debt” on the Consolidated Statement of Operations.

*Fiscal 2018*

On December 1, 2017, our 6.0% Senior Exchangeable Note Units were paid in full, which units consisted of \$53.9 million principal amount of our Senior Exchangeable Notes that matured and the final installment payment of \$2.1 million on our 11.0% Senior Amortizing Notes.

On December 28, 2017, the Company and K. Hovnanian announced that they had entered into a commitment letter (the “Commitment Letter”) in respect of certain financing transactions with the GSO Entities, and had commenced a private exchange offer with respect to the 8.0% Senior Notes due 2019 (on November 1, 2019, the maturity of such Notes was extended to 2027) (the “8.0% Notes”) (the “Exchange Offer”).

Pursuant to the Commitment Letter, the GSO Entities agreed to, among other things, provide the principal amount of the following: (i) a senior unsecured term loan credit facility (the “Unsecured Term Loan Facility”) to be borrowed by K. Hovnanian and guaranteed by the Company and certain of its subsidiaries, pursuant to which the GSO Entities committed to lend K. Hovnanian Term Loans consisting of \$132.5 million of initial term loans (the “Unsecured Initial Term Loans”) on the settlement date of the Exchange Offer for purposes of refinancing K. Hovnanian’s 7.0% Senior Notes due 2019 (the “7.0% Notes”), and up to \$80.0 million of delayed draw term loans (the “Unsecured Delayed Draw Term Loans”) for purposes of refinancing certain of the 8.0% Notes, in each case, upon the terms and subject to the conditions set forth therein, and (ii) a senior secured first lien credit facility (the “2018 Secured Credit Facility”) to be borrowed by K. Hovnanian and guaranteed by certain of its subsidiaries, pursuant to which the GSO Entities committed to lend to K. Hovnanian up to \$125.0 million of senior secured first priority loans to fund the repayment of K. Hovnanian’s then outstanding secured term loans and for general corporate purposes, upon the terms and subject to the conditions set forth therein. In addition, pursuant to the Commitment Letter, the GSO Entities committed to purchase, and K. Hovnanian agreed to issue and sell, on January 15, 2019, \$25.0 million in aggregate principal amount of additional 10.5% 2024 Notes, upon the terms and subject to conditions set forth therein.

On January 29, 2018, K. Hovnanian, the Notes Guarantors, Wilmington Trust, National Association, as administrative agent, and the GSO Entities entered into the Term Loan Facility. K. Hovnanian borrowed the Unsecured Initial Term Loans on February 1, 2018 to fund, together with cash on hand, the redemption on February 1, 2018 of all \$132.5 million aggregate principal amount of 7.0% Notes, which resulted in a loss on extinguishment of debt of \$0.5 million for the nine months ended July 31, 2018. On May 29, 2018, K. Hovnanian completed the redemption of \$65.7 million aggregate principal amount of the 8.0% Notes (representing all of the outstanding 8.0% Notes, excluding the \$26 million of 8% Notes held by the Subsidiary Purchaser (as defined below)) with approximately \$70.0 million in borrowings on the Unsecured Delayed Draw Term Loans under the Unsecured Term Loan Facility (with the completion of this redemption, the remaining committed amounts under the Unsecured Delayed Draw Term Loans may not be borrowed). This transaction resulted in a loss on extinguishment of debt of \$4.3 million for the year ended October 31, 2018. The Unsecured Term Loans bear interest at a rate equal to 5.0% per annum and interest is payable in arrears, on the last business day of each fiscal quarter. The Term Loans will mature on February 1, 2027.

On January 29, 2018, K. Hovnanian, the subsidiary guarantors named therein, Wilmington Trust, National Association, as administrative agent, and the GSO Entities entered into the 2018 Secured Credit Facility, which provided for a \$125.0 million secured revolving credit facility. This 2018 Secured Credit Facility was terminated on October 31, 2019 in connection with the 2019 Transactions.

On February 1, 2018, K. Hovnanian accepted all of the \$170.2 million aggregate principal amount of 8.0% Notes validly tendered and not validly withdrawn in the Exchange Offer (representing 72.14% of the aggregate principal amount of 8.0% Notes outstanding prior to the Exchange Offer), and in connection therewith, K. Hovnanian issued \$90.6 million aggregate principal amount of its 13.5% Senior Notes due 2026 (the “2026 Notes”) and \$90.1 million aggregate principal amount of its 5.0% Senior Notes due 2040 (the “2040 Notes”) under a new indenture. Also, as part of the Exchange Offer, K. Hovnanian at Sunrise Trail III, LLC, a wholly-owned subsidiary of the Company (the “Subsidiary Purchaser”), purchased for \$26.5 million in cash an aggregate of \$26.0 million in principal amount of the 8.0% Notes (the “Purchased 8.0% Notes”). The 2026 Notes and the 2040 Notes were issued by K. Hovnanian and guaranteed by certain of its subsidiaries, except the Subsidiary Purchaser, which does not guarantee the 2026 Notes or the 2040 Notes. The 2026 Notes bear interest at 13.5% per annum and mature on February 1, 2026. The 2040 Notes bear interest at 5.0% per annum and mature on February 1, 2040. Interest on the 2026 Notes and the 2040 Notes is payable semi-annually on February 1 and August 1 of each year to holders of record at the close of business on January 15 or July 15, as the case may be, immediately preceding each such interest payment date. The Exchange Offer was treated as a substantial modification of debt, and resulted in a loss on extinguishment of debt of \$0.9 million for the fiscal year ended October 31, 2018. The 2026 Notes and the 2040 Notes were recorded at fair value (based on management’s estimate using available trades for similar debt instruments) on the date of the issuance of the 2026 Notes and the 2040 Notes.

K. Hovnanian’s 2026 Notes are redeemable in whole or in part at K. Hovnanian’s option at any time prior to February 1, 2025 at a redemption price equal to 100% of their principal amount plus an applicable “Make Whole Amount”. At any time and from time to time on or after February 1, 2025, K. Hovnanian may also redeem some or all of the 2026 Notes at a redemption price equal to 100.0% of their principal amount.

At any time and from time to time on or after February 1, 2020 and prior to February 1, 2021 K. Hovnanian may redeem some or all of the 2040 Notes at a redemption price equal to 102.50% of their principal amount and at any time and from time to time after February 1, 2020, K. Hovnanian may redeem some or all of the 2040 Notes at a redemption price equal to 100.0% of their principal amount.

*Secured Obligations*

The 10.0% 2022 Notes have a maturity of July 15, 2022 and bear interest at a rate of 10.0% per annum payable semi-annually on January 15 and July 15 of each year, to holders of record at the close of business on January 1 and July 1, as the case may be, immediately preceding such interest payment dates. K. Hovnanian may redeem some or all of the 10.0% 2022 Notes at 102.50% of principal commencing July 15, 2020 and at 100.0% of principal commencing July 15, 2021.

The 10.5% 2024 Notes have a maturity of July 15, 2024 and bear interest at a rate of 10.5% per annum payable semi-annually on January 15 and July 15 of each year, to holders of record at the close of business on January 1 and July 1, as the case may be, immediately preceding such interest payment dates. K. Hovnanian may redeem some or all of the 10.5% 2024 Notes at 105.25% of principal commencing July 15, 2020, at 102.625% of principal commencing July 15, 2021 and at 100.0% of principal commencing July 15, 2022.

The 1.125 Lien Notes have a maturity of February 15, 2026 and bear interest at a rate of 7.75% per annum payable semi-annually on February 15 and August 15 of each year, to holders of record at the close of business on February 1 and August 1, as the case may be, immediately preceding such interest payment dates. The 1.125 Lien Notes are redeemable in whole or in part at our option at any time prior to February 15, 2022 at 100.0% of their principal amount plus an applicable “Make-Whole Amount.” In addition, up to 35% of the original aggregate principal amount of the 1.125 Lien Notes may be redeemed with the net cash proceeds from certain equity offerings at 107.75% of principal at any time prior to February 15, 2022. K. Hovnanian may also redeem some or all of the 1.125 Lien Notes at 103.875% of principal commencing February 15, 2022, at 101.937% of principal commencing February 15, 2023 and at 100.0% of principal commencing February 15, 2024.

The 1.25 Lien Notes have a maturity of February 15, 2026 and bear interest at a rate of 10.5% per annum payable semi-annually on February 15 and August 15 of each year, to holders of record at the close of business on February 1 and August 1, as the case may be, immediately preceding such interest payment dates. The 1.25 Lien Notes are redeemable in whole or in part at our option at any time prior to February 15, 2022 at 100.0% of their principal amount plus an applicable “Make-Whole Amount.” In addition, up to 35% of the original aggregate principal amount of the 1.25 Lien Notes may be redeemed with the net cash proceeds from certain equity offerings at 110.5% of principal at any time prior to February 15, 2022. K. Hovnanian may also redeem some or all of the 1.25 Lien Notes at 105.25% of principal commencing February 15, 2022, at 102.625% of principal commencing February 15, 2023 and at 100.0% of principal commencing February 15, 2024.

The 1.5 Lien Notes have a maturity of February 15, 2026 and bear interest at a rate of 11.25% per annum payable semi-annually on February 15 and August 15 of each year, to holders of record at the close of business on February 1 and August 1, as the case may be, immediately preceding such interest payment dates. The 1.5 Lien Notes are redeemable in whole or in part at our option at any time prior to February 15, 2026 at 100.0% of their principal amount.

See “—*Fiscal 2020*” for a discussion of the 1.75 Lien Notes and the Secured Term Loans and “—*Fiscal 2019*” for a discussion of the Secured Credit Agreement.

Each series of secured notes (subject in the case of the 10.5% 2024 Notes, to the 10.5% 2024 Notes Supplemental Indenture) and the guarantees thereof, the Secured Term Loans and the guarantees thereof and the Secured Credit Agreement and the guarantees thereof are secured by the same assets. Among the secured debt, the liens securing the Secured Credit Agreement are senior to the liens securing all of K. Hovnanian’s other secured notes and the Secured Term Loan. The liens securing the 1.125 Lien Notes are senior to the liens securing the 1.25 Lien Notes, 1.5 Lien Notes, the 1.75 Lien Notes, the Secured Term Loans, the Second Lien Notes and any other future secured obligations that are junior in priority with respect to the assets securing the 1.125 Lien Notes, the liens securing the 1.25 Lien Notes are senior to the liens securing the 1.5 Lien Notes, the 1.75 Lien Notes, the Secured Term Loans, the Second Lien Notes and any other future secured obligations that are junior in priority with respect to the assets securing the 1.25 Lien Notes, the liens securing the 1.5 Lien Notes are senior to the liens securing the 1.75 Lien Notes, the Secured Term Loans, the Second Lien Notes and any other future secured obligations that are junior in priority with respect to the assets securing the 1.5 Lien Notes, the liens securing the 1.75 Lien Notes and the Secured Term Loans (which are secured on a *pari passu* basis with each other) are senior to the liens securing the Second Lien Notes and any other future secured obligations that are junior in priority with respect to the assets securing the 1.75 Lien Notes and the Secured Term Loans, in each case, with respect to the assets securing such debt.

As of October 31, 2020, the collateral securing the Secured Credit Agreement, the Secured Term Loan Facility and the secured notes (subject in the case of the 10.5% 2024 Notes, to the 10.5% 2024 Notes Supplemental Indenture) included (1) \$258.9 million of cash and cash equivalents, which included \$11.6 million of restricted cash collateralizing certain letters of credit (subsequent to such date, fluctuations as a result of cash uses include general business operations and real estate and other investments along with cash inflow primarily from deliveries); (2) \$435.5 million aggregate book value of real property, which does not include the impact of inventory investments, home deliveries or impairments thereafter and which may differ from the value if it were appraised; and (3) equity interests in joint venture holding companies with an aggregate book value of \$185.5 million.

#### *Other*

We have certain stand-alone cash collateralized letter of credit agreements and facilities under which there was a total of \$11.3 million and \$19.2 million letters of credit outstanding at October 31, 2020 and October 31, 2019, respectively. These agreements and facilities require us to maintain specified amounts of cash as collateral in segregated accounts to support the letters of credit issued thereunder, which will affect the amount of cash we have available for other uses. At October 31, 2020 and October 31, 2019, the amount of cash collateral in these segregated accounts was \$11.6 million and \$19.9 million, respectively, which is reflected in “Restricted cash and cash equivalents” on the Consolidated Balance Sheets.

## 10. Operating and Reporting Segments

HEI's operating segments are components of the Company's business for which discrete financial information is available and reviewed regularly by the chief operating decision maker, our Chief Executive Officer, to evaluate performance and make operating decisions. Based on this criteria, each of the Company's communities qualifies as an operating segment, and therefore, it is impractical to provide segment disclosures for this many segments. As such, HEI has aggregated the homebuilding operating segments into six reportable segments.

HEI's homebuilding operating segments are aggregated into reportable segments based primarily upon geographic proximity, similar regulatory environments, land acquisition characteristics and similar methods used to construct and sell homes. HEI's reportable segments consist of the following six homebuilding segments and a financial services segment noted below.

### Homebuilding:

- (1) Northeast (New Jersey and Pennsylvania)
- (2) Mid-Atlantic (Delaware, Maryland, Virginia, Washington D.C. and West Virginia)
- (3) Midwest (Illinois and Ohio)
- (4) Southeast (Florida, Georgia and South Carolina)
- (5) Southwest (Arizona and Texas)
- (6) West (California)

### Financial Services

Operations of the Homebuilding segments primarily include the sale and construction of single-family attached and detached homes, attached townhomes and condominiums, urban infill and active lifestyle homes in planned residential developments. In addition, from time to time, operations of the homebuilding segments include sales of land. Operations of the Financial Services segment include mortgage banking and title services provided to the homebuilding operations' customers. Our financial services subsidiaries do not typically retain or service mortgages that we originate but rather sell the mortgages and related servicing rights to investors.

Corporate and unallocated primarily represents operations at our headquarters in New Jersey. This includes our executive offices, information services, human resources, corporate accounting, training, treasury, process redesign, internal audit, construction services, and administration of insurance, quality and safety. It also includes interest income and interest expense resulting from interest incurred that cannot be capitalized in inventory in the Homebuilding segments, as well as the gains or losses on extinguishment of debt from any debt repurchases or exchanges.

Evaluation of segment performance is based primarily on operating earnings from continuing operations before provision for income taxes ("Income (loss) before income taxes"). Income (loss) before income taxes for the Homebuilding segments consist of revenues generated from the sales of homes and land, income (loss) from unconsolidated entities, management fees and other income, less the cost of homes and land sold, selling, general and administrative expenses and interest expense. Income (loss) before income taxes for the Financial Services segment consist of revenues generated from mortgage financing, title insurance and closing services, less the cost of such services and selling, general and administrative expenses incurred by the Financial Services segment.

Operational results of each segment are not necessarily indicative of the results that would have occurred had the segment been an independent stand-alone entity during the periods presented.

Financial information relating to HEI's segment operations was as follows:

(In thousands)	Year Ended October 31,		
	2020	2019	2018
<b>Revenues:</b>			
Northeast	\$ 192,069	\$ 124,372	\$ 116,296
Mid-Atlantic	403,669	357,247	354,690
Midwest	225,718	204,461	196,599
Southeast	232,730	220,082	241,620
Southwest	744,197	629,344	638,282
West	472,889	425,516	384,627
Total homebuilding	2,271,272	1,961,022	1,932,114
Financial services	72,162	54,152	53,355
Corporate and unallocated	467	1,742	5,764
<b>Total revenues</b>	<b>\$ 2,343,901</b>	<b>\$ 2,016,916</b>	<b>\$ 1,991,233</b>
<b>Income (loss) before income taxes:</b>			
Northeast	\$ 30,371	\$ 20,954	\$ 20,869
Mid-Atlantic	34,570	14,327	18,757
Midwest	(1,805)	(649)	1,528
Southeast	1,355	(10,060)	(9,914)
Southwest	68,184	33,459	49,852
West	16,415	40,018	47,987
Total homebuilding	149,090	98,049	129,079
Financial services	32,102	17,627	18,227
Corporate and unallocated (1)	(125,789)	(155,344)	(139,160)
<b>Income (loss) before income taxes</b>	<b>\$ 55,403</b>	<b>\$ (39,668)</b>	<b>\$ 8,146</b>

(1) Corporate and unallocated for the year ended October 31, 2020 included corporate general and administrative costs of \$80.5 million, interest expense of \$61.9 million (a component of Other interest on our Consolidated Statements of Operations), gain on extinguishment of debt of \$13.3 million, and \$3.3 million of other income and expenses, along with the adjustment to our insurance reserves. Corporate and unallocated for the year ended October 31, 2019 included corporate general and administrative costs of \$66.4 million, interest expense of \$55.5 million (a component of Other interest on our Consolidated Statements of Operations), loss on extinguishment of debt of \$42.4 million, and \$9.0 million of other income and expenses, along with the adjustment to our insurance reserves. Corporate and unallocated for the year ended October 31, 2018 included corporate general and administrative costs of \$69.6 million, interest expense of \$76.2 million (a component of Other interest on our Consolidated Statements of Operations), loss on extinguishment of debt of \$7.5 million, \$14.1 million of other income and expenses primarily related to interest income and gain on the sale of our former corporate headquarters building, along with the adjustment to our insurance reserves.

(In thousands)	October 31,	
	2020	2019
<b>Assets:</b>		
Northeast	\$ 107,748	\$ 163,342
Mid-Atlantic	271,867	264,894
Midwest	106,774	117,242
Southeast	248,506	281,654
Southwest	357,444	357,052
West	278,811	311,919
Total homebuilding	1,371,150	1,496,103
Financial services	140,607	199,275
Corporate and unallocated	315,585	186,046
<b>Total assets</b>	<b>\$ 1,827,342</b>	<b>\$ 1,881,424</b>

(In thousands)	October 31,	
	2020	2019
<b>Investments in and advances to unconsolidated joint ventures:</b>		
Northeast	\$ 14,646	\$ 49,340
Mid-Atlantic	11,055	9,166
Midwest	498	4,382
Southeast	66,234	52,983
Southwest	9,965	10,019
West	64	(33)
Total homebuilding	102,462	125,857
Corporate and unallocated	702	1,181
<b>Total investments in and advances to unconsolidated joint ventures</b>	<b>\$ 103,164</b>	<b>\$ 127,038</b>

(In thousands)	Year Ended October 31,		
	2020	2019	2018
Homebuilding interest expense:			
Northeast	\$ 13,636	\$ 10,011	\$ 11,811
Mid-Atlantic	16,076	18,563	15,051
Midwest	9,377	7,121	5,874
Southeast	17,005	18,798	14,934
Southwest	29,898	27,731	21,820
West	30,222	23,051	18,309
Total homebuilding	116,214	105,275	87,799
Corporate and unallocated	61,917	55,506	76,183
Financial services interest expense (1)	(35)	334	104
Total interest expense, net	\$ 178,096	\$ 161,115	\$ 164,086

(1) Financial services interest expenses are included in the Financial services lines on the Consolidated Statements of Operations in the respective revenues and expenses sections.

(In thousands)	Year Ended October 31,		
	2020	2019	2018
Depreciation:			
Northeast	\$ 229	\$ 188	\$ 135
Mid-Atlantic	264	209	63
Midwest	1,112	1,097	1,106
Southeast	327	230	124
Southwest	699	331	70
West	801	326	45
Total homebuilding	3,432	2,381	1,543
Financial services	13	14	14
Corporate and unallocated	1,859	1,777	1,599
Total depreciation	\$ 5,304	\$ 4,172	\$ 3,156

(In thousands)	Year Ended October 31,		
	2020	2019	2018
Net additions to operating properties and equipment:			
Northeast	\$ 43	\$ 107	\$ 142
Mid-Atlantic	165	168	318
Midwest	861	237	621
Southeast	102	221	701
Southwest	776	741	23
West	846	921	55
Total homebuilding	2,793	2,395	1,860
Financial services	-	-	-
Corporate and unallocated	587	1,610	3,333
Total net additions to operating properties and equipment	\$ 3,380	\$ 4,005	\$ 5,193

(In thousands)	Year Ended October 31,		
	2020	2019	2018
Equity in earnings (losses) from unconsolidated joint ventures:			
Northeast	\$ 11,039	\$ 19,242	\$ 20,231
Mid-Atlantic	(292)	3,404	799
Midwest	(103)	(432)	(775)
Southeast	820	1,310	(2,032)
Southwest	5,111	7,951	5,165
West	(10)	(2,543)	645
Total equity in earnings from unconsolidated joint ventures	\$ 16,565	\$ 28,932	\$ 24,033

**11. Income Taxes**

Income taxes payable, including deferred benefits, consists of the following:

<b>(In thousands)</b>	<b>Year Ended October 31,</b>	
	<b>2020</b>	<b>2019</b>
State income taxes:		
Current	\$ 3,832	\$ 2,301
Deferred	-	-
Federal income taxes:		
Current	-	-
Deferred	-	-
<b>Total</b>	<b>\$ 3,832</b>	<b>\$ 2,301</b>

The provision for income taxes is composed of the following charges:

<b>(In thousands)</b>	<b>Year Ended October 31,</b>		
	<b>2020</b>	<b>2019</b>	<b>2018</b>
Current income tax expense:			
Federal (1)	\$ -	\$ -	\$ -
State (2)	4,475	2,449	3,626
Total current income tax expense:	4,475	2,449	3,626
Federal	-	-	-
State	-	-	-
Total deferred income tax expense:	-	-	-
<b>Total</b>	<b>\$ 4,475</b>	<b>\$ 2,449</b>	<b>\$ 3,626</b>

- (1) *The current federal income tax expense is net of the use of federal net operating losses totaling \$183.0 million (tax effected \$38.4 million) and \$4.0 million (tax effected \$0.8 million) for the years ended October 31, 2020 and 2019, respectively. The current federal income tax expense did not include the use of federal net operating losses for the year ended October 31, 2018.*
- (2) *The current state income tax expense is net of the use of state net operating losses totaling \$72.5 million, \$1.3 million and \$4.4 million for the years ended October 31, 2020, 2019 and 2018, respectively.*

The total income tax expense of \$4.5 million, \$2.4 million, and \$3.6 million for the periods ending October 31, 2020, 2019 and 2018, respectively, was primarily related to state tax expense from income generated in states where we do not have net operating loss carryforwards to offset the current year income. In addition, the expense for the year ended October 31, 2020 was primarily related to state tax expense from the impact of a cancellation of debt income recorded for tax purposes but not for GAAP purposes, creating a permanent difference.

Our federal net operating losses of \$1.4 billion expire between 2028 and 2038, and \$15.7 million have an indefinite carryforward period. Of our \$2.4 billion of state NOLs, \$232.6 million expire between 2021 through 2025; \$1.3 billion expire between 2026 through 2030; \$587.9 million expire between 2031 through 2035; \$239.2 million expire between 2036 through 2040; and \$48.8 million have an indefinite carryforward period.

On March 27, 2020, the Coronavirus Aid, Relief and Economic Security (CARES) Act was enacted and signed into U.S. law to provide economic relief to individuals and businesses facing economic hardship as a result of the COVID-19 pandemic. The CARES Act did not have a material impact on the Company's consolidated financial condition or results of operations as of and for the year ended October 31, 2020. The Company deferred the timing of estimated payments and payroll taxes as permitted by federal and state legislation, including under the CARES Act. We will continue to monitor additional guidance issued by the U.S. Treasury Department, the Internal Revenue Service and various state agencies.

Deferred federal and state income tax assets ("DTAs") primarily represent the deferred tax benefits arising from NOL carryforwards and temporary differences between book and tax income which will be recognized in future years as an offset against future taxable income. If the combination of future years' income (or loss) and the reversal of the timing differences results in a loss, such losses can be carried forward to future years. In accordance with ASC 740, we evaluate our DTAs quarterly to determine if valuation allowances are required. ASC 740 requires that companies assess whether valuation allowances should be established based on the consideration of all available evidence using a "more likely than not" standard.

As of October 31, 2020, we considered all available positive and negative evidence to determine whether, based on the weight of that evidence, our valuation allowance for our DTAs was appropriate in accordance with ASC 740. Listed below, in order of the weighting of each factor, is the available positive and negative evidence that we considered in determining that it is more likely than not that all of our DTAs will not be realized. In analyzing these factors, overall the negative evidence, both objective and subjective, outweighed the positive evidence. Based on this analysis, we determined that the current valuation allowance for deferred taxes of \$577.5 million as of October 31, 2020, which fully reserves for our DTAs, is appropriate.

1. As of October 31, 2020, on a tax basis, the Company had pre-tax income when adjusted for permanent differences on a three-year cumulative basis. However, on a U.S. GAAP basis, the Company has generated only \$23.8 million of cumulative pre-tax income in the three years ended October 31, 2020. That cumulative profit was generated over those three years as follows: \$8.1 million in fiscal 2018, \$39.7 million loss in fiscal 2019 and \$55.4 million of income in fiscal 2020. As noted, we had a significant loss in fiscal 2019 and generated a low level of profit in fiscal 2018. While the fiscal 2020 profit is a positive for the Company, it benefited greatly from the extremely strong housing market in the last half of the year. This strong market, as a result of low interest rates and lack of available supply from resale, resulted in contract pace per average active selling community of 17.8 and 16.4 for the third and fourth quarters of fiscal 2020, respectively, both of which are higher than any quarterly sales per community ever recorded by the Company. This increase in sales pace resulted in a 61.3% increase in dollar value of our backlog from October 31, 2019 to October 31, 2020. The Company believes that it is premature to conclude that this pace is sustainable, and in fact the pace has slowed somewhat in November 2020. We remain uncertain regarding the full long-term magnitude or duration of the business and economic impacts from the unprecedented COVID-19 pandemic. Further, it remains unknown whether recent, current or anticipated demand will continue once the current COVID-19 pandemic subsides. These uncertainties bring into doubt the Company's ability to generate substantive positive income prospectively. Per ASC 740, cumulative losses are one of the most objectively verifiable forms of negative evidence. (Negative Objective Evidence)
2. Over the last several years, we have completed a number of debt refinancing/restructuring transactions which, by extending our debt maturities, will enable us to allocate cash to invest in new communities and grow our community count to get back to sustained profitability. (Positive Objective Evidence)
3. We incurred pre-tax losses during the housing market decline and the slower than expected housing market recovery. Given our current highly leveraged balance sheet, a downturn in the housing market, perhaps as a result of a prolonged pandemic, would be significantly more damaging to the Company than to other better capitalized homebuilders and make it very difficult for the Company to avoid future losses, given our high interest burden. (Negative Objective Evidence)
4. We exited several geographic markets over the last few years that have historically had losses. By exiting these underperforming markets, the Company has been able to redeploy capital to better performing markets, which over time should improve our profitability. (Positive Subjective Evidence)
5. The historical cyclicality of the U.S. housing market, a more restrictive mortgage lending environment compared to before the housing downturn of 2007-2009, the uncertainty of the overall US economy and government policies and consumer confidence, and impacts of the COVID 19 pandemic, all or any of which could continue to hamper a sustained, stronger recovery of the housing market. (Negative Subjective Evidence)



The deferred tax assets and liabilities have been recognized in the Consolidated Balance Sheets as follows:

(In thousands)	Year Ended October 31,	
	2020	2019
Deferred tax assets:		
Inventory impairment loss	\$ 42,120	\$ 47,000
Uniform capitalization of overhead	3,870	3,917
Warranty and legal reserves	4,848	4,404
Acquisition intangibles	-	424
Compensation	9,554	8,477
Deferred Income	3,793	5,167
Interest Expense	3,930	6,616
Restricted stock bonus	1,644	1,553
Stock options	4,026	4,288
Provision for losses	16,566	16,820
Joint venture loss	3,020	4,392
Federal net operating losses	299,854	334,142
State net operating losses	181,050	184,740
Other	3,259	1,280
Total deferred tax assets	577,534	623,220
Total deferred tax liabilities	-	-
Valuation allowance	(577,534)	(623,220)
Net deferred income taxes	\$ -	\$ -

The effective tax rate varied from the statutory federal income tax rate. The effective tax rate is affected by a number of factors, the most significant of which has been the valuation allowance related to our deferred tax assets. Due to the effects of these factors, our effective tax rates for 2020, 2019 and 2018 are not correlated to the amount of our income or loss before income taxes. The sources of these factors were as follows:

	Year Ended October 31,		
	2020	2019	2018
Computed "expected" tax rate	21.0%	21.0%	21.0%
State income taxes, net of federal income tax benefit	10.6	(5.0)	17.2
Permanent differences, net	53.2	(42.4)	74.0
Deferred tax asset valuation allowance impact	(83.3)	20.8	(70.8)
Tax contingencies	(0.5)	0.5	1.0
Adjustments to prior years' tax accruals	7.0	(1.0)	2.1
Effective tax rate	8.0%	(6.1)%	44.5%

ASC 740-10 provides that a tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits.

Income tax positions must meet a more-likely-than-not recognition threshold at the effective date to be recognized upon the adoption of ASC 740-10 and in subsequent periods. This interpretation also provides guidance on measurement, derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

We recognize tax liabilities in accordance with ASC 740-10 and we adjust these liabilities when our judgment changes as a result of the evaluation of new information not previously available. Due to the complexity of some of these uncertainties, the ultimate resolution may result in a liability that is materially different from our current estimate of the tax liabilities. These differences will be reflected as increases or decreases to income tax expense in the period in which they are determined.

We recognize interest and penalties related to unrecognized tax benefits within the income tax expense line in the accompanying consolidated statement of operations. Accrued interest and penalties are included within the related tax liability line in the consolidated balance sheet.

The following is a tabular reconciliation of the total amount of unrecognized tax benefits for the year (in millions) excluding interest and penalties:

	2020	2019
Unrecognized tax benefit—November 1,	\$ 0.9	\$ 1.2
Gross increases—tax positions in current period	-	-
Lapse of statute of limitations	(0.2)	(0.3)
Unrecognized tax benefit—October 31,	\$ 0.7	\$ 0.9

Related to the unrecognized tax benefits noted above, as of October 31, 2020 and 2019, we recognized a liability for interest and penalties of \$0.3 and \$0.4 million, respectively. For the year ended October 31, 2020, we recognized \$60 thousand of interest and penalties in net income tax benefit. For the years ended October 31, 2019 and 2018, we recognized \$32 thousand and \$41 thousand, respectively, of interest and penalties in income tax expense.

It is likely that, within the next year, the amount of the Company's unrecognized tax benefits will decrease by \$0.2 million, excluding penalties and interest. This reduction is expected primarily due to the expiration of the statutes of limitation. The portion of unrecognized tax benefits that, if recognized, would affect the Company's effective tax rate (excluding any related impact to the valuation allowance) is \$0.7 million and \$0.9 million for the years ended October 31, 2020 and 2019. The recognition of unrecognized tax benefits could have an impact on the Company's deferred tax assets and the valuation allowance.

The consolidated federal tax returns have been audited through October 31, 2019 and these years are closed. We are also subject to various income tax examinations in the states in which we do business. The outcome for a particular audit cannot be determined with certainty prior to the conclusion of the audit, appeal, and in some cases, litigation process. As each audit is concluded, adjustments, if any, are appropriately recorded in the period determined. To provide for potential exposures, tax reserves are recorded, if applicable, based on reasonable estimates of potential audit results. However, if the reserves are insufficient upon completion of an audit, there could be an adverse impact on our financial position and results of operations. The statute of limitations for our major tax jurisdictions remains open for examination for tax years 2016 – 2019.

## 12. Reduction of Inventory to Fair Value

We record impairment losses on inventories related to communities under development and held for future development when events and circumstances indicate that they may be impaired and the undiscounted cash flows estimated to be generated by those assets are less than their related carrying amounts. If the expected undiscounted cash flows are less than the carrying amount, then the community is written down to its fair value. We estimate the fair value of each impaired community by determining the present value of the estimated future cash flows at a discount rate commensurate with the risk of the respective community. For the year ended October 31, 2020, our discount rate used for the impairments recorded was 17.3%, and for the years ended October 31, 2019 and 2018, our discount rates used for the impairments recorded ranged from 17.3% to 18.3% and 16.8% to 19.8%, respectively. Should the estimates or expectations used in determining cash flows or fair value decrease or differ from current estimates in the future, we may need to recognize additional impairments.

During the years ended October 31, 2020 and 2019, we evaluated inventories of all 354 and 393 communities under development and held for future development or sale, respectively, for impairment indicators through preparation and review of detailed budgets or other market indicators of impairment. We performed undiscounted future cash flow analyses during the years ended October 31, 2020 and 2019 for three and nine of those communities (i.e., those with a projected operating loss or other impairment indicators), respectively, with an aggregate carrying value of \$5.4 million and \$58.9 million, respectively. As a result of our undiscounted future cash flow analyses, we performed discounted cash flow analyses for two of those communities for the fiscal year ended October 31, 2020, resulting in aggregate impairment losses of \$2.0 million. The one community, with an aggregate carrying value of \$0.6 million, that did not require a discounted cash flow analysis to be performed during the year ended October 31, 2020 did not have undiscounted future cash flows that exceeded the carrying amount by less than 20%. During the year ended October 31, 2019, six communities that required discounted cash flow analyses were impaired, which resulted in recording aggregate impairment losses of \$2.7 million. The three communities that did not require a discounted cash flow analysis to be performed during the year ended October 31, 2019, had an aggregate carrying value of \$41.3 million and undiscounted future cash flows that exceeded the carrying amount by less than 20%. The pre-impairment value in the table below represents the carrying value, net of prior period impairments, if any, at the time of recording the impairments. Our aggregate impairment losses are included in the Consolidated Statement of Operations on the line entitled "Homebuilding: Inventory impairment loss and land option write-offs" and deducted from inventory.

The following table represents impairments by segment for fiscal 2020, 2019 and 2018:

(Dollars in millions)	Year Ended October 31, 2020		
	Number of Communities	Dollar Amount of Impairment	Pre-Impairment Value (1)
Northeast	-	\$ -	\$ -
Mid-Atlantic	-	-	-
Midwest	2	2.0	4.8
Southeast	-	-	-
Southwest	-	-	-
West	-	-	-
<b>Total</b>	<b>2</b>	<b>\$ 2.0</b>	<b>\$ 4.8</b>

(Dollars in millions)	Year Ended October 31, 2019		
	Number of Communities	Dollar Amount of Impairment	Pre-Impairment Value (1)
Northeast	2	\$ 0.2	\$ 7.8
Mid-Atlantic	1	0.3	1.7
Midwest	1	1.4	4.6
Southeast	1	0.7	2.2
Southwest	1	0.1	1.2
West	-	-	-
<b>Total</b>	<b>6</b>	<b>\$ 2.7</b>	<b>\$ 17.5</b>

(Dollars in millions)	Year Ended October 31, 2018		
	Number of Communities	Dollar Amount of Impairment	Pre-Impairment Value (1)
Northeast	1	\$ 0.4	\$ 1.0
Mid-Atlantic	-	-	-
Midwest	1	0.1	0.5
Southeast	3	1.6	9.7
Southwest	-	-	-
West	-	-	-
<b>Total</b>	<b>5</b>	<b>\$ 2.1</b>	<b>\$ 11.2</b>

(1) Represents carrying value, net of prior period impairments, if any, at the time of recording the applicable period's impairments.

The Consolidated Statements of Operations line entitled "Homebuilding: Inventory impairment loss and land option write-offs" also includes write-offs of options and approval, engineering and capitalized interest costs that we record when we redesign communities and/or abandon certain engineering costs and we do not exercise options in various locations because the communities' pro forma profitability is not projected to produce adequate returns on investment commensurate with the risk. The total aggregate write-offs related to these items were \$6.8 million, \$3.6 million and \$1.4 million for the years ended October 31, 2020, 2019 and 2018, respectively. Occasionally, these write-offs are offset by recovered deposits (sometimes through legal action) that had been written off in a prior period as walk-away costs. Historically, these recoveries have not been significant in comparison to the total costs written off.

The following table represents write-offs of such costs by segment for fiscal 2020, 2019 and 2018:

(In millions)	Year Ended October 31,		
	2020	2019	2018
Northeast	\$ 1.5	\$ 0.6	\$ 0.6
Mid-Atlantic	-	0.5	0.2
Midwest	3.5	0.9	0.1
Southeast	0.8	0.3	-
Southwest	0.6	0.6	0.2
West	0.4	0.7	0.3
<b>Total</b>	<b>\$ 6.8</b>	<b>\$ 3.6</b>	<b>\$ 1.4</b>

**13. Per Share Calculations**

Basic earnings per share is computed by dividing net income (loss) (the “numerator”) by the weighted-average number of common shares outstanding, adjusted for nonvested shares of restricted stock (the “denominator”) for the period. Computing diluted earnings per share is similar to computing basic earnings per share, except that the denominator is increased to include the dilutive effects of options and nonvested shares of restricted stock, as well as common shares issuable upon exchange of our Senior Exchangeable Notes issued as part of our 6.0% Exchangeable Notes Units (which matured and were paid in full in fiscal 2018). Any options that have an exercise price greater than the average market price are considered to be anti-dilutive and are excluded from the diluted earnings per share calculation.

All outstanding nonvested shares that contain nonforfeitable rights to dividends or dividend equivalents that participate in undistributed earnings with common stock are considered participating securities and are included in computing earnings per share pursuant to the two-class method. The two-class method is an earnings allocation formula that determines earnings per share for each class of common stock and participating securities according to dividends or dividend equivalents and participation rights in undistributed earnings in periods when we have net income. The Company’s restricted common stock (“nonvested shares”) are considered participating securities.

Basic and diluted earnings per share for the periods presented below were calculated as follows:

(In thousands, except per share data)	Year Ended October 31,		
	2020	2019	2018
Numerator:			
Net earnings (loss) attributable to Hovnanian	\$ 50,928	\$ (42,117)	\$ 4,520
Less: undistributed earnings allocated to nonvested shares	(4,652)	-	(159)
Numerator for basic earnings (loss) per share	\$ 46,276	\$ (42,117)	\$ 4,361
Plus: undistributed earnings allocated to nonvested shares	4,652	-	159
Less: undistributed earnings reallocated to nonvested shares	(4,652)	-	(159)
Numerator for diluted earnings (loss) per share	\$ 46,276	\$ (42,117)	\$ 4,361
Denominator:			
Denominator for basic earnings per share	6,189	5,968	5,941
Effect of dilutive securities:			
Share-based payments	395	-	131
Denominator for diluted earnings per share – weighted-average shares outstanding	6,584	5,968	6,072
Basic earnings (loss) per share	\$ 7.48	\$ (7.06)	\$ 0.73
Diluted earnings (loss) per share	\$ 7.03	\$ (7.06)	\$ 0.72

Incremental shares attributed to nonvested stock and outstanding options to purchase common stock of 0.3 million for the year ended October 31, 2019, were excluded from the computation of diluted earnings per share because we had a net loss for the period, and any incremental shares would not be dilutive. For the year ended October 31, 2018, 33 thousand shares of common stock issuable upon the exchange of our 6% senior exchangeable note units (which were issued in fiscal 2012) were excluded from the computation of diluted earnings per share because they were anti-dilutive.

In addition, shares related to out-of-the money stock options that could potentially dilute basic earnings per share in the future that were not included in the computation of diluted earnings per share were 0.2 million for each of the years ended October 31, 2020, 2019 and 2018, because to do so would have been anti-dilutive for the periods presented.

## 14. Capital Stock

*Common Stock* - Each share of Class A Common Stock entitles its holder to one vote per share, and each share of Class B Common Stock generally entitles its holder to ten votes per share. The amount of any regular cash dividend payable on a share of Class A Common Stock will be an amount equal to 110% of the corresponding regular cash dividend payable on a share of Class B Common Stock. If a shareholder desires to sell shares of Class B Common Stock, such stock must be converted into shares of Class A Common Stock at a one to one conversion rate.

On March 19, 2019, the Company's stockholders approved at an annual meeting an amendment to our Certificate of Incorporation to effect a reverse stock split (the "Reverse Stock Split") of the Company's common stock at a ratio of 1-for-25, and a corresponding decrease in the number of authorized shares of the common stock. Following the stockholders' approval, the Board of Directors, on March 19, 2019, determined to effectuate the Reverse Stock Split, which became effective on March 29, 2019, and every 25 issued shares (including treasury shares) of Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), were combined into one share of Class A Common Stock, and every 25 issued shares (including treasury shares) of Class B Common Stock, par value \$0.01 per share (the "Class B Common Stock"), were combined into one share of Class B Common Stock. No fractional shares were issued in connection with the Reverse Stock Split. All share and per share amounts have been retroactively adjusted to reflect the reverse stock split.

On August 4, 2008, our Board of Directors adopted a shareholder rights plan (the "Rights Plan"), which was amended on January 11, 2018, designed to preserve shareholder value and the value of certain tax assets primarily associated with net operating loss (NOL) carryforwards and built-in losses under Section 382 of the Internal Revenue Code. Our ability to use NOLs and built-in losses would be limited if there was an "ownership change" under Section 382. This would occur if shareholders owning (or deemed under Section 382 to own) 5% or more of our stock increase their collective ownership of the aggregate amount of our outstanding shares by more than 50 percentage points over a defined period of time. The Rights Plan was adopted to reduce the likelihood of an "ownership change" occurring as defined by Section 382. Under the Rights Plan, one right was distributed for each share of Class A Common Stock and Class B Common Stock outstanding as of the close of business on August 15, 2008. Effective August 15, 2008, if any person or group acquires 4.9% or more of the outstanding shares of Class A Common Stock without the approval of the Board of Directors, there would be a triggering event causing significant dilution in the voting power of such person or group. However, existing stockholders who owned, at the time of the Rights Plan's initial adoption on August 4, 2008, 4.9% or more of the outstanding shares of Class A Common Stock will trigger a dilutive event only if they acquire additional shares. The approval of the Board of Directors' decision to adopt the Rights Plan may be terminated by the Board of Directors at any time, prior to the Rights being triggered. The Rights Plan will continue in effect until August 14, 2021, unless it expires earlier in accordance with its terms. The approval of the Board of Directors' decision to initially adopt the Rights Plan and the amendment thereto were approved by shareholders. Our stockholders also approved an amendment to our Certificate of Incorporation to restrict certain transfers of Class A Common Stock in order to preserve the tax treatment of our NOLs and built-in losses under Section 382 of the Internal Revenue Code. Subject to certain exceptions pertaining to pre-existing 5% stockholders and Class B stockholders, the transfer restrictions in our Restated Certificate of Incorporation generally restrict any direct or indirect transfer (such as transfers of our stock that result from the transfer of interests in other entities that own our stock) if the effect would be to (i) increase the direct or indirect ownership of our stock by any person (or public group) from less than 5% to 5% or more of our common stock; (ii) increase the percentage of our common stock owned directly or indirectly by a person (or public group) owning or deemed to own 5% or more of our common stock; or (iii) create a new "public group" (as defined in the applicable United States Treasury regulations). Transfers included under the transfer restrictions include sales to persons (or public groups) whose resulting percentage ownership (direct or indirect) of common stock would exceed the 5% thresholds discussed above, or to persons whose direct or indirect ownership of common stock would by attribution cause another person (or public group) to exceed such threshold.

On July 3, 2001, our Board of Directors authorized a stock repurchase program to purchase up to 0.2 million shares of Class A Common Stock. There were no shares purchased during the year ended October 31, 2020. As of October 31, 2020, the maximum number of shares of Class A Common Stock that may yet be purchased under this program is 22 thousand.

On October 31, 2019, in connection with the issuance of the 7.75% Senior Secured 1.25 Lien Notes due 2026, we issued and sold an aggregate of 178,427 shares of Class A Common Stock, par value \$0.01 per share (and associated Preferred Stock Purchase Rights), to the purchasers of such Notes for an aggregate purchase price of \$1,784.27. The issuance was exempt from registration under Section 4(a)(2) of the Securities Act of 1933.

*Preferred Stock* - On July 12, 2005, we issued 5,600 shares of 7.625% Series A Preferred Stock, with a liquidation preference of \$25,000 per share. Dividends on the Series A Preferred Stock are not cumulative and are payable at an annual rate of 7.625%. The Series A Preferred Stock is not convertible into the Company's common stock and is redeemable in whole or in part at our option at the liquidation preference of the shares. The Series A Preferred Stock is traded as depositary shares, with each depositary share representing 1/1000th of a share of Series A Preferred Stock. The depositary shares are listed on the NASDAQ Global Market under the symbol "HOVNP." In fiscal 2020, 2019 and 2018, we did not pay any dividends on the Series A Preferred Stock due to covenant restrictions in our debt instruments. We anticipate that we will continue to be restricted from paying dividends, which are not cumulative, for the foreseeable future.

*Retirement Plan* - We have established a tax-qualified, defined contribution savings and investment retirement plan (a 401(k) plan). All associates are eligible to participate in the retirement plan, and employer contributions are based on a percentage of associate contributions and our operating results. Plan costs charged to operations were \$7.4 million, \$7.3 million and \$7.0 million for the years ended October 31, 2020, 2019 and 2018, respectively.

## 15. Stock Plans

There were no stock option grants during the year ended October 31, 2020. The fair value of option awards is established at the date of grant using a Black-Scholes option pricing model with the following weighted-average assumptions for the years ended October 31, 2019 and 2018: risk free interest rate of 1.99% and 2.80%, respectively; dividend yield of zero; historical volatility factor of the expected market price of our common stock of 0.56 and 0.50, respectively; a weighted-average expected life of the option of 7.98 years and 8.0 years, respectively; and an estimated forfeiture rate of 7.84% and 9.90%, respectively.

For the years ended October 31, 2020, 2019 and 2018, total stock-based compensation expense was \$2.8 million, (\$2.6 million post tax), \$0.7 million and \$3.7 million (\$2.0 million post tax), respectively. Included in this total stock-based compensation expense was expense from stock options of \$0.4 million, \$0.8 million and \$0.7 million for the years ended October 31, 2020, 2019 and 2018, respectively. The expense for the years ended October 31, 2020, 2019 and 2018 includes income of \$2.4 million, \$2.6 million and \$0.8 million, respectively, from previously recognized expense of certain time and performance based restricted stock grants for which the performance metrics were not or are no longer expected to be satisfied.

We have a stock incentive plan for certain officers and key employees and directors. Beginning in fiscal 2020, restricted share units are granted by a committee appointed by the Board of Directors or its delegate in accordance with the stock incentive plan. At the time of our annual stock grant in the third quarter of fiscal 2020, each of the five of our existing non-employee directors of the Company were granted a number of shares of restricted stock units subject to a two-year post-vesting holding period, based on the fair market value on the date of grant. Prior to fiscal 2020, options were granted by a committee appointed by the Board of Directors or its delegate in accordance with the stock incentive plan. The exercise price of all stock options must be at least equal to the fair market value of the underlying shares on the date of the grant. Stock options granted to officers and associates generally vest in four equal installments on the second, third, fourth and fifth anniversaries of the date of the grant. All options expire 10 years after the date of the grant. Non-employee directors' stock options and restricted stock units vest in three equal installments on the first, second and third anniversaries of the date of the grant. Stock option transactions are summarized as follows:

	October 31, 2020	Weighted- Average Exercise Price	October 31, 2019	Weighted- Average Exercise Price	October 31, 2018	Weighted- Average Exercise Price
Options outstanding at beginning of period	331,481	\$ 53.93	278,569	\$ 73.76	274,423	\$ 85.22
Granted	-	\$ -	110,975	\$ 9.44	37,825	\$ 56.30
Exercised	-	\$ -	-	\$ -	1,210	\$ 49.91
Forfeited	6,560	\$ 26.24	2,038	\$ 53.96	2,000	\$ 64.25
Expired	35,530	\$ 115.28	56,025	\$ 64.41	30,469	\$ 156.95
Options outstanding at end of period	289,391	\$ 47.02	331,481	\$ 53.93	278,569	\$ 73.76
Options exercisable at end of period	145,553		147,019		191,748	

There were no options exercised in fiscal 2020 or fiscal 2019. Exercise prices for options outstanding at October 31, 2020 ranged from \$7.85 to \$157.00. The total intrinsic value of options exercised during fiscal 2018 was \$26 thousand. The intrinsic value of a stock option is the amount by which the market value of the underlying stock exceeds the exercise price of the option.

The weighted-average fair value of grants made in fiscal 2019 and 2018 was \$4.46 and \$27.09 per share, respectively. Based on the fair value at the time they were granted, the weighted-average fair value of options vested in fiscal 2019 and 2018 was \$36.07 and \$69.56 per share, respectively.

The following table summarizes the exercise price range and related number of options outstanding at October 31, 2020:

Range of Exercise Prices	Number Outstanding	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Life
\$7.85 – \$38.50	108,150	\$ 9.65	8.58
\$38.75 – \$58.13	96,995	\$ 50.07	3.76
\$61.00 – \$90.38	57,300	\$ 67.66	4.11
\$118.25 – \$157.00	26,946	\$ 142.17	2.76
	289,391	\$ 47.02	5.54

The following table summarizes the exercise price range and related number of exercisable options at October 31, 2020:

Range of Exercise Prices	Number Exercisable	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Life
\$7.85 – \$38.50	850	\$ 24.08	3.25
\$38.75 – \$58.13	82,557	\$ 50.31	3.2
\$61.00 – \$90.38	35,200	\$ 71.46	1.95
\$118.25 – \$157.00	26,946	\$ 142.17	2.76
	145,553	\$ 72.28	2.81

Officers and key associates who are eligible to receive equity grants are granted shares of restricted stock units. Prior to fiscal 2020, officers and key associates who were eligible to receive equity grants could elect to receive either a stated number of stock options, or a reduced number of shares of restricted stock units, or a combination thereof. Shares underlying restricted stock units granted to officers and associates generally vest in four equal installments on the second, third, fourth and fifth anniversaries of the grant date. Participants aged 60 years or older, or aged 58 with 15 years of service, are eligible to vest in their equity awards on an accelerated basis on their retirement (which in the case of the restricted stock units only applies to a retirement that is at least one year after the date of grant). During the years ended October 31, 2020, 2019 and 2018, we granted 142,231 (including 36,731 units to certain of our non-employee directors), 107,650 (including 103,612 units to certain of our non-employee directors) and 20,292 (including 15,904 units to certain of our non-employee directors) restricted stock units, respectively, and also issued 11,503, 8,380 and 5,936 units, relating to awards granted in prior fiscal years, respectively. During the years ended October 31, 2020 and 2019, 5,567 and 656 restricted stock units were forfeited, respectively.

For the years ended October 31, 2020 and 2018 total compensation cost recognized in the Consolidated Statement of Operations for the annual restricted stock unit grants, market share unit grants and performance share units (both discussed below), and the stock portion of the long-term incentive plan (also discussed below) was \$2.4 million and \$2.8 million, respectively. For the year ended October 31, 2019, total compensation cost recognized in the Consolidated Statement of Operations for the annual restricted stock unit grants, market share unit grants (discussed below), and the stock portion of the long-term incentive plan (also discussed below) was income of \$0.2 million. In addition to nonvested share awards summarized in the following tables, there were 60,446, 33,643 and 21,609 vested share awards at October 31, 2020, 2019 and 2018, respectively, which were deferred at the participants' election.

A summary of the Company's nonvested Time-Based share awards for the years ended October 31, 2020, 2019, and 2018 are as follows:

	October 31, 2020	Weighted-Average Grant Date Fair Value	October 31, 2019	Weighted-Average Grant Date Fair Value	October 31, 2018	Weighted-Average Grant Date Fair Value
Nonvested Time-Based at beginning of period	231,210	\$ 23.01	105,594	\$ 61.77	96,091	\$ 60.50
Granted	142,231	\$ 19.48	164,050	\$ 7.66	37,888	\$ 54.95
Vested	62,309	\$ 17.04	21,329	\$ 45.52	22,821	\$ 55.19
Forfeited	22,267	\$ 57.81	17,106	\$ 86.96	5,564	\$ 20.87
Nonvested Time-Based at end of period	288,865	\$ 19.88	231,210	\$ 23.01	105,594	\$ 61.77

A summary of the Company's nonvested Performance-Based share awards for the years ended October 31, 2020, 2019, and 2018 are as follows:

	October 31, 2020	Weighted-Average Grant Date Fair Value	October 31, 2019	Weighted-Average Grant Date Fair Value	October 31, 2018	Weighted-Average Grant Date Fair Value
Nonvested Performance-Based at beginning of period	136,316	\$ 44.22	101,407	\$ 69.28	150,881	\$ 50.26
Granted	183,825	\$ 15.11	56,400	\$ 10.10	47,277	\$ 70.41
Vested	4,284	\$ 57.22	8,655	\$ 42.69	5,390	\$ 72.52
Forfeited	21,385	\$ 70.44	12,836	\$ 93.31	91,361	\$ 38.27
Nonvested Performance-Based at end of period	294,472	\$ 24.64	136,316	\$ 44.22	101,407	\$ 69.28

Included in the above table are awards for the share portion of long-term incentive plans ("LTIPs") for certain officers and associates, which are performance based plans. These amounts include adjustments for performance outcomes during the LTIP period. LTIP shares vest in the third, fourth and fifth fiscal years after grant date, subject to certain performance metrics.

Also included in the tables above are 142,500 target Performance-based Performance Share Units ("PSUs"), which were granted to certain officers in fiscal 2020. The PSUs vest in four equal installments commencing on the second, third, fourth and fifth anniversary of the grant date, except that no portion of the award will vest unless the Committee determines that the Company achieved specified revenue goals.

The fair value of the PSU grants is determined using the Finnerty model, which uses an arithmetic average strike, put option. The strike price is based on the predetermined period average value of the underlying asset. The following assumptions were used for 2020 PSU grants: historical volatility factor of the expected market price of our common stock of 108.15% for the two-year period ending on the valuation date, and the concluded risk free rate assumption of 0.19% equals the continuously compounded two-year yield, and dividend yield of zero.

Also included in the tables above are 81,850 target Time-based and 81,250 Performance-based Market Share Units ("MSUs") of which 56,400 of each Time-based and Performance-based were granted to certain officers in fiscal 2019. There were no MSUs granted in fiscal 2020. MSU grants from fiscal years 2015 through 2018 were reduced by 16,700 Time-based and 20,350 Performance-based MSUs in fiscal 2020, as certain performance conditions at measurement periods were not met and only a portion of the shares were vested, resulting in the reversal of \$2.4 million of expense during the period. Fifty percent of the MSUs will vest in four equal annual installments, commencing on the second anniversary of the grant date subject to stock price performance conditions, pursuant to which the actual number of shares issuable with respect to vested MSUs may range from 0% to 200% of the target number of shares covered by the MSU awards, generally depending on the growth in the 60-day average trading price of the Company's shares during the period between the grant date and the relevant vesting dates. The remaining fifty percent of the MSUs are also subject to financial performance conditions in addition to the stock price performance conditions applicable to all MSUs. These additional performance-based MSUs vest in four equal installments with the first installment vesting on January 1, three years after the MSU grant date (for example, January 1, 2022 for the 2019 MSU grant) and the remaining annual installments commencing on the third anniversary of the grant date, except that no portion of the award will vest unless the Committee determines that the Company achieved (1) for the 2019 MSU grants, specified community count improvement (as to 25% of the MSU amount) and pre-tax profit (as to 25% of the MSU amount) goals comparing the fiscal year of the grant date and the second fiscal year following the grant date (fiscal 2020 compared to fiscal 2019), (2) for the 2017 and 2016 MSU grants, specified gross margin improvement (as to 25% of the MSU amount) and debt reduction (as to 25% of the MSU amount) goals comparing the fiscal year of the grant date and the second fiscal year following the grant date (fiscal 2020 compared to fiscal 2018).





The fair value of the MSU grants is determined using the Monte-Carlo simulation model, which simulates a range of possible future stock prices and estimates the probabilities of the potential payouts. This model uses the average closing trading price of the Company's Class A Common Stock on the New York Stock Exchange over the 60-calendar day period ending on the grant date. This model also incorporates the following ranges of assumptions:

- The expected volatility is based on our stock's historical volatility commensurate with the life 2 years, 2.6 years, 3 years, 4 years and 5 years.
- The risk-free interest rate is based on the U.S. Treasury rate assumption ranging from 2-5 years.
- The expected dividend yield is not applicable since we do not currently pay dividends.

The following assumptions were used for 2019 MSU grants: historical volatility factor of the expected market price of our common stock of 62.51%, 59.60%, 57.04%, 60.03% and 56.86% for the 2 year, 2.6 year, 3 year, 4 year and 5 year vesting tranches, respectively and the concluded risk free rate assumptions of 1.80% and 1.81% equals the continuously compounded 2.55 year and 4 year yield, respectively and dividend yield of zero for all time periods. The following assumptions were used for 2018 MSU Grants: historical volatility factor of the expected market price of our common stock of 48.41%, 51.92%, 56.11%, 52.59% and 49.57% for the 2 year, 2.6 year, 3 year, 4 year and 5 year vesting tranches, respectively; the concluded risk free rate assumptions of 2.56% and 2.68% equals the continuously compounded 2.56 year and 4 year yield, respectively and dividend yield of zero for all time periods.

Based on the terms of our equity compensation plans, awards that are forfeited become available to us for future grants under the plan. As of October 31, 2020, we had 0.2 million shares authorized and remaining for future issuance under our equity compensation plans. In addition, as of October 31, 2020, there were \$6.2 million of total unrecognized compensation costs related to nonvested share-based compensation arrangements. That cost is expected to be recognized over a weighted-average period of 1.8 years.

## 16. Warranty Costs

General liability insurance for homebuilding companies and their suppliers and subcontractors is very difficult to obtain. The availability of general liability insurance is limited due to a decreased number of insurance companies willing to underwrite for the industry. In addition, those few insurers willing to underwrite liability insurance have significantly increased the premium costs. To date, we have been able to obtain general liability insurance but at higher premium costs with higher deductibles. Our subcontractors and suppliers have advised us that they have also had difficulty obtaining insurance that also provides us coverage. As a result, we have an owner controlled insurance program for certain of our subcontractors whereby the subcontractors pay us an insurance premium (through a reduction of amounts we would otherwise owe such subcontractors for their work on our homes) based on the risk type of the trade. We absorb the liability associated with their work on our homes as part of our overall general liability insurance at no additional cost to us because our existing general liability and construction defect insurance policy and related reserves for amounts under our deductible covers construction defects regardless of whether we or our subcontractors are responsible for the defect. For the fiscal years ended October 31, 2020 and 2019, we received \$4.4 million and \$4.8 million, respectively, from subcontractors related to the owner controlled insurance program, which we accounted for as reductions to inventory.

We accrue for warranty costs that are covered under our existing general liability and construction defect policy as part of our general liability insurance deductible. This accrual is expensed as selling, general and administrative costs. For homes delivered in fiscal 2020 and 2019, our deductible under our general liability insurance was a \$20 million aggregate for construction defect and warranty claims. For bodily injury claims, our deductible per occurrence in fiscal 2020 and 2019 was \$0.25 million, up to a \$5 million limit. Our aggregate retention for construction defect, warranty and bodily injury claims was \$20 million for fiscal 2020 and 2019. In addition, we establish a warranty accrual for lower cost-related issues to cover home repairs, community amenities and land development infrastructure that are not covered under our general liability and construction defect policy. We accrue an estimate for these warranty costs as part of cost of sales at the time each home is closed and title and possession have been transferred to the homebuyer. Additions and charges in the warranty reserve and general liability reserve for the fiscal years ended October 31, 2020 and 2019 were as follows:

(In thousands)	Year Ended October 31,	
	2020	2019
Balance, beginning of period	\$ 89,371	\$ 95,064
Additions – Selling, general and administrative	9,587	8,408
Additions – Cost of sales	10,273	6,260
Charges incurred during the period	(20,163)	(18,757)
Changes to pre-existing reserves	(2,651)	(1,604)
Balance, end of period	\$ 86,417	\$ 89,371

Warranty accruals are based upon historical experience. We engage a third-party actuary that uses our historical warranty and construction defect data to assist our management in estimating our unpaid claims, claim adjustment expenses and incurred but not reported claims reserves for the risks that we are assuming under the general liability and construction defect programs. The estimates include provisions for inflation, claims handling and legal fees. As a result of reductions in our construction defect claims in recent years and the impact of these reductions on the actuarial analysis on our total reserves, we recorded reductions in our construction defect reserves of \$2.5 million in the fourth quarter of fiscal 2020 and \$6.9 million in the fourth quarter of fiscal 2019. These reductions are reflected in the changes to pre-existing reserves in the table above.

Insurance claims paid by our insurance carriers, excluding insurance deductibles paid, were less than \$0.1 million and \$0.1 million for the fiscal years ended October 31, 2020 and 2019, respectively, for prior year deliveries.

## 17. Transactions with Related Parties

During the years ended October 31, 2020, 2019 and 2018, an engineering firm owned by Tavit Najarian, a relative of Ara K. Hovnanian, our Chairman of the Board of Directors and our Chief Executive Officer, provided services to the Company totaling \$0.7 million, \$0.9 million and \$0.7 million, respectively. Neither the Company nor Mr. Hovnanian has a financial interest in the relative's company from whom the services were provided.

Mr. Carson Sorsby, the son of J. Larry Sorsby, one of our directors and Chief Financial Officer, was employed by the Company's mortgage subsidiary. Mr. Carson Sorsby resigned in August 2020. His total commissions from the Company's mortgage affiliate totaled approximately \$265,000, \$223,000 and \$148,000 in fiscal 2020, 2019 and 2018, respectively.

Mr. Alexander Hovnanian, the son of Ara K. Hovnanian, our Chairman of the Board of Directors and our Chief Executive Officer, is employed by the Company. In fiscal 2020, Mr. Hovnanian was Division President of the Northeast Division and in March 2020 he became the Executive Vice President - National Homebuilding Operations. His total compensation was approximately \$1,152,000, \$609,000 and \$514,000 in fiscal 2020, 2019 and 2018, respectively.

## 18. Commitments and Contingent Liabilities

We are involved in litigation arising in the ordinary course of business, none of which is expected to have a material adverse effect on our financial position, results of operations or cash flows, and we are subject to extensive and complex laws and regulations that affect the development of land and home building, sales and customer financing processes, including zoning, density, building standards and mortgage financing. These laws and regulations often provide broad discretion to the administering governmental authorities. This can delay or increase the cost of development or homebuilding. The significant majority of our litigation matters are related to construction defect claims. Our estimated losses from construction defect litigation matters, if any, are included in our construction defect reserves.

We also are subject to a variety of local, state, federal and foreign laws and regulations concerning protection of health and the environment, including those regulating the emission or discharge of materials into the environment, the management of storm water runoff at construction sites, the handling, use, storage and disposal of hazardous substances, impacts to wetlands and other sensitive environments, and the remediation of contamination at properties that we have owned or developed or currently own or are developing ("environmental laws"). The particular environmental laws that apply to a site may vary greatly according to the community site, for example, due to the community, the environmental conditions at or near the site, and the present and former uses of the site. These environmental laws may result in delays, may cause us to incur substantial compliance, remediation and/or other costs, and can prohibit or severely restrict development and homebuilding activity. In addition, noncompliance with these laws and regulations could result in fines and penalties, obligations to remediate, permit revocations or other sanctions; and contamination or other environmental conditions at or in the vicinity of our developments may result in claims against us for personal injury, property damage or other losses.

We anticipate that increasingly stringent requirements will continue to be imposed on developers and homebuilders in the future. For example, for a number of years, the EPA and U.S. Army Corps of Engineers have been engaged in rulemakings to clarify the scope of federally regulated wetlands, which included a June 2015 rule many affected businesses contend impermissibly expanded the scope of such wetlands that was challenged in court, stayed, and remains in litigation. After a series of interim rulemakings, in April 2020 the EPA and the U.S. Army Corps of Engineers formally published the Navigable Waters Protection Rule, which they characterize as more appropriate for determining the scope of waters subject to federal permitting. The new rule took effect in June 2020 in all states except Colorado, where a federal district court issued a preliminary injunction against application of the rule in that state. It is being challenged by 17 states in one lawsuit and by a number of environmental advocacy groups in at least three other lawsuits, as well as in several lawsuits by cattlemen and other rancher groups contending that the new rule still exercises permitting authority over too many waters. It is unclear how these and related developments, including at the state or local level, ultimately may affect the scope of regulated wetlands where we operate. Although we cannot reliably predict the extent of any effect these developments regarding wetlands, or any other requirements that may take effect may have on us, they could result in time-consuming and expensive compliance programs and in substantial expenditures, which could cause delays and increase our cost of operations. In addition, our ability to obtain or renew permits or approvals and the continued effectiveness of permits already granted or approvals already obtained is dependent upon many factors, some of which are beyond our control, such as changes in policies, rules and regulations and their interpretations and application.

In March 2013, we received a letter from the Environmental Protection Agency ("EPA") requesting information about our involvement in a housing redevelopment project in Newark, New Jersey that a Company entity undertook during the 1990s. We understand that the development is in the vicinity of a former lead smelter and that tests on soil samples from properties within the development conducted by the EPA showed elevated levels of lead. We also understand that the smelter ceased operations many years before the Company entity involved acquired the properties in the area and carried out the re-development project. We responded to the EPA's request. In August 2013, we were notified that the EPA considers us a potentially responsible party (or "PRP") with respect to the site, that the EPA will clean up the site, and that the EPA is proposing that we fund and/or contribute towards the cleanup of the contamination at the site. We began preliminary discussions with the EPA concerning a possible resolution but do not know the scope or extent of the Company's obligations, if any, that may arise from the site and therefore cannot provide any assurance that this matter will not have a material impact on the Company. The EPA requested additional information in April 2014 and again in March 2017 and the Company responded to the information requests. On May 2, 2018 the EPA sent a letter to the Company entity demanding reimbursement for 100% of the EPA's costs to clean-up the site in the amount of \$2.7 million. The Company responded to the EPA's demand letter on June 15, 2018 setting forth the Company's defenses and expressing its willingness to enter into settlement negotiations. Two other PRPs identified by the EPA are now also in negotiations with the EPA and in preliminary negotiations with the Company regarding the site. In the course of negotiations, the EPA informed the Company that the New Jersey Department of Environmental Protection has also incurred costs remediating part of the site. The EPA has since requested that the three PRPs present a joint settlement offer to the EPA. The Company and the other two PRPs are parties to a series of agreements tolling the statute of limitations on the EPA's claims for reimbursement, most recently extending the date until January 15, 2021. We believe that we have adequate reserves for this matter.

In 2015, the condominium association of the Four Seasons at Great Notch condominium community (the “Great Notch Plaintiff”) filed a lawsuit in the Superior Court of New Jersey, Law Division, Passaic County (the “Court”) alleging various construction defects, design defects, and geotechnical issues relating to the community. The operative complaint (“Complaint”) asserts claims against Hovnanian Enterprises, Inc. and several of its affiliates, including K. Hovnanian at Great Notch, LLC, K. Hovnanian Construction Management, Inc., and K. Hovnanian Companies, LLC. The Complaint also asserts claims against various other design professionals and contractors. The Great Notch Plaintiff has also filed a motion, which remains pending, to permit it to pursue a claim to pierce the corporate veil of K. Hovnanian at Great Notch, LLC to hold its alleged parent entities liable for any damages awarded against it. To date, the Hovnanian-affiliated defendants have reached a partial settlement with the Great Notch Plaintiff as to a portion of the Great Notch Plaintiff’s claims against them for an amount immaterial to the Company. On its remaining claims against the Hovnanian-affiliated defendants, the Great Notch Plaintiff has asserted damages of approximately \$119.5 million, which amount is potentially subject to treble damages pursuant to the Great Notch Plaintiff’s claim under the New Jersey Consumer Fraud Act. The trial is currently scheduled for June 21, 2021. Mediation was held in September 2020 with further mediation sessions anticipated in the future. The Hovnanian-affiliated defendants intend to defend these claims vigorously.

## **19. Variable Interest Entities**

The Company enters into land and lot option purchase contracts to procure land or lots for the construction of homes. Under these contracts, the Company will fund a stated deposit in consideration for the right, but not the obligation, to purchase land or lots at a future point in time with predetermined terms. Under the terms of the option purchase contracts, many of the option deposits are not refundable at the Company’s discretion. Under the requirements of ASC 810, certain option purchase contracts may result in the creation of a variable interest in the entity (“VIE”) that owns the land parcel under option.

In compliance with ASC 810, the Company analyzes its option purchase contracts to determine whether the corresponding land sellers are VIEs and, if so, whether the Company is the primary beneficiary. Although the Company does not have legal title to the underlying land, ASC 810 requires the Company to consolidate a VIE if the Company is determined to be the primary beneficiary. In determining whether it is the primary beneficiary, the Company considers, among other things, whether it has the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance. Such activities would include, among other things, determining or limiting the scope or purpose of the VIE, selling or transferring property owned or controlled by the VIE, or arranging financing for the VIE. The Company also considers whether it has the obligation to absorb losses of the VIE or the right to receive benefits from the VIE. As a result of its analyses, the Company determined that as of October 31, 2020 and 2019, it was not the primary beneficiary of any VIEs from which it is purchasing land under option purchase contracts.

We will continue to secure land and lots using options, some of which are with VIEs. Including deposits on our unconsolidated VIEs, at October 31, 2020, we had total cash and letters of credit deposits amounting to \$88.9 million to purchase land and lots with a total purchase price of \$1.3 billion. The maximum exposure to loss with respect to our land and lot options is limited to the deposits plus any pre-development costs invested in the property, although some deposits are refundable at our request or refundable if certain conditions are not met.

## 20. Investments in Unconsolidated Homebuilding and Land Development Joint Ventures

We enter into homebuilding and land development joint ventures from time to time as a means of accessing lot positions, expanding our market opportunities, establishing strategic alliances, managing our risk profile, leveraging our capital base and enhancing returns on capital. Our homebuilding joint ventures are generally entered into with third-party investors to develop land and construct homes that are sold directly to third-party home buyers. Our land development joint ventures include those entered into with developers and other homebuilders as well as financial investors to develop finished lots for sale to the joint venture's members or other third parties.

During the first quarter of fiscal 2018, we acquired the remaining assets of one of our unconsolidated joint ventures, resulting in a \$13.0 million reduction in our investment in the unconsolidated joint venture and a corresponding increase to inventory. During the third quarter of fiscal 2019, we contributed one community we owned to an existing unconsolidated joint venture, resulting in our receiving \$15.9 million of net cash. During the first quarter of fiscal 2020, we contributed eight communities we owned, including four active communities, to a new joint venture for \$29.8 million of net cash.

The tables set forth below summarize the combined financial information related to our unconsolidated homebuilding and land development joint ventures that are accounted for under the equity method.

<b>October 31, 2020</b>			
<b>(Dollars in thousands)</b>	<b>Homebuilding</b>	<b>Land Development</b>	<b>Total</b>
<b>Assets:</b>			
Cash and cash equivalents	\$ 120,107	\$ 3,454	\$ 123,561
Inventories	389,001	91	389,092
Other assets	27,062	488	27,550
<b>Total assets</b>	<b>\$ 536,170</b>	<b>\$ 4,033</b>	<b>\$ 540,203</b>
<b>Liabilities and equity:</b>			
Accounts payable and accrued liabilities	\$ 207,277	\$ 2,152	\$ 209,429
Notes payable	117,179	-	117,179
<b>Total liabilities</b>	<b>324,456</b>	<b>2,152</b>	<b>326,608</b>
<b>Equity of:</b>			
Hovnanian Enterprises, Inc.	102,908	1,340	104,248
Others	108,806	541	109,347
<b>Total equity</b>	<b>211,714</b>	<b>1,881</b>	<b>213,595</b>
<b>Total liabilities and equity</b>	<b>\$ 536,170</b>	<b>\$ 4,033</b>	<b>\$ 540,203</b>
<b>Debt to capitalization ratio</b>	<b>36%</b>	<b>0%</b>	<b>35%</b>

<b>October 31, 2019</b>			
<b>(Dollars in thousands)</b>	<b>Homebuilding</b>	<b>Land Development</b>	<b>Total</b>
<b>Assets:</b>			
Cash and cash equivalents	\$ 108,520	\$ 2,203	\$ 110,723
Inventories	397,804	6,038	403,842
Other assets	24,896	233	25,129
<b>Total assets</b>	<b>\$ 531,220</b>	<b>\$ 8,474</b>	<b>\$ 539,694</b>
<b>Liabilities and equity:</b>			
Accounts payable and accrued liabilities	\$ 71,297	\$ 592	\$ 71,889
Notes payable	186,882	-	186,882
<b>Total liabilities</b>	<b>258,179</b>	<b>592</b>	<b>258,771</b>
<b>Equity of:</b>			
Hovnanian Enterprises, Inc.	120,891	4,747	125,638
Others	152,150	3,135	155,285
<b>Total equity</b>	<b>273,041</b>	<b>7,882</b>	<b>280,923</b>
<b>Total liabilities and equity</b>	<b>\$ 531,220</b>	<b>\$ 8,474</b>	<b>\$ 539,694</b>
<b>Debt to capitalization ratio</b>	<b>41%</b>	<b>0%</b>	<b>40%</b>

As of October 31, 2020 and 2019, respectively, we had payables outstanding of \$1.1 million and advances outstanding of \$1.4 million to these unconsolidated joint ventures. These amounts were included in the “Accounts payable and accrued liabilities” balances in the tables above. On our Consolidated Balance Sheets, our “Investments in and advances to unconsolidated joint ventures” amounted to \$103.2 million and \$127.0 million at October 31, 2020 and 2019, respectively. In some cases, our net investment in these unconsolidated joint ventures is less than our proportionate share of the equity reflected in the table above because of the differences between asset impairments recorded against our unconsolidated joint venture investments and any impairments recorded in the applicable unconsolidated joint venture. Impairments of unconsolidated joint venture investments are recorded at fair value while impairments recorded in the unconsolidated joint venture are recorded when undiscounted cash flows trigger the impairment. During the year ended October 31, 2019, we recorded a \$0.9 million write down in our investment in one of our unconsolidated joint ventures in the West. During the year ended October 31, 2020 we did not write-down any of our unconsolidated joint venture investments.

<b>For The Year Ended October 31, 2020</b>			
<b>(Dollars in thousands)</b>	<b>Land</b>		
	<b>Homebuilding</b>	<b>Development</b>	<b>Total</b>
Revenues	\$ 435,077	\$ 13,024	\$ 448,101
Cost of sales and expenses	(420,977)	(11,225)	(432,202)
Joint venture net income	\$ 14,100	\$ 1,799	\$ 15,899
Our share of net income	\$ 16,904	\$ 17	\$ 16,921

<b>For The Year Ended October 31, 2019</b>			
<b>(Dollars in thousands)</b>	<b>Land</b>		
	<b>Homebuilding</b>	<b>Development</b>	<b>Total</b>
Revenues	\$ 488,914	\$ 8,704	\$ 497,618
Cost of sales and expenses	(456,563)	(7,948)	(464,511)
Joint venture net income	\$ 32,351	\$ 756	\$ 33,107
Our share of net income	\$ 28,761	\$ 378	\$ 29,139

<b>For The Year Ended October 31, 2018</b>			
<b>(Dollars in thousands)</b>	<b>Land</b>		
	<b>Homebuilding</b>	<b>Development</b>	<b>Total</b>
Revenues	\$ 602,681	\$ 6,418	\$ 609,099
Cost of sales and expenses	(577,106)	(5,173)	(582,279)
Joint venture net income	\$ 25,575	\$ 1,245	\$ 26,820
Our share of net income	\$ 23,904	\$ 623	\$ 24,527

“Income (loss) from unconsolidated joint ventures” is reflected as a separate line in the accompanying Consolidated Statements of Operations and reflects our proportionate share of the income or loss of these unconsolidated homebuilding and land development joint ventures. The difference between our share of the income or loss from these unconsolidated joint ventures in the tables above compared to the Consolidated Statements of Operations is due primarily to the reclassification of the intercompany portion of management fee income from certain unconsolidated joint ventures and the deferral of income for lots purchased by us from certain unconsolidated joint ventures. To compensate us for the administrative services we provide as the manager of certain unconsolidated joint ventures, we receive a management fee based on a percentage of the applicable unconsolidated joint venture’s revenues. These management fees, which totaled \$16.0 million, \$16.9 million and \$21.1 million for the years ended October 31, 2020, 2019 and 2018, are recorded in “Homebuilding: Selling, general and administrative” on the Consolidated Statements of Operations.

In determining whether or not we must consolidate joint ventures that we manage, we assess whether the other partners have specific rights to overcome the presumption of control by us as the manager of the joint venture. In most cases, the presumption is overcome because the joint venture agreements require that both partners agree on establishing the operations and capital decisions of the partnership, including budgets in the ordinary course of business.

Typically, our unconsolidated joint ventures obtain separate project specific mortgage financing. For some of our unconsolidated joint ventures, obtaining financing was challenging, therefore, some of our unconsolidated joint ventures are capitalized only with equity. The total debt to capitalization ratio of all our unconsolidated joint ventures was 35% as of October 31, 2020. Any unconsolidated joint venture financing is on a nonrecourse basis, with guarantees from us limited only to performance and completion of development, environmental warranties and indemnification, standard indemnification for fraud, misrepresentation and other similar actions, including a voluntary bankruptcy filing. In some instances, the unconsolidated joint venture entity is considered a VIE under ASC 810-10 “Consolidation – Overall” due to the returns being capped to the equity holders; however, in these instances, we have determined that we are not the primary beneficiary, and therefore we do not consolidate these entities.

**21. Fair Value of Financial Instruments**

ASC 820, "Fair Value Measurements and Disclosures," provides a framework for measuring fair value, expands disclosures about fair-value measurements and establishes a fair-value hierarchy which prioritizes the inputs used in measuring fair value summarized as follows:

- Level 1: Fair value determined based on quoted prices in active markets for identical assets.
- Level 2: Fair value determined using significant other observable inputs.
- Level 3: Fair value determined using significant unobservable inputs.

Our financial instruments measured at fair value on a recurring basis are summarized below:

(In thousands)	Fair Value Hierarchy	Fair Value at October 31, 2020	Fair Value at October 31, 2019
Mortgage loans held for sale (1)	Level 2	\$ 104,378	\$ 166,007
Forward contracts	Level 2	(28)	(64)
<b>Total</b>		<b>\$ 104,350</b>	<b>\$ 165,943</b>
Interest rate lock commitments	Level 3	11	42
<b>Total</b>		<b>\$ 104,361</b>	<b>\$ 165,985</b>

(1) The aggregate unpaid principal balance was \$100.4 million and \$161.1 million at October 31, 2020 and 2019, respectively.

We elected the fair value option for our loans held for sale in accordance with ASC 825, "Financial Instruments," which permits us to measure financial instruments at fair value on a contract-by-contract basis. Management believes that the election of the fair value option for loans held for sale improves financial reporting by mitigating volatility in reported earnings caused by measuring the fair value of the loans and the derivative instruments used to economically hedge them without having to apply complex hedge accounting provisions. Fair value of loans held for sale is based on independent quoted market prices, where available, or the prices for other mortgage loans with similar characteristics.

The Financial Services segment had a pipeline of loan applications in process of \$890.8 million at October 31, 2020. Loans in process for which interest rates were committed to the borrowers totaled \$57.2 million as of October 31, 2020. Substantially all of these commitments were for periods of 60 days or less. Since a portion of these commitments is expected to expire without being exercised by the borrowers, the total commitments do not necessarily represent future cash requirements.

The Financial Services segment uses investor commitments and forward sales of mandatory MBS to hedge its mortgage-related interest rate exposure. These instruments involve, to varying degrees, elements of credit and interest rate risk. Credit risk is managed by entering into MBS forward commitments, option contracts with investment banks, federally regulated bank affiliates and loan sales transactions with permanent investors meeting the segment's credit standards. The segment's risk, in the event of default by the purchaser, is the difference between the contract price and fair value of the MBS forward commitments and option contracts. At October 31, 2020, the segment had open commitments amounting to \$20.0 million to sell MBS with varying settlement dates through November 19, 2020.

The assets accounted for using the fair value option are initially measured at fair value. Gains and losses from initial measurement and subsequent changes in fair value are recognized in the Consolidated Financial Statements in “Revenues: Financial services.” The fair values that are included in income are shown, by financial instrument and financial statement line item, below:

<b>Year Ended October 31, 2020</b>			
<b>(In thousands)</b>	<b>Mortgage Loans Held for Sale</b>	<b>Interest Rate Lock Commitments</b>	<b>Forward Contracts</b>
Fair value included in net income all reflected in financial services revenues	\$ 3,928	\$ 11	\$ (28)

  

<b>Year Ended October 31, 2019</b>			
<b>(In thousands)</b>	<b>Mortgage Loans Held for Sale</b>	<b>Interest Rate Lock Commitments</b>	<b>Forward Contracts</b>
Fair value included in net loss all reflected in financial services revenues	\$ 4,869	\$ 42	\$ (64)

  

<b>Year Ended October 31, 2018</b>			
<b>(In thousands)</b>	<b>Mortgage Loans Held for Sale</b>	<b>Interest Rate Lock Commitments</b>	<b>Forward Contracts</b>
Fair value included in net income all reflected in financial services revenues	\$ 3,115	\$ (28)	\$ 13

The Company's assets measured at fair value on a nonrecurring basis are those assets for which the Company has recorded valuation adjustments and write-offs during the fiscal years ended October 31, 2020 and 2019. The assets measured at fair value on a nonrecurring basis are all within the Company's Homebuilding operations and are summarized below:

#### Nonfinancial Assets

<b>Year Ended October 31, 2020</b>				
<b>(In thousands)</b>	<b>Fair Value Hierarchy</b>	<b>Pre- Impairment Amount</b>	<b>Total Losses</b>	<b>Fair Value</b>
Sold and unsold homes and lots under development	Level 3	\$ 691	\$ (276)	\$ 415
Land and land options held for future development or sale	Level 3	\$ 4,089	\$ (1,741)	\$ 2,348

  

<b>Year Ended October 31, 2019</b>				
<b>(In thousands)</b>	<b>Fair Value Hierarchy</b>	<b>Pre- Impairment Amount</b>	<b>Total Losses</b>	<b>Fair Value</b>
Sold and unsold homes and lots under development	Level 3	\$ 9,670	\$ (2,494)	\$ 7,176
Land and land options held for future development or sale	Level 3	\$ 7,801	\$ (185)	\$ 7,616

We record impairment losses on inventories related to communities under development and held for future development when events and circumstances indicate that they may be impaired and the undiscounted cash flows estimated to be generated by those assets are less than their related carrying amounts. If the expected undiscounted cash flows are less than the carrying amount, then the community is written down to its fair value. We estimate the fair value of each impaired community by determining the present value of its estimated future cash flows at a discount rate commensurate with the risk of the respective community. Should the estimates or expectations used in determining cash flows or fair value decrease or differ from current estimates in the future, we may be required to recognize additional impairments. We recorded inventory impairments, which are included in the Consolidated Statements of Operations as “Inventory impairment loss and land option write-offs” and deducted from inventory, of \$2.0 million, \$2.7 million and \$2.1 million for the years ended October 31, 2020, 2019 and 2018, respectively. See Note 12 for further detail of the communities evaluated for impairment.

The fair value of our cash equivalents, restricted cash and cash equivalents and customer's deposits approximates their carrying amount, based on Level 1 inputs.

The fair value of each series of our Notes and Credit Facilities are listed below. Level 2 measurements are estimated based on recent trades or quoted market prices for the same issues or based on recent trades or quoted market prices for our debt of similar security and maturity to achieve comparable yields. Level 3 measurements are estimated based on third-party broker quotes or management's estimate of the fair value based on available trades for similar debt instruments.

Fair Value as of October 31, 2020

(In thousands)	Level 1	Level 2	Level 3	Total
<b>Senior Secured Notes:</b>				
10.0% Senior Secured Notes due July 15, 2022	\$ -	\$ 107,878	\$ -	\$ 107,878
10.5% Senior Secured Notes due July 15, 2024	-	-	67,941	67,941
10.0% Senior Secured 1.75 Lien Notes due November 15, 2025	-	-	132,246	132,246
7.75% Senior Secured 1.125 Lien Notes due February 15, 2026	-	-	353,500	353,500
10.5% Senior Secured 1.25 Lien Notes due February 15, 2026	-	-	274,558	274,558
11.25% Senior Secured 1.5 Lien Notes due February 15, 2026	-	-	162,723	162,723
<b>Senior Notes:</b>				
13.5% Senior Notes due February 1, 2026	-	54,354	-	54,354
5.0% Senior Notes due February 1, 2040	-	10,814	-	10,814
<b>Senior Credit Facilities:</b>				
Senior Unsecured Term Loan Credit Facility due February 1, 2027	-	-	13,091	13,091
Senior Secured 1.75 Lien Term Loan Credit Facility due January 31, 2028	-	-	64,465	64,465
<b>Total fair value</b>	<b>\$ -</b>	<b>\$ 173,046</b>	<b>\$ 1,068,524</b>	<b>\$ 1,241,570</b>

Fair Value as of October 31, 2019

(In thousands)	Level 1	Level 2	Level 3	Total
<b>Senior Secured Notes:</b>				
10.0% Senior Secured Notes due July 15, 2022	\$ -	\$ 189,430	\$ -	\$ 189,430
10.5% Senior Secured Notes due July 15, 2024	-	166,999	-	166,999
7.75% Senior Secured 1.125 Lien Notes due February 15, 2026	-	-	350,000	350,000
10.5% Senior Secured 1.25 Lien Notes due February 15, 2026	-	-	282,322	282,322
11.25% Senior Secured 1.5 Lien Notes due February 15, 2026	-	-	103,141	103,141
<b>Senior Notes:</b>				
13.5% Senior Notes due February 1, 2026	-	-	80,254	80,254
5.0% Senior Notes due February 1, 2040	-	-	31,993	31,993
Senior Unsecured Term Loan Credit Facility due February 1, 2027	-	-	106,499	106,499
<b>Total fair value</b>	<b>\$ -</b>	<b>\$ 356,429</b>	<b>\$ 954,209</b>	<b>\$ 1,310,638</b>

The Senior Secured Revolving Credit Facility is not included in the above tables because there were no borrowings outstanding thereunder as of October 31, 2020 and 2019.



## 22. Unaudited Summarized Consolidated Quarterly Information

Summarized quarterly financial information for the years ended October 31, 2020 and 2019 is as follows:

(In thousands, except per share data)	Three Months Ended			
	October 31, 2020	July 31, 2020	April 30, 2020	January 31, 2020
Revenues	\$ 683,358	\$ 628,136	\$ 538,351	\$ 494,056
Expenses	641,449	619,269	539,209	509,660
Inventory impairment loss and land option write-offs	2,611	2,364	1,010	2,828
Gain (loss) on extinguishment of debt	-	4,055	(174)	9,456
Income from unconsolidated joint ventures	3,146	5,658	6,221	1,540
Income (loss) before income taxes	42,444	16,216	4,179	(7,436)
State and federal income tax provision	1,810	853	100	1,712
Net income (loss)	\$ 40,634	\$ 15,363	\$ 4,079	\$ (9,148)
Per share data:				
Basic:				
Net income (loss) per common share	\$ 5.97	\$ 2.27	\$ 0.63	\$ (1.49)
Weighted-average number of common shares outstanding	6,221	6,201	6,172	6,161
Assuming dilution:				
Net income (loss) per common share	\$ 5.54	\$ 2.16	\$ 0.60	\$ (1.49)
Weighted-average number of common shares outstanding	6,699	6,518	6,432	6,161

(In thousands, except per share data)	Three Months Ended			
	October 31, 2019	July 31, 2019	April 30, 2019	January 31, 2019
Revenues	\$ 713,590	\$ 482,041	\$ 440,691	\$ 380,594
Expenses	677,429	491,412	461,393	406,558
Inventory impairment loss and land option write-offs	2,687	1,435	1,462	704
Loss on extinguishment of debt	(42,436)	-	-	-
Income from unconsolidated joint ventures	8,376	3,742	7,252	9,562
Loss before income taxes	(586)	(7,064)	(14,912)	(17,106)
State and federal income tax provision	1,221	537	345	346
Net (loss)	\$ (1,807)	\$ (7,601)	\$ (15,257)	\$ (17,452)
Per share data:				
Basic and assuming dilution:				
Net (loss) per common share	\$ (0.30)	\$ (1.27)	\$ (2.56)	\$ (2.93)
Weighted-average number of common shares outstanding	5,982	5,971	5,962	5,958

Legal Entity Name	State of Formation
Eastern National Title Agency Arizona, LLC	AZ
K. Hovnanian Arizona New GC, LLC	AZ
K. HOVNANIAN ARIZONA OPERATIONS, LLC	AZ
K. Hovnanian at 17 North, LLC	AZ
K. Hovnanian at 23 North, LLC	AZ
K. Hovnanian at 240 Missouri, LLC	AZ
K. Hovnanian at Acacia Place, LLC	AZ
K. Hovnanian at Aire on McDowell, LLC	AZ
K. Hovnanian at Catania, LLC	AZ
K. Hovnanian at Eagle Heights, LLC	AZ
K. Hovnanian at Gallery, LLC	AZ
K. Hovnanian at Galloway Ridge, LLC	AZ
K. Hovnanian at Luke Landing, LLC	AZ
K. Hovnanian at Maryland Ridge, LLC	AZ
K. Hovnanian at McCartney Ranch, LLC	AZ
K. Hovnanian at Montana Vista Dobbins, LLC	AZ
K. Hovnanian at Montana Vista, LLC	AZ
K. Hovnanian at Orangewood Ranch, LLC	AZ
K. Hovnanian at Palermo, LLC	AZ
K. Hovnanian at Palm Valley, L.L.C.	AZ
K. Hovnanian at Park Paseo, LLC	AZ
K. Hovnanian at Pointe 16, LLC	AZ
K. Hovnanian at Quail Creek, L.L.C.	AZ
K. Hovnanian at Rancho Cabrillo, LLC	AZ
K. Hovnanian at Santanilla, LLC	AZ
K. Hovnanian at Scottsdale Heights, LLC	AZ
K. Hovnanian at Sienna Hills, LLC	AZ
K. Hovnanian at Silverstone G, LLC	AZ
K. Hovnanian at Silverstone, LLC	AZ
K. Hovnanian at Skye on McDowell, LLC	AZ
K. Hovnanian at Solare, LLC	AZ
K. Hovnanian at Sterling Vistas, LLC	AZ
K. Hovnanian at Sun City West, LLC	AZ
K. Hovnanian at Sunrise Trail II, LLC	AZ
K. Hovnanian at Sunrise Trail III, LLC	AZ
K. Hovnanian at The Meadows 9, LLC	AZ
K. Hovnanian at The Meadows, LLC	AZ
K. Hovnanian at Union Park, LLC	AZ
K. Hovnanian at Ventana Lakes, LLC	AZ
K. Hovnanian at Verrado Cascina, LLC	AZ
K. Hovnanian at Verrado Marketside, LLC	AZ
K. Hovnanian at Victory at Verrado, LLC	AZ
K. Hovnanian Companies of Arizona, LLC	AZ
K. HOVNANIAN GREAT WESTERN HOMES, LLC	AZ
K. Hovnanian Legacy at Via Bella, LLC	AZ
K. Hovnanian Phoenix Division, Inc.	AZ
K. Hovnanian West Group, LLC	AZ
K. Hovnanian's Four Seasons at The Manor II, LLC	AZ
K. Hovnanian's Four Seasons at The Manor, LLC	AZ
2700 Empire, LLC	CA
GTIS-HOV Positano LLC	CA
GTIS-HOV Rancho 79 LLC	CA
K. HOV IP, II, Inc.	CA
K. Hovnanian Aspire at Apricot Grove, LLC	CA
K. Hovnanian Aspire at Bellevue Ranch, LLC	CA
K. Hovnanian Aspire at River Terrace, LLC	CA
K. Hovnanian Aspire at Stones Throw, LLC	CA
K. Hovnanian at Andalusia, LLC	CA
K. Hovnanian at Bakersfield 463, L.L.C.	CA
K. Hovnanian at Beacon Park Area 129 II, LLC	CA
K. Hovnanian at Beacon Park Area 129, LLC	CA
K. Hovnanian at Beacon Park Area 137, LLC	CA
K. Hovnanian at Blackstone, LLC	CA
K. Hovnanian at Cadence Park, LLC	CA
K. HOVNANIAN AT CAPISTRANO, L.L.C.	CA
K. Hovnanian at Carlsbad, LLC	CA
K. Hovnanian at Cedar Lane, LLC	CA
K. Hovnanian at Cielo, L.L.C.	CA
K. Hovnanian At Dorado at Twelve Bridges, LLC	CA
K. Hovnanian at Fiddymment Ranch, LLC	CA
K. Hovnanian at Firefly at Winding Creek, LLC	CA
K. Hovnanian at Fresno, LLC	CA
K. Hovnanian at Gilroy 60, LLC	CA

K. Hovnanian at Gilroy, LLC	CA
K. Hovnanian at Hidden Lake, LLC	CA
K. Hovnanian at Jaeger Ranch, LLC	CA
K. Hovnanian at La Laguna, L.L.C.	CA
K. Hovnanian at Luna Vista, LLC	CA
K. Hovnanian at Manteca, LLC	CA
K. Hovnanian at Melanie Meadows, LLC	CA
K. Hovnanian at Meridian Hills, LLC	CA
K. Hovnanian at Muirfield, LLC	CA
K. Hovnanian at Parkside, LLC	CA
K. Hovnanian at Pavilion Park, LLC	CA
K. Hovnanian at Positano, LLC	CA
K. HOVNANIAN AT ROSEMARY LANTANA, L.L.C.	CA
K. Hovnanian at Santa Nella, LLC	CA
K. Hovnanian at Sendero Ranch, LLC	CA
K. Hovnanian at Sheldon Grove, LLC	CA
K. Hovnanian at Sierra Vista, LLC	CA
K. Hovnanian at Skye Isle, LLC	CA
K. Hovnanian at Stanton, LLC	CA
K. Hovnanian at Sunridge Park, LLC	CA
K. Hovnanian at Thompson Ranch, LLC	CA
K. Hovnanian at Trail Ridge, LLC	CA
K. Hovnanian at Valle Del Sol, LLC	CA
K. Hovnanian at Verona Estates, LLC	CA
K. Hovnanian at Victorville, L.L.C.	CA
K. Hovnanian at Village Center, LLC	CA
K. Hovnanian at Vineyard Heights, LLC	CA
K. Hovnanian at Vista Lago, LLC	CA
K. Hovnanian at Waterstone, LLC	CA
K. Hovnanian at West View Estates, L.L.C.	CA
K. Hovnanian at Westshore, LLC	CA
K. Hovnanian at Wheeler Ranch, LLC	CA
K. Hovnanian at Woodcreek West, LLC	CA
K. Hovnanian CA Land Holdings, LLC	CA
K. Hovnanian California Operations, Inc.	CA
K. Hovnanian California Region, Inc.	CA
K. Hovnanian Communities, Inc.	CA
K. Hovnanian Companies of Southern California, Inc.	CA
K. Hovnanian Companies, LLC	CA
K. Hovnanian East Group, LLC	CA
K. Hovnanian Enterprises, Inc.	CA
K. Hovnanian GT Investment, L.L.C.	CA
K. Hovnanian Homes Northern California, Inc.	CA
K. Hovnanian JV Holdings, L.L.C.	CA
K. Hovnanian JV Services Company, L.L.C.	CA
K. Hovnanian Meadow View at Mountain House, LLC	CA
K. Hovnanian Northeast Division, Inc.	CA
K. Hovnanian Northern California Division, LLC	CA
K. Hovnanian Operations Company, Inc.	CA
K. Hovnanian Southern California Division, LLC	CA
K. Hovnanian Terra Lago Investment, LLC	CA
K. Hovnanian's Aspire at Union Village, LLC	CA
K. HOVNANIAN'S FOUR SEASONS AT BAKERSFIELD, L.L.C.	CA
K. Hovnanian's Four Seasons at Beaumont, LLC	CA
K. Hovnanian's Four Seasons at Los Banos, LLC	CA
K. Hovnanian's Sonata at The Preserve, LLC	CA
K. Hovnanian's Veranda at RiverPark II, LLC	CA
K. Hovnanian's Veranda at RiverPark, LLC	CA
STONEBROOK HOMES, INC.	CA
K. Hovnanian Parkview at Sterling Meadows, LLC	CA
K. Hovnanian Developments of D.C., Inc.	DC
K. Hovnanian Homes at Parkside, LLC	DC
K. Hovnanian Homes of D.C., L.L.C.	DC
GTIS-HOV Dulles Parkway Parent LLC	DE
GTIS-HOV Greenfield Crossing Parent LLC	DE
GTIS-HOV Holdings LLC	DE
Homebuyers Financial USA, LLC	DE
Hovnanian Enterprises, Inc. (PARENT COMPANY)	DE
HovSite Catalina LLC	DE
HovSite Churchill Club LLC	DE
HovSite Cider Grove LLC	DE
HovSite Firenze LLC	DE
HovSite Greenwood Manor LLC	DE
HovSite Hunt Club LLC	DE
HovSite Liberty Lakes LLC	DE
HovSite Monteverde 1 & 2 LLC	DE

HovSite Monteverde 3 & 4 LLC	DE
HovSite Providence LLC	DE
HovSite Southampton LLC	DE
K. Hovnanian at Admiral's Landing, LLC	DE
K. Hovnanian at Ashby Place, LLC	DE
K. Hovnanian at Autumn Ridge, LLC	DE
K. Hovnanian at Brenford Station, LLC	DE
K. Hovnanian at Cedar Lane Estates, LLC	DE
K. Hovnanian at Fork Landing, LLC	DE
K. Hovnanian at Harbor's Edge at Bayside, LLC	DE
K. Hovnanian at Hidden Brook, LLC	DE
K. Hovnanian at North Brunswick VI, L.L.C.	DE
K. Hovnanian at Nottingham Meadows, LLC	DE
K. Hovnanian at Ocean View Beach Club, LLC	DE
K. Hovnanian at Plantation Lakes, L.L.C.	DE
K. Hovnanian at Retreat at Millstone, LLC	DE
K. Hovnanian at Seabrook, LLC	DE
K. Hovnanian at Tower Hill, LLC	DE
K. Hovnanian at Townsend Fields, LLC	DE
K. Hovnanian Central Acquisitions, L.L.C.	DE
K. Hovnanian Delaware Division, Inc.	DE
K. Hovnanian Delaware Operations, LLC	DE
K. Hovnanian GT IX Investment, LLC	DE
K. Hovnanian GT V Investment, LLC	DE
K. Hovnanian GT VI Investment, LLC	DE
K. Hovnanian GT VII Investment, LLC	DE
K. Hovnanian GT VIII Investment, LLC	DE
K. Hovnanian GT X Investment, LLC	DE
K. Hovnanian Homes at Knollac Acres, LLC	DE
K. Hovnanian Homes at Summit Pointe, LLC	DE
K. Hovnanian Homes of Delaware I, LLC	DE
K. Hovnanian Homes of Longacre Village, L.L.C.	DE
K. Hovnanian HovSite II Investment, LLC	DE
K. Hovnanian HovSite III Investment, LLC	DE
K. Hovnanian M.E. Investments, LLC	DE
K. Hovnanian New Jersey Operations, LLC	DE
K. Hovnanian North Central Acquisitions, L.L.C.	DE
K. Hovnanian North Jersey Acquisitions, L.L.C.	DE
K. Hovnanian South Jersey Acquisitions, L.L.C.	DE
K. Hovnanian's Four Seasons at Baymont Farms L.L.C.	DE
K. Hovnanian's Four Seasons at Silver Maple Farm, L.L.C.	DE
KHH Shell Hall Loan Acquisition, LLC	DE
Traverse Partners, LLC	DE
Washington Homes, Inc.	DE
WTC Ventures, L.L.C.	DE
Eastern National Title Agency Florida, LLC	FL
HOVNANIAN DEVELOPMENTS OF FLORIDA, INC.	FL
Hovnanian Land Investment Group of Florida, L.L.C.	FL
K. Hovnanian Amber Glen, LLC	FL
K. Hovnanian Aspire at Port St. Lucie, LLC	FL
K. HOVNANIAN ASPIRE AT WATERSTONE, LLC	FL
K. HOVNANIAN AT AVENIR, LLC	FL
K. Hovnanian at Boca Dunes, LLC	FL
K. Hovnanian at Coral Lago, LLC	FL
K. Hovnanian at Delray Beach, L.L.C.	FL
K. Hovnanian at Hampton Cove, LLC	FL
K. Hovnanian at Hilltop Reserve II, LLC	FL
K. Hovnanian at Hilltop Reserve, LLC	FL
K. Hovnanian at Lake Burden, LLC	FL
K. Hovnanian at Lake Florence, LLC	FL
K. Hovnanian at Lake LeClare, LLC	FL
K. Hovnanian at Pickett Reserve, LLC	FL
K. Hovnanian at Redtail, LLC	FL
K. Hovnanian at Spring Isle, LLC	FL
K. Hovnanian at Summerlake, LLC	FL
K. Hovnanian at Terra Bella Two, LLC	FL
K. Hovnanian at The Highlands at Summerlake Grove, LLC	FL
K. Hovnanian at Valletta, LLC	FL
K. Hovnanian at Walkers Grove, LLC	FL
K. Hovnanian Belmont Reserve, LLC	FL
K. Hovnanian Cambridge Homes, L.L.C.	FL
K. Hovnanian Companies of Florida, LLC	FL
K. Hovnanian Cypress Creek, LLC	FL
K. Hovnanian Cypress Key, LLC	FL
K. Hovnanian Estates at Wekiva, LLC	FL
K. HOVNANIAN FIRST HOMES, L.L.C.	FL

K. HOVNANIAN FLORIDA OPERATIONS, LLC	FL
K. Hovnanian Florida Realty, L.L.C.	FL
K. Hovnanian Fox Pointe, LLC	FL
K. Hovnanian Grand Cypress, LLC	FL
K. Hovnanian Grandefield, LLC	FL
K. Hovnanian Homes of Florida I, LLC	FL
K. Hovnanian Ivy Trail, LLC	FL
K. Hovnanian Lake Griffin Reserve, LLC	FL
K. Hovnanian Lake Parker, LLC	FL
K. Hovnanian Magnolia at Westside, LLC	FL
K. Hovnanian Montclair Estates, LLC	FL
K. Hovnanian Ocoee Landings, LLC	FL
K. Hovnanian Orlando Division, LLC	FL
K. Hovnanian Osprey Ranch, LLC	FL
K. Hovnanian Pinewood Reserve, LLC	FL
K. Hovnanian Preserve at Avonlea, LLC	FL
K. HOVNANIAN PRESERVE AT TURTLE CREEK LLC	FL
K. Hovnanian Reynolds Ranch, LLC	FL
K. Hovnanian Riverside, LLC	FL
K. Hovnanian Rivington, LLC	FL
K. Hovnanian San Sebastian, LLC	FL
K. Hovnanian Sereno, LLC	FL
K. Hovnanian South Fork, LLC	FL
K. Hovnanian Southeast Florida Division, LLC	FL
K. Hovnanian Sterling Ranch, LLC	FL
K. Hovnanian T&C Homes at Florida, L.L.C.	FL
K. Hovnanian TerraLargo, LLC	FL
K. Hovnanian Union Park, LLC	FL
K. Hovnanian Winding Bay Preserve, LLC	FL
K. HOVNANIAN WINDWARD HOMES, LLC	FL
KHOV WINDING BAY II, LLC	FL
LINKS AT CALUSA SPRINGS, LLC	FL
K. Hovnanian at The Commons at Richmond Hill, LLC	GA
K. Hovnanian at Westbrook, LLC	GA
K. Hovnanian Developments of Georgia, Inc.	GA
K. Hovnanian Georgia Operations, LLC	GA
K. HOVNANIAN HOMES AT CREEKSIDE, LLC	GA
Amber Ridge, LLC	IL
Arbor Trails, LLC	IL
EASTERN NATIONAL TITLE AGENCY ILLINOIS, LLC	IL
Glenrise Grove, L.L.C.	IL
K. Hovnanian at Amberley Woods, LLC	IL
K. Hovnanian at Ashley Pointe LLC	IL
K. Hovnanian at Bradwell Estates, LLC	IL
K. Hovnanian at Christina Court, LLC	IL
K. Hovnanian at Churchill Farms LLC	IL
K. Hovnanian at Deer Ridge, LLC	IL
K. Hovnanian at Estates of Fox Chase, LLC	IL
K. Hovnanian at Fairfield Ridge, LLC	IL
K. Hovnanian at Grande Park, LLC	IL
K. Hovnanian at Hanover Estates, LLC	IL
K. Hovnanian at Island Lake, LLC	IL
K. Hovnanian at Link Crossing, LLC	IL
K. Hovnanian at Maple Hill LLC	IL
K. Hovnanian at Meadowridge Villas, LLC	IL
K. Hovnanian at North Grove Crossing, LLC	IL
K. Hovnanian at North Pointe Estates LLC	IL
K. Hovnanian at Northridge Estates, LLC	IL
K. Hovnanian at Orchard Meadows, LLC	IL
K. Hovnanian at Prairie Pointe, LLC	IL
K. Hovnanian at Randall Highlands, LLC	IL
K. Hovnanian at River Hills, LLC	IL
K. Hovnanian at Sagebrook, LLC	IL
K. HOVNANIAN AT SILVER LEAF, LLC	IL
K. Hovnanian at Silverwood Glen, LLC	IL
K. Hovnanian at Somerset, LLC	IL
K. HOVNANIAN AT TAMARACK SOUTH LLC	IL
K. Hovnanian at Tanglewood Oaks, LLC	IL
K. Hovnanian at Trafford Place, LLC	IL
K. Hovnanian at Tramore LLC	IL
K. HOVNANIAN AT VILLAS AT THE COMMONS, LLC	IL
K. Hovnanian Chicago Division, Inc.	IL
K. Hovnanian Estates at Regency, L.L.C.	IL
K. HOVNANIAN ILLINOIS OPERATIONS, LLC	IL
K. Hovnanian T&C Homes at Illinois, L.L.C.	IL
K. Hovnanian's Four Seasons at Briargate, LLC	IL

K. Hovnanian's Four Seasons at New Lenox, LLC	IL
K. Hovnanian at Norton Lake LLC	IL
Eastern National Title Agency Maryland, LLC	MD
GTIS-HOV Villages at Pepper Mill LLC	MD
Homebuyers Financial Services, L.L.C.	MD
Hovnanian Land Investment Group of Maryland, L.L.C.	MD
Hovnanian Land Investment Group, L.L.C.	MD
K. Hovnanian at Brittany Manor, LLC	MD
K. Hovnanian at Caton's Reserve, LLC	MD
K. Hovnanian at Eden Terrace, L.L.C.	MD
K. Hovnanian at Grace Meadows, LLC	MD
K. Hovnanian at Roderuck, L.L.C.	MD
K. Hovnanian at Wade's Grant, L.L.C.	MD
K. Hovnanian Brittany Manor Borrower, LLC	MD
K. Hovnanian D.C. Group, LLC	MD
K. Hovnanian Developments of Maryland, Inc.	MD
K. Hovnanian Homes at Russett, L.L.C.	MD
K. Hovnanian Homes at the Highlands, LLC	MD
K. Hovnanian Homes of Maryland I, LLC	MD
K. Hovnanian Homes of Maryland II, LLC	MD
K. Hovnanian Homes of Maryland, L.L.C.	MD
K. Hovnanian's Four Seasons at Kent Island II, LLC	MD
K. Hovnanian's Four Seasons at St. Margarets Landing, L.L.C.	MD
Ridgemore Utility L.L.C.	MD
K. Hovnanian Developments of Minnesota, Inc.	MN
K. Hovnanian Homes of Minnesota at Arbor Creek, LLC	MN
K. Hovnanian Homes of Minnesota at Autumn Meadows, LLC	MN
K. Hovnanian Homes of Minnesota at Brynwood, LLC	MN
K. Hovnanian Homes of Minnesota at Cedar Hollow, LLC	MN
K. Hovnanian Homes of Minnesota at Founder's Ridge, LLC	MN
K. Hovnanian Homes of Minnesota at Harpers Street Woods, LLC	MN
K. Hovnanian Homes of Minnesota at Oaks of Oxbow, LLC	MN
K. Hovnanian Homes of Minnesota at Regent's Point, LLC	MN
K. Hovnanian Homes of Minnesota, L.L.C.	MN
K. Hovnanian Liberty on Bluff Creek, LLC	MN
K. Hovnanian Timbres at Elm Creek, LLC	MN
K. Hovnanian's Four Seasons at Rush Creek II, LLC	MN
K. Hovnanian's Four Seasons at Rush Creek, L.L.C.	MN
K. Hovnanian at Burch Kove, LLC	NC
K. Hovnanian at Indian Wells, LLC	NC
K. Hovnanian at Lily Orchard, LLC	NC
K. Hovnanian at Main Street Square, LLC	NC
K. Hovnanian at Oak Pointe, LLC	NC
K. Hovnanian at The Promenade at Beaver Creek, LLC	NC
K. Hovnanian at Wheeler Woods, LLC	NC
K. Hovnanian Developments of North Carolina, Inc.	NC
K. Hovnanian Homes at Brook Manor, LLC	NC
K. HOVNANIAN HOMES OF NORTH CAROLINA, INC.	NC
K. Hovnanian Sherwood at Regency, LLC	NC
Builder Services NJ, L.L.C.	NJ
Eastern National Title Agency, Inc.	NJ
F&W MECHANICAL SERVICES, L.L.C.	NJ
K. HOVNANIAN 77 HUDSON STREET INVESTMENTS, L.L.C.	NJ
K. Hovnanian Acquisitions, Inc.	NJ
K. Hovnanian American Mortgage, L.L.C.	NJ
K. HOVNANIAN ASPIRE AT MORRIS WOODS, LLC	NJ
K. Hovnanian at Asbury Park Urban Renewal, LLC	NJ
K. Hovnanian at Barnegat II, L.L.C.	NJ
K. Hovnanian at Branchburg II, LLC	NJ
K. Hovnanian at Branchburg, L.L.C.	NJ
K. Hovnanian at Branchburg-Vollers, LLC	NJ
K. Hovnanian at Chesterfield, L.L.C.	NJ
K. Hovnanian at Dunellen Urban Renewal, LLC	NJ
K. Hovnanian at East Brunswick III, LLC	NJ
K. Hovnanian at East Brunswick, LLC	NJ
K. Hovnanian at East Windsor, LLC	NJ
K. Hovnanian at Egg Harbor Township II, L.L.C.	NJ
K. Hovnanian at Fifth Avenue, L.L.C.	NJ
K. Hovnanian at Florence I, L.L.C.	NJ
K. Hovnanian at Florence II, L.L.C.	NJ
K. Hovnanian at Franklin II, L.L.C.	NJ
K. Hovnanian at Franklin, L.L.C.	NJ
K. Hovnanian at Freehold Township III, LLC	NJ
K. HOVNANIAN AT GLEN OAKS, LLC	NJ
K. Hovnanian at Great Notch, L.L.C.	NJ
K. Hovnanian at Hillsborough, LLC	NJ

K. Hovnanian at Howell Fort Plains, LLC	NJ
K. Hovnanian at Howell II, LLC	NJ
K. Hovnanian at Howell, LLC	NJ
K. Hovnanian at Jackson I, L.L.C.	NJ
K. Hovnanian at Jackson, L.L.C.	NJ
K. Hovnanian at Little Egg Harbor Township II, L.L.C.	NJ
K. Hovnanian at Manalapan Crossing, LLC	NJ
K. Hovnanian at Manalapan II, L.L.C.	NJ
K. Hovnanian at Manalapan III, L.L.C.	NJ
K. Hovnanian at Manalapan IV, LLC	NJ
K. HOVNANIAN AT MANALAPAN RIDGE, LLC	NJ
K. Hovnanian at Manalapan V, LLC	NJ
K. Hovnanian at Manalapan VI, LLC	NJ
K. Hovnanian at Maple Avenue, L.L.C.	NJ
K. Hovnanian at Marlboro Place, LLC	NJ
K. Hovnanian at Middletown III, LLC	NJ
K. Hovnanian at Millville II, L.L.C.	NJ
K. Hovnanian at Monroe NJ II, LLC	NJ
K. Hovnanian at Monroe NJ III, LLC	NJ
K. Hovnanian at Monroe NJ, L.L.C.	NJ
K. Hovnanian at Montgomery, LLC	NJ
K. Hovnanian at Montvale II, LLC	NJ
K. Hovnanian at Montvale, L.L.C.	NJ
K. Hovnanian at Morris Twp, LLC	NJ
K. Hovnanian at North Caldwell II, L.L.C.	NJ
K. Hovnanian at North Caldwell III, L.L.C.	NJ
K. Hovnanian at North Caldwell IV, L.L.C.	NJ
K. Hovnanian at North Wildwood, L.L.C.	NJ
K. Hovnanian at Oakland, LLC	NJ
K. Hovnanian at Old Bridge II, LLC	NJ
K. Hovnanian at Old Bridge, L.L.C.	NJ
K. Hovnanian at Port Imperial Investment, LLC	NJ
K. HOVNANIAN AT PORT IMPERIAL URBAN RENEWAL V, L.L.C.	NJ
K. HOVNANIAN AT PORT IMPERIAL URBAN RENEWAL VIII, L.L.C.	NJ
K. Hovnanian at Ridgemont, L.L.C.	NJ
K. Hovnanian at Rock Ledge, LLC	NJ
K. Hovnanian at Shrewsbury, LLC	NJ
K. Hovnanian at Smithville, Inc.	NJ
K. Hovnanian at South Brunswick II, LLC	NJ
K. Hovnanian at South Brunswick III, LLC	NJ
K. Hovnanian at South Brunswick IV, LLC	NJ
K. Hovnanian at Station Square, L.L.C.	NJ
K. Hovnanian at The Monarch, L.L.C.	NJ
K. Hovnanian at Trenton II, L.L.C.	NJ
K. Hovnanian at Trenton Urban Renewal, L.L.C.	NJ
K. Hovnanian at Villages at Country View, LLC	NJ
K. Hovnanian at Wall Donato, LLC	NJ
K. Hovnanian at Wall Quail Ridge, LLC	NJ
K. Hovnanian at Warren Township II, LLC	NJ
K. Hovnanian at Warren Township, L.L.C.	NJ
K. Hovnanian at Wildwood Bayside, L.L.C.	NJ
K. Hovnanian at Woolwich I, L.L.C.	NJ
K. HOVNANIAN EDISON GROUP, LLC	NJ
K. HOVNANIAN FINANCIAL SERVICES GROUP, LLC	NJ
K. Hovnanian Holdings NJ, L.L.C.	NJ
K. Hovnanian Manalapan Acquisition, LLC	NJ
K. Hovnanian Northeast Services, L.L.C.	NJ
K. Hovnanian Properties of Red Bank, LLC	NJ
K. Hovnanian Southern New Jersey, L.L.C.	NJ
K. Hovnanian's Aegean at Asbury Park, LLC	NJ
K. Hovnanian's Baltic at Asbury Park, LLC	NJ
K. Hovnanian's Cove at Asbury Park, LLC	NJ
K. Hovnanian's Enclave at Old Tappan, LLC	NJ
K. Hovnanian's Four Seasons at Bella Vista, LLC	NJ
K. HOVNANIAN'S FOUR SEASONS AT COLTS FARM, LLC	NJ
K. Hovnanian's Prospect Place at Morristown, LLC	NJ
K. Hovnanian's Woodlands at Freehold, LLC	NJ
LANDARAMA, INC.	NJ
M & M at Monroe Woods, L.L.C.	NJ
M&M at Chesterfield, L.L.C.	NJ
M&M at Crescent Court, L.L.C.	NJ
M&M at West Orange, L.L.C.	NJ
Matzel & Mumford at Egg Harbor, L.L.C.	NJ
MCNJ, Inc.	NJ
MM-Beachfront North I, LLC	NJ
Route 1 and Route 522, L.L.C.	NJ

Terrapin Realty, L.L.C.	NJ
The Matzel & Mumford Organization, Inc	NJ
K. Hovnanian at Waldwick, LLC	NJ
K. Hovnanian Classics, L.L.C.	NJ
K. HOVNANIAN COMPANIES OF NEW YORK, INC.	NY
K. Hovnanian Developments of New York, Inc.	NY
K. Hovnanian Aberdeen, LLC	OH
K. Hovnanian Asbury Pointe, LLC	OH
K. Hovnanian at Cooper's Landing, LLC	OH
K. Hovnanian Belden Pointe, LLC	OH
K. Hovnanian Buckeye Ridge, LLC	OH
K. Hovnanian Build on Your Lot Division, LLC	OH
K. Hovnanian Cleveland Division, LLC	OH
K. Hovnanian Cornerstone Farms, LLC	OH
K. Hovnanian Edgebrook, LLC	OH
K. Hovnanian Falls Pointe, LLC	OH
K. Hovnanian Forest Lakes, LLC	OH
K. Hovnanian Forest Valley, LLC	OH
K. Hovnanian Four Seasons at Chestnut Ridge, LLC	OH
K. Hovnanian Hidden Hollow, LLC	OH
K. Hovnanian Highland Ridge, LLC	OH
K. Hovnanian Indian Trails, LLC	OH
K. Hovnanian LaDue Reserve, LLC	OH
K. Hovnanian Lakes of Green, LLC	OH
K. Hovnanian Landings 40s, LLC	OH
K. Hovnanian Meadow Lakes, LLC	OH
K. Hovnanian Monarch Grove, LLC	OH
K. Hovnanian Northpointe 40s, LLC	OH
K. Hovnanian Norton Place, LLC	OH
K. Hovnanian Ohio Realty, L.L.C.	OH
K. Hovnanian Ohio Region, Inc.	OH
K. Hovnanian Redfern Trails, LLC	OH
K. Hovnanian Rivendale, LLC	OH
K. Hovnanian Schady Reserve, LLC	OH
K. Hovnanian Village Glen, LLC	OH
K. Hovnanian Waterbury, LLC	OH
K. Hovnanian White Road, LLC	OH
K. Hovnanian Woodland Pointe, LLC	OH
MIDWEST BUILDING PRODUCTS & CONTRACTOR SERVICES, L.L.C.	OH
New Home Realty, LLC	OH
K. HOVNANIAN OHIO OPERATIONS, LLC	OH
K. Hovnanian Woodridge Place, LLC	OH
Builder Services PA, L.L.C.	PA
Eastern National Abstract, Inc.	PA
GTIS-HOV Warminster LLC	PA
K. Hovnanian at Allentown, L.L.C.	PA
K. HOVNANIAN AT CAMP HILL, L.L.C.	PA
K. Hovnanian at Doylestown, LLC	PA
K. Hovnanian at Hershey's Mill, Inc.	PA
K. Hovnanian at Lower Macungie Township I, L.L.C.	PA
K. Hovnanian at Lower Macungie Township II, L.L.C.	PA
K. Hovnanian at Lower Makefield Township I, L.L.C.	PA
K. Hovnanian at Middletown, LLC	PA
K. Hovnanian at Northampton, L.L.C.	PA
K. HOVNANIAN AT PHILADELPHIA I, L.L.C.	PA
K. HOVNANIAN AT RAPHO, L.L.C	PA
K. Hovnanian at Sawmill, Inc.	PA
K. Hovnanian at Silver Spring, L.L.C.	PA
K. Hovnanian at Upper Uwchlan II, L.L.C.	PA
K. Hovnanian at Upper Uwchlan, L.L.C.	PA
K. Hovnanian at Whitemarsh, LLC	PA
K. Hovnanian Developments of Pennsylvania, Inc.	PA
K. Hovnanian Eastern Pennsylvania, L.L.C.	PA
K. HOVNANIAN HOMES OF PENNSYLVANIA, L.L.C.	PA
K. Hovnanian PA Real Estate, Inc.	PA
K. Hovnanian Pennsylvania Build on Your Lot Division, LLC	PA
K. Hovnanian Pennsylvania New GC, LLC	PA
K. Hovnanian Pennsylvania Operations, LLC	PA
Midwest Building Products & Contractor Services of Pennsylvania, L.L.C.	PA
K. Hovnanian at Upper Providence, LLC	PA
K. Hovnanian at Coosaw Point, LLC	SC
K. Hovnanian at Fox Path at Hampton Lake, LLC	SC
K. Hovnanian at Hammock Breeze, LLC	SC
K. Hovnanian at Hampton Lake, LLC	SC
K. Hovnanian at Lakes at New Riverside, LLC	SC
K. Hovnanian at Liberty Hill Farm, LLC	SC



K. Hovnanian at Magnolia Place, LLC	SC
K. Hovnanian at Pinckney Farm, LLC	SC
K. Hovnanian at Pine Crest, LLC	SC
K. Hovnanian CraftBuilt Homes of South Carolina, L.L.C.	SC
K. Hovnanian Homes at Salt Creek Landing, LLC	SC
K. Hovnanian Homes at Shell Hall, LLC	SC
K. Hovnanian Homes at St. James Place, LLC	SC
K. Hovnanian Homes at The Abby, LLC	SC
K. Hovnanian Homes at The Paddocks, LLC	SC
K. Hovnanian South Carolina Operations, LLC	SC
K. Hovnanian Southeast Coastal Division, Inc.	SC
K. Hovnanian's Four Seasons at Malind Bluff, LLC	SC
Shell Hall Club Amenity Acquisition, LLC	SC
Shell Hall Land Acquisition, LLC	SC
Eastern National Title Agency Texas, Inc.	TX
K. Hovnanian Developments of Texas, Inc.	TX
K. Hovnanian DFW Ascend at Creekshaw, LLC	TX
K. Hovnanian DFW Ascend at Justin Crossing, LLC	TX
K. Hovnanian DFW Auburn Farms, LLC	TX
K. Hovnanian DFW Bayside, LLC	TX
K. Hovnanian DFW Belmont, LLC	TX
K. Hovnanian DFW Berkshire II, LLC	TX
K. Hovnanian DFW Berkshire, LLC	TX
K. Hovnanian DFW Bluff Creek, LLC	TX
K. Hovnanian DFW Caldwell Lakes, LLC	TX
K. Hovnanian DFW Calloway Trails, LLC	TX
K. Hovnanian DFW Canyon Falls, LLC	TX
K. Hovnanian DFW Carillon, LLC	TX
K. Hovnanian DFW Commodore at Preston, LLC	TX
K. Hovnanian DFW Courts at Bonnie Brae, LLC	TX
K. Hovnanian DFW Creekside Estates II, LLC	TX
K. Hovnanian DFW Diamond Creek Estates, LLC	TX
K. Hovnanian DFW Division, LLC	TX
K. Hovnanian DFW Encore of Las Colinas II, LLC	TX
K. Hovnanian DFW Encore of Las Colinas, LLC	TX
K. Hovnanian DFW Harmon Farms, LLC	TX
K. Hovnanian DFW Heritage Crossing, LLC	TX
K. Hovnanian DFW Heron Pond, LLC	TX
K. Hovnanian DFW High Pointe, LLC	TX
K. Hovnanian DFW Hightower, LLC	TX
K. Hovnanian DFW Homestead, LLC	TX
K. Hovnanian DFW Inspiration, LLC	TX
K. Hovnanian DFW Kensington Place, LLC	TX
K. Hovnanian DFW Lexington, LLC	TX
K. Hovnanian DFW Liberty Crossing II, LLC	TX
K. Hovnanian DFW Liberty Crossing, LLC	TX
K. Hovnanian DFW Liberty, LLC	TX
K. Hovnanian DFW Light Farms II, LLC	TX
K. Hovnanian DFW Light Farms, LLC	TX
K. Hovnanian DFW Midtown Park, LLC	TX
K. Hovnanian DFW Milrany Ranch, LLC	TX
K. Hovnanian DFW Mustang Lakes II, LLC	TX
K. Hovnanian DFW Mustang Lakes, LLC	TX
K. Hovnanian DFW Oakmont Park, LLC	TX
K. Hovnanian DFW Palisades, LLC	TX
K. Hovnanian DFW Parkside, LLC	TX
K. Hovnanian DFW Parkview, LLC	TX
K. Hovnanian DFW Ridgeview, LLC	TX
K. Hovnanian DFW Sanford Park, LLC	TX
K. Hovnanian DFW Seventeen Lakes, LLC	TX
K. Hovnanian DFW South Pointe, LLC	TX
K. Hovnanian DFW The Parks at Rosehill, LLC	TX
K. Hovnanian DFW Trailwood II, LLC	TX
K. Hovnanian DFW Trailwood, LLC	TX
K. Hovnanian DFW Villas at Mustang Park, LLC	TX
K. Hovnanian DFW Villas at The Station, LLC	TX
K. Hovnanian DFW Watson Creek, LLC	TX
K. Hovnanian DFW Wellington Villas, LLC	TX
K. Hovnanian DFW Wellington, LLC	TX
K. Hovnanian DFW Wildridge, LLC	TX
K. Hovnanian Homes - DFW II, L.L.C.	TX
K. Hovnanian Homes - DFW, L.L.C.	TX
K. Hovnanian Houston Balmoral, LLC	TX
K. Hovnanian Houston Bayou Oaks at West Orem, LLC	TX
K. Hovnanian Houston Cambridge Heights, LLC	TX
K. Hovnanian Houston City Heights, LLC	TX

K. Hovnanian Houston Creek Bend, LLC	TX
K. Hovnanian Houston Division, LLC	TX
K. Hovnanian Houston Dry Creek Village, LLC	TX
K. Hovnanian Houston Eldridge Park, LLC	TX
K. Hovnanian Houston Greatwood Lake, LLC	TX
K. Hovnanian Houston Katy Pointe II, LLC	TX
K. Hovnanian Houston Katy Pointe, LLC	TX
K. Hovnanian Houston Lakes of Bella Terra West II, LLC	TX
K. Hovnanian Houston Lakes of Bella Terra West, LLC	TX
K. Hovnanian Houston Laurel Glen, LLC	TX
K. Hovnanian Houston Magnolia Creek, LLC	TX
K. Hovnanian Houston Midtown Park I, LLC	TX
K. Hovnanian Houston Park Lakes East, LLC	TX
K. Hovnanian Houston Parkway Trails, LLC	TX
K. Hovnanian Houston River Farms, LLC	TX
K. Hovnanian Houston Sunset Ranch, LLC	TX
K. Hovnanian Houston Terra Del Sol, LLC	TX
K. Hovnanian Houston Thunder Bay Subdivision, LLC	TX
K. Hovnanian Houston Tranquility Lake Estates, LLC	TX
K. Hovnanian Houston Westwood, LLC	TX
K. Hovnanian Houston Woodshore, LLC	TX
K. Hovnanian of Houston II, L.L.C.	TX
K. Hovnanian of Houston III, L.L.C.	TX
K. Hovnanian Texas Operations, LLC	TX
PARK TITLE COMPANY, LLC	TX
K. Hovnanian DFW Creekside Estates, LLC	TX
Eastern National Title Agency Virginia, Inc.	VA
GTIS-HOV Festival Lakes LLC	VA
GTIS-HOV Residences at Dulles Parkway LLC	VA
GTIS-HOV Residences at Greenfield Crossing LLC	VA
K. Hovnanian at Alexander Lakes, LLC	VA
K. Hovnanian at Bellewood, LLC	VA
K. Hovnanian at Bensen's Mill Estates, LLC	VA
K. Hovnanian at Canter V, LLC	VA
K. Hovnanian at Dominion Crossing, LLC	VA
K. Hovnanian at Embrey Mill Village, LLC	VA
K. Hovnanian at Embrey Mill, LLC	VA
K. Hovnanian at Estates at Wheatlands, LLC	VA
K. Hovnanian at Estates of Chancellorsville, LLC	VA
K. Hovnanian at Hampton Run, LLC	VA
K. Hovnanian at Highland Park, LLC	VA
K. Hovnanian at Holly Ridge, LLC	VA
K. Hovnanian at Hunter's Pond, LLC	VA
K. Hovnanian at Jacks Run, LLC	VA
K. Hovnanian at Lake Ridge Estates, LLC	VA
K. Hovnanian at Laurel Hills Crossing, LLC	VA
K. Hovnanian at Lenah Woods, LLC	VA
K. Hovnanian at Madison Square, LLC	VA
K. Hovnanian at Melody Farm, LLC	VA
K. Hovnanian at North Hill, LLC	VA
K. Hovnanian at Pelham's Reach, LLC	VA
K. Hovnanian at Raymond Farm, LLC	VA
K. Hovnanian at Reserves at Wheatlands, LLC	VA
K. Hovnanian at Residence at Discovery Square, LLC	VA
K. Hovnanian at Rockland Village Green, LLC	VA
K. Hovnanian at Rocky Run Village, LLC	VA
K. Hovnanian at Seasons Landing, LLC	VA
K. Hovnanian at Signal Hill, LLC	VA
K. Hovnanian at Tanager, LLC	VA
K. Hovnanian at The Boulevards at Westfields, LLC	VA
K. Hovnanian at Townes at County Center, LLC	VA
K. Hovnanian at Village of Round Hill, LLC	VA
K. Hovnanian at Waterford, LLC	VA
K. Hovnanian at Wellsprings, LLC	VA
K. Hovnanian at Willowsford Greens III, LLC	VA
K. Hovnanian Developments of Virginia, Inc.	VA
K. Hovnanian Homes at Burke Junction, LLC	VA
K. Hovnanian Homes at Leigh Mill, LLC	VA
K. Hovnanian Homes at Thompson's Grant, LLC	VA
K. Hovnanian Homes at Willowsford Grange, LLC	VA
K. Hovnanian Homes at Willowsford Grant II, LLC	VA
K. Hovnanian Homes at Willowsford Grant, LLC	VA
K. Hovnanian Homes at Willowsford Greens, LLC	VA
K. Hovnanian Homes at Willowsford New, LLC	VA
K. Hovnanian Homes of Virginia I, LLC	VA
K. Hovnanian Mid-Atlantic Division, LLC	VA

K. Hovnanian Summit Holdings, L.L.C.	VA
K. Hovnanian Virginia Operations, Inc.	VA
K. Hovnanian's Four Seasons at New Kent Vineyards, L.L.C.	VA
K. Hovnanian's Four Seasons at Virginia Crossing, LLC	VA
K. Hovnanian at Dillon Farm, LLC	WV
K. Hovnanian at Huntfield, LLC	WV
K. Hovnanian Developments of West Virginia, Inc.	WV
K. Hovnanian Homes at Shenandoah Springs, LLC	WV
K. Hovnanian West Virginia Build on Your Lot Division, LLC	WV
K. Hovnanian West Virginia Operations, LLC	WV
Midwest Building Products & Contractor Services of West Virginia, L.L.C.	WV

## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements of our report dated December 18, 2020, relating to the consolidated financial statements of Hovnanian Enterprises, Inc. and subsidiaries (the “Company”), and the effectiveness of the Company’s internal control over financial reporting appearing in this Annual Report on Form 10-K of Hovnanian Enterprises, Inc. for the year ended October 31, 2020:

1. Registration Statements Nos. 333-113758, 333-106756, and 333-92977 on Form S-8 pertaining to the Amended and Restated 2008 Hovnanian Enterprises, Inc. Stock Incentive Plan (which superseded and replaced the Amended and Restated 1999 Hovnanian Enterprises, Inc. Stock Incentive Plan), and Hovnanian Enterprises, Inc. Senior Executive Short-Term Incentive Plan, as amended and restated;
2. Registration Statement No. 333-56972 on Form S-8 pertaining to the Hovnanian Enterprises, Inc. 1983 Stock Option Plan as amended and restated;
3. Registration Statement No. 333-56640 on Form S-8 pertaining to the Washington Homes Employee Stock Option Plan;
4. Registration Statement No. 333-180668 on Form S-8 pertaining to the 2012 Hovnanian Enterprises, Inc. Stock Incentive Plan; and
5. Registration Statement Nos. 333-194542, 333-210218 and 333-230417 on Form S-8 pertaining to the 2012 Hovnanian Enterprises, Inc. Amended and Restated Stock Incentive Plan; and
6. Registration Statement No. 333-239045 on Form S-8 pertaining to the 2020 Hovnanian Enterprises, Inc. Stock Incentive Plan.

/s/ Deloitte & Touche LLP

New York, New York  
December 18, 2020

## CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the following Registration Statements of our report dated December 18, 2020, relating to the consolidated financial statements of GTIS-HOV Holdings V LLC and its subsidiaries as of October 31, 2020 and 2019, and for each of the three years in the period ended October 31, 2020, appearing in this Annual Report on Form 10-K of Hovnanian Enterprises, Inc. for the year ended October 31, 2020:

1. Registration Statements Nos. 333-113758, 333-106756, and 333-92977 on Form S-8 pertaining to the Amended and Restated 2008 Hovnanian Enterprises, Inc. Stock Incentive Plan (which superseded and replaced the Amended and Restated 1999 Hovnanian Enterprises, Inc. Stock Incentive Plan), and Hovnanian Enterprises, Inc. Senior Executive Short-Term Incentive Plan, as amended and restated;
2. Registration Statement No. 333-56972 on Form S-8 pertaining to the Hovnanian Enterprises, Inc. 1983 Stock Option Plan as amended and restated;
3. Registration Statement No. 333-56640 on Form S-8 pertaining to the Washington Homes Employee Stock Option Plan;
4. Registration Statement No. 333-180668 on Form S-8 pertaining to the 2012 Hovnanian Enterprises, Inc. Stock Incentive Plan; and
5. Registration Statement Nos. 333-194542, 333-210218 and 333-230417 on Form S-8 pertaining to the 2012 Hovnanian Enterprises, Inc. Amended and Restated Stock Incentive Plan; and
6. Registration Statement No. 333-239045 on Form S-8 pertaining to the 2020 Hovnanian Enterprises, Inc. Stock Incentive Plan.

/s/ Deloitte & Touche LLP

New York, New York  
December 18, 2020

## CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the following Registration Statements of our report dated December 19, 2019, relating to the consolidated financial statements of GTIS-HOV Holdings VI LLC and its subsidiaries as of October 31, 2019, and for the each of the years ended October 31, 2019 and 2018, appearing in this Annual Report on Form 10-K of Hovnanian Enterprises, Inc. for the year ended October 31, 2020:

1. Registration Statements Nos. 333-113758, 333-106756, and 333-92977 on Form S-8 pertaining to the Amended and Restated 2008 Hovnanian Enterprises, Inc. Stock Incentive Plan (which superseded and replaced the Amended and Restated 1999 Hovnanian Enterprises, Inc. Stock Incentive Plan), and Hovnanian Enterprises, Inc. Senior Executive Short-Term Incentive Plan, as amended and restated;
2. Registration Statement No. 333-56972 on Form S-8 pertaining to the Hovnanian Enterprises, Inc. 1983 Stock Option Plan as amended and restated;
3. Registration Statement No. 333-56640 on Form S-8 pertaining to the Washington Homes Employee Stock Option Plan;
4. Registration Statement No. 333-180668 on Form S-8 pertaining to the 2012 Hovnanian Enterprises, Inc. Stock Incentive Plan; and
5. Registration Statement Nos. 333-194542, 333-210218 and 333-230417 on Form S-8 pertaining to the 2012 Hovnanian Enterprises, Inc. Amended and Restated Stock Incentive Plan; and
6. Registration Statement No. 333-239045 on Form S-8 pertaining to the 2020 Hovnanian Enterprises, Inc. Stock Incentive Plan.

/s/ Deloitte & Touche LLP

New York, New York  
December 22, 2020

**CERTIFICATIONS**  
**Exhibit 31(a)**

I, Ara K. Hovnanian, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended October 31, 2020 of Hovnanian Enterprises, Inc. (the “registrant”);
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: December 18, 2020

/s/ARA K. HOVNANIAN

Ara K. Hovnanian

Chairman, President and Chief Executive Officer

**CERTIFICATIONS**  
**Exhibit 31(b)**

I, J. Larry Sorsby, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended October 31, 2020 of Hovnanian Enterprises, Inc. (the “registrant”);
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: December 18, 2020

/s/J. LARRY SORSBY

J. Larry Sorsby

Executive Vice President and Chief Financial 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 Hovnanian Enterprises, Inc. (the "Company") on Form 10-K for the year ended October 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ara K. Hovnanian, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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: December 18, 2020

/s/ARA K. HOVNANIAN

Ara K. Hovnanian

Chairman, President and Chief Executive Officer

**Exhibit 32(b)**

**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 Hovnanian Enterprises, Inc. (the "Company") on Form 10-K for the year ended October 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, J. Larry Sorsby, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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: December 18, 2020

/s/J. LARRY SORSBY

J. Larry Sorsby

Executive Vice President and Chief Financial Officer

CONSOLIDATED FINANCIAL STATEMENTS

GTIS-HOV Holdings V LLC

As Of October 31, 2020 And 2019 And For The Years Ended

October 31, 2020, 2019 And 2018 With Independent Auditors' Report

---

GTIS-HOV Holdings V LLC

Consolidated Financial Statements

As Of October 31, 2020 And 2019 And For The  
Years Ended October 31, 2020, 2019 And 2018

**Contents**

Independent Auditors' Report	1
Consolidated Financial Statements	
Consolidated Balance Sheets	2
Consolidated Statements of Operations	3
Consolidated Statements of Changes in Members' Equity	4
Consolidated Statements of Cash Flows	5
Notes to Consolidated Financial Statements	6-11

---

## INDEPENDENT AUDITORS' REPORT

To the Members of  
GTIS-HOV Holdings V LLC  
Matawan, New Jersey

We have audited the accompanying consolidated financial statements of GTIS-HOV Holdings V LLC and its subsidiaries (the "Company"), which comprise the consolidated balance sheets as of October 31, 2020 and 2019, and the related consolidated statements of operations, changes in members' equity, and cash flows for each of the three years in the period ended October 31, 2020, and the related notes to the consolidated financial statements.

### Management's Responsibility for the Consolidated Financial Statements.

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes 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.

### Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements 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, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of GTIS-HOV Holdings V LLC and its subsidiaries as of October 31, 2020 and 2019, and the results of their operations and their cash flows for each of the three years in the period ended October 31, 2020, in accordance with accounting principles generally accepted in the United States of America.

/s/ Deloitte & Touche LLP

New York, New York  
December 22, 2020

GTIS-HOV Holdings V LLC

Consolidated Balance Sheets  
(Dollars in Thousands)

	October 31,	
	2020	2019
<b>Assets</b>		
Cash and cash equivalents	\$ 10,082	\$ 14,234
Restricted cash	2,503	2,760
Receivables and deposits	1,125	1,618
Inventories:		
Land and land development	25,620	36,440
Construction in process	7,617	25,487
Consolidated inventory not owned	3,309	-
Total inventories	36,546	61,927
Prepaid expenses	1,470	3,232
Total assets	<u>\$ 51,726</u>	<u>\$ 83,771</u>
<b>Liabilities and Members' equity</b>		
Notes payable, net of debt issuance costs	\$ 4,440	\$ 15,244
Liabilities from inventory not owned, net of debt issuance costs	2,610	-
Accounts payable and other liabilities	12,968	13,510
Customers' deposits	1,902	1,980
Accrued interest	-	53
Total liabilities	21,920	30,787
Commitments and contingencies (Note 5)		
Members' equity	29,806	52,984
Total liabilities and members' equity	<u>\$ 51,726</u>	<u>\$ 83,771</u>

See notes to consolidated financial statements.

## GTIS-HOV Holdings V LLC

Consolidated Statements of Operations  
(Dollars in Thousands)

	Year Ended October 31, 2020	Year Ended October 31, 2019	Year Ended October 31, 2018
<b>Revenue:</b>			
Sale of homes	\$ 98,961	\$ 220,440	\$ 326,527
Other revenue	101	672	747
<b>Total revenue</b>	<b>99,062</b>	<b>221,112</b>	<b>327,274</b>
<b>Expenses:</b>			
<b>Direct costs:</b>			
Land and land development	33,178	70,916	111,811
Construction	38,718	88,076	128,058
Other	4,554	9,863	15,417
<b>Direct cost of sales</b>	<b>76,450</b>	<b>168,855</b>	<b>255,286</b>
Cost of sales interest	3,688	9,276	15,427
<b>Indirect cost of sales:</b>			
Construction and service overhead	3,286	5,272	6,907
Inventory impairment loss and land option write-off	-	-	722
Other	1,501	2,888	4,140
<b>Total indirect cost of sales</b>	<b>4,787</b>	<b>8,160</b>	<b>11,769</b>
Selling, general and administrative expense	6,956	15,622	23,722
Interest expense	259	241	5,264
<b>Net income</b>	<b>\$ 6,922</b>	<b>\$ 18,958</b>	<b>\$ 15,806</b>

See notes to consolidated financial statements.

GTIS-HOV Holdings V LLC

Consolidated Statements of Changes in Members' Equity  
(Dollars in Thousands)

For The Years Ended October 31, 2020, 2019 And 2018

	<b>K. Hovnanian GT V Investment, LLC</b>	<b>Hov V Parallel Blocker LLC</b>	<b>GTIS Hov V Co-Invest LP</b>	<b>Total</b>
Balance at October 31, 2017	\$ 28,455	\$ 687	\$ 5,003	\$ 34,145
Net income	13,172	318	2,316	15,806
Balance at October 31, 2018	41,627	1,005	7,319	49,951
Net income	15,798	382	2,778	18,958
Distributions	(13,271)	(320)	(2,334)	(15,925)
Balance at October 31, 2019	44,154	1,067	7,763	52,984
Net income	5,768	139	1,015	6,922
Distributions	(25,083)	(606)	(4,411)	(30,100)
Balance at October 31, 2020	\$ 24,839	\$ 600	\$ 4,367	\$ 29,806

See notes to consolidated financial statements.



GTIS-HOV Holdings V LLC

Consolidated Statements of Cash Flows  
(Dollars in Thousands)

	Year Ended October 31, 2020	Year Ended October 31, 2019	Year Ended October 31, 2018
<b>Operating activities</b>			
Net income	\$ 6,922	\$ 18,958	\$ 15,806
Adjustments to reconcile net income to net cash provided by operating activities:			
Inventory impairment loss and land option write-off	-	-	722
Amortization of deferred financing costs	64	739	619
Changes in operating assets and liabilities:			
Receivables, deposits and prepaid expenses	2,255	2,294	2,294
Inventories	25,381	61,665	58,103
Accounts payable, other liabilities and accrued interest	(595)	(10,341)	(13,353)
Customers' deposits	(78)	(3,620)	(197)
Net cash provided by operating activities	<u>33,949</u>	<u>69,695</u>	<u>63,994</u>
<b>Financing activities</b>			
Member distributions	(30,100)	(15,925)	-
Proceeds from notes payable	22,101	41,351	55,227
Payments related to notes payable	(32,927)	(96,654)	(124,019)
Proceeds from model sale leaseback financing program	2,650	-	-
Payments related to model sale leaseback financing program	-	(593)	-
Deferred financing costs from model financing program and notes payable	(82)	(89)	(145)
Net cash used in financing activities	<u>(38,358)</u>	<u>(71,910)</u>	<u>(68,937)</u>
Net decrease in cash and cash equivalents and restricted cash	(4,409)	(2,215)	(4,943)
Cash and cash equivalents and restricted cash balance, beginning of year	16,994	19,209	24,152
Cash and cash equivalents and restricted cash balance, end of year	<u>\$ 12,585</u>	<u>\$ 16,994</u>	<u>\$ 19,209</u>
Supplemental disclosures of cash flows:			
Cash paid for interest, net of amounts capitalized	<u>\$ 312</u>	<u>\$ 394</u>	<u>\$ 36,799</u>
Reconciliation of cash and cash equivalents and restricted cash			
Cash and cash equivalents	\$ 10,082	\$ 14,234	\$ 16,774
Restricted cash	2,503	2,760	2,435
Total cash and cash equivalents and restricted cash	<u>\$ 12,585</u>	<u>\$ 16,994</u>	<u>\$ 19,209</u>

See notes to consolidated financial statements.

# GTIS-HOV Holdings V LLC

## Notes to Consolidated Financial Statements

As Of And For The Years Ended October 31, 2020, 2019 And 2018

### **1. Description of Business**

GTIS-HOV Holdings V LLC (with its subsidiaries, the “Company”) is a residential home developer that markets its products in Arizona, California, Illinois, Maryland, New Jersey, South Carolina and Virginia. All construction activity is performed by subcontractors supervised by the Company.

On April 29, 2016, K. Hovnanian GT V Investment, LLC (“K-Hov”) (a subsidiary of K. Hovnanian Enterprises, Inc.) entered into a joint venture agreement with Hov V Parallel Blocker LLC and GTIS Hov V Co-Invest LP (collectively, “GTIS”) (both affiliates of GTIS Partners) to develop, construct, and sell residential communities. The Company purchased eight properties from other subsidiaries of K. Hovnanian Enterprises, Inc. and one property from a third party. All properties were purchased at fair value. During Fiscal 2017, the Company purchased one property from a subsidiary of K. Hovnanian Enterprises, Inc. and two properties from a third party.

The Company is a limited-life entity. As the existing lots are developed, built on, and sold, operations will decline and cease when all the homes have been delivered. In accordance with the joint venture agreement, dissolution must ultimately occur no later than December 31, 2065. Capital was contributed by K-Hov and GTIS in the following proportion: 83.3333% by K-Hov; and 14.6551% and 2.0116% by GTIS. The joint venture agreement specifies how profits and losses and cash distributions are allocated to the investors. Also, in accordance with the joint venture agreement, K-Hov is the managing member, with all significant decisions shared equally by both members.

### **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 (“GAAP”) and include the Company’s accounts and those of its wholly owned subsidiaries after elimination of all intercompany balances and transactions.

**Cash and Cash Equivalents**

The Company considers all highly liquid instruments with original maturities of three months or less when purchased to be cash equivalents. Cash includes deposits in checking accounts. Our cash and cash equivalents are held at financial institutions and may, at times, exceed insurable amounts. The Company believes that it mitigates the risk by depositing the cash and cash equivalents in major financial institutions.

**Restricted Cash**

Restricted cash includes cash collateralizing the per home warranty service dollars discussed below.

**Inventories**

Inventories are stated at cost unless the inventory is determined to be impaired, in which case the inventory is written down to its fair value. Inventories of houses include all direct costs of construction, plus capitalized costs, including construction administration, property taxes, interest, and legal fees that relate to development projects. Land, land development, and common facility costs are accumulated by development and are allocated to homes within each development based on buildable acres to product types within each community, which, along with direct construction costs, are allocated to each unit and relieved through cost of sales using the specific identification method.

Start-up costs incurred in connection with planned developments are expected to be recovered from the sale of homes and are capitalized. Management periodically reviews the feasibility of planned developments and expenses the costs of developments that are abandoned or which cannot be recovered through the realization of future sales revenue.

The Company records impairment losses on inventories related to communities under development when events and circumstances indicate they may be impaired and the Company will not be able to recover its recorded investment. For the years ended October 31, 2020 and 2019, the Company did not record any inventory impairments. For the year ended October 31, 2018, the Company recorded inventory impairment losses of \$0.7 million.

“Consolidated inventory not owned” consists of certain model sale leasebacks that are included on the balance sheet in accordance with GAAP. Some of the assets acquired by the Company included certain model homes sold and leased back with the right to participate in the potential profit when each home is sold to a third party at the end of the respective lease. As a result of this continued involvement, for accounting purposes in accordance with Accounting Standards Codification (“ASC”) 606-10, “Revenue from Contracts with Customers,” these sale and leaseback transactions are considered a financing transaction rather than a sale. During fiscal 2019, the last model home acquired by the Company was sold to a customer resulting in no balances in “Consolidated inventory not owned” and “Liabilities from inventory not owned.” During fiscal 2020, the Company sold and leased back certain of its model homes in one of its existing communities. Therefore, for purposes of the balance sheet, as of October 31, 2020, inventory of \$3.3 million was recorded to “Consolidated inventory not owned,” with a corresponding amount of \$2.6 million recorded to “Liabilities from inventories not owned.”

GTIS-HOV Holdings V LLC

Notes to Consolidated Financial Statements (continued)

**Interest**

Interest attributable to properties under development during the land development and home construction period is capitalized and expensed along with the associated cost of sales as the related inventories are sold. Interest incurred in excess of interest capitalized is expensed immediately.

**Warranty Allowances**

The Company warrants a home for most ordinary defects generally for the first year of ownership and for major structural defects for the first 10 years of ownership. All warranty services will be provided by and are the responsibility of an affiliate of K-Hov. The Company pays a fixed fee per house (varies for each community) at closing. These fees are deposited into restricted cash accounts maintained by the Company until approvals are granted which allow for reimbursement to be paid to such affiliate, K. Hovnanian JV Services Company, L.L.C., to cover the cost of the warranty services after they have been incurred. Additions and charges to the warranty reserve, which is included in Accounts payable and other liabilities on the accompanying consolidated balance sheets, were as follows:

(In thousands)

	Year Ended October 31, 2020	Year Ended October 31, 2019
Balance, beginning of period	\$ 2,776	\$ 2,123
Additions	588	1,457
Charges	(894)	(804)
Balance, end of period	<u>\$ 2,470</u>	<u>\$ 2,776</u>

**Advertising Costs**

Advertising costs are expensed as incurred. Advertising costs expensed totaled \$0.5 million, \$1.4 million and \$2.5 million in the years ended October 31, 2020, October 31, 2019 and October 31, 2018, respectively, and are included in Selling, general and administrative expense on the accompanying consolidated statements of operations.

**Income Taxes**

A limited liability company is not subject to the payment of federal or state income taxes, as the components of its income and expenses flow through directly to the members. Accordingly, no provision for income taxes has been reflected in the accompanying consolidated financial statements.

**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 and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates, and these differences could have a significant impact on the consolidated financial statements.

**3. Related-Party Transactions**

As the managing member of the Company, K-Hov provides certain services to the Company. In connection with providing these services, K-Hov receives fees, which are summarized as follows:

Administrative charge	4% of home sales revenue
Insurance charge	\$6,840 per home sold – Arizona
	\$6,679 per home sold – Illinois
	\$6,605 per home sold – California
	\$6,348 per home sold – Maryland
	\$8,099 per home sold – New Jersey
	\$6,605 per home sold – South Carolina
	\$6,155 per home sold – Virginia

GTIS-HOV Holdings V LLC

Notes to Consolidated Financial Statements (continued)

Warranty services charge	\$2,038 per home sold – Arizona
	\$5,276 per home sold – California
	\$1,559 per home sold – Illinois
	\$5,564 per home sold – Maryland
	\$3,597 per home sold – New Jersey
	\$2,871 per home sold – South Carolina
	\$5,036 per home sold – Virginia

The administrative and insurance charges are included in Selling, general and administrative expense and the warranty services charge is included in Indirect cost of sales – Other on the consolidated statements of operations.

The following table summarizes the related party fees incurred:

(In thousands)	Year Ended October 31, 2020	Year Ended October 31, 2019	Year Ended October 31, 2018
Administrative charge	\$ 3,840	\$ 8,580	\$ 12,736
Insurance charge	\$ 1,379	\$ 2,718	\$ 3,931
Warranty services charge	\$ 588	\$ 1,457	\$ 1,757

**4. Notes Payable**

The Company had a secured promissory note with a lender that is an affiliate of GTIS that would have matured on April 30, 2023. As of October 31, 2019, this note, and all accrued interest associated therewith, was paid in full. There was no accrued, unpaid interest as of October 31, 2019. Interest was payable monthly at a rate of 16% per annum, which could have been deferred and added to the unpaid principal balance, and thereafter, could be subject to interest at the note rate. The note was secured by all of the Company's property and improvements, except for properties with separate secured loans described herein. The Company also had community-specific project financing in certain communities, secured by the related property and improvements. The total commitment for these loans as of October 31, 2020 and 2019 was \$4.4 million and \$62.0 million, respectively. Interest on amounts drawn is payable monthly at a rate of 6.0% and ranging from 5.75% to 8.75% per annum as of October 31, 2020 and October 31, 2019, respectively. As of October 31, 2020 and 2019, the total amount drawn on all loans was \$4.4 million and \$15.3 million, respectively.

**5. Commitments and Contingencies**

The Company is not currently involved in any claims or legal actions arising in the ordinary course of its business. If the Company were to become involved in any, management would decide, based on the facts and circumstances at that time, if the ultimate disposition of these matters could have a material adverse effect on the Company's consolidated financial statements and assess whether a contingent liability would be necessary.

**6. Subsequent Events**

The Company evaluated subsequent events that took place after October 31, 2020, through December 22, 2020, the date the consolidated financial statements were available to be issued. The Company is not aware of any subsequent events that require disclosure in or adjustments to the consolidated financial statements as of October 31, 2020.

\*\*\*\*\*

CONSOLIDATED FINANCIAL STATEMENTS

GTIS-HOV Holdings VI LLC

As Of October 28, 2020 And October 31, 2019 And For The

Period Ended October 28, 2020 And The Years Ended

October 31, 2019 And 2018 With Independent Auditors' Report

---



GTIS-HOV Holdings VI LLC

Consolidated Financial Statements

As Of October 28, 2020 And October 31, 2019 And For The Period  
Ended October 28, 2020 And The Years Ended October 31, 2019 And 2018

**Contents**

Independent Auditors' Report	1
Consolidated Financial Statements	
Consolidated Balance Sheets	2
Consolidated Statements of Operations	3
Consolidated Statements of Changes in Members' Equity	4
Consolidated Statements of Cash Flows	5
Notes to Consolidated Financial Statements	6-10

---

## INDEPENDENT AUDITORS' REPORT

To the Members of  
GTIS-HOV Holdings VI LLC  
Matawan, New Jersey

We have audited the accompanying consolidated financial statements of GTIS-HOV Holdings VI LLC and its subsidiaries (the "Company"), which comprise the consolidated balance sheet as of October 31, 2019, and the related consolidated statements of operations, changes in members' equity, and cash flows for each of the years ended October 31, 2019 and 2018, and the related notes to the consolidated financial statements.

### Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes 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.

### Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements 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, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of GTIS-HOV Holdings VI LLC and its subsidiaries as of October 31, 2019, and the results of their operations and their cash flows for each of the years ended October 31, 2019 and 2018, in accordance with accounting principles generally accepted in the United States of America.

/s/ Deloitte & Touche LLP

New York, New York  
December 19, 2019

GTIS-HOV Holdings VI LLC

Consolidated Balance Sheets  
(Dollars in Thousands)

	October 28, 2020 (Unaudited)	October 31, 2019 (Audited)
<b>Assets</b>		
Cash and cash equivalents	\$ 2,936	\$ 2,486
Restricted cash	430	632
Receivables and deposits	322	550
Inventories:		
Land and land development	-	8,654
Construction in process	-	6,703
Total inventories	-	15,357
Prepaid expenses	6	485
Total assets	<u>\$ 3,694</u>	<u>\$ 19,510</u>
<b>Liabilities and Members' equity</b>		
Notes payable, net of debt issuance costs	\$ -	\$ 2,992
Accounts payable and other liabilities	3,829	5,918
Customers' deposits	-	657
Accrued interest	-	37
Total liabilities	<u>3,829</u>	<u>9,604</u>
Commitments and contingencies (Note 5)		
Members' equity	(135)	9,906
Total liabilities and members' equity	<u>\$ 3,694</u>	<u>\$ 19,510</u>

See notes to consolidated financial statements.

GTIS-HOV Holdings VI LLC

Consolidated Statements of Operations  
(Dollars in Thousands)

	Period Ended October 28, 2020 (Unaudited)	Year Ended October 31, 2019 (Audited)	Year Ended October 31, 2018 (Audited)
<b>Revenue:</b>			
Sale of homes	\$ 32,127	\$ 75,353	\$ 70,790
Other revenue	174	34	7
<b>Total revenue</b>	<b>32,301</b>	<b>75,387</b>	<b>70,797</b>
<b>Expenses:</b>			
<b>Direct costs:</b>			
Land and land development	11,766	25,887	25,167
Construction	10,021	24,086	21,540
Other	998	2,390	2,395
<b>Direct cost of sales</b>	<b>22,785</b>	<b>52,363</b>	<b>49,102</b>
Cost of sales interest	936	2,790	1,793
<b>Indirect cost of sales:</b>			
Construction and service overhead	1,069	1,532	1,196
Other	(89)	1,205	1,485
<b>Total indirect cost of sales</b>	<b>980</b>	<b>2,737</b>	<b>2,681</b>
Selling, general and administrative expense	2,236	5,288	5,203
Interest expense	105	240	1,020
<b>Net income</b>	<b>\$ 5,259</b>	<b>\$ 11,969</b>	<b>\$ 10,998</b>

See notes to consolidated financial statements.

GTIS-HOV Holdings VI LLC

Consolidated Statements of Changes in Members' Equity  
(Dollars in Thousands)

For The Period Ended October 28, 2020 And The  
Years Ended October 31, 2019 And 2018

	<b>K. Hovnanian GT VI Investment, LLC</b>	<b>Honeywell Parallel Blocker LLC</b>	<b>GTIS US Residential Strategies Fund II LP</b>	<b>Total</b>
Balance at October 31, 2017	\$ 4,311	\$ 349	\$ 169	\$ 4,829
Capital Contributions	675	55	26	756
Net income	9,820	795	383	10,998
Balance at October 31, 2018	14,806	1,199	578	16,583
Net Income	10,687	865	417	11,969
Distributions	(16,648)	(1,348)	(650)	(18,646)
Balance at October 31, 2019	8,845	716	345	9,906
Net Income	4,681	390	188	5,259
Distributions	(13,661)	(1,106)	(533)	(15,300)
Balance at October 28, 2020 (unaudited)	\$ (135)	\$ -	\$ -	\$ (135)

See notes to consolidated financial statements.

## GTIS-HOV Holdings VI LLC

Consolidated Statements of Cash Flows  
(Dollars in Thousands)

	Period Ended October 28, 2020 (Unaudited)	Year Ended October 31, 2019 (Audited)	Year Ended October 31, 2018 (Audited)
<b>Operating activities</b>			
Net income	\$ 5,259	\$ 11,969	\$ 10,998
Adjustments to reconcile net income to net cash provided by operating activities:			
Amortization of deferred financing costs	49	157	157
Changes in operating assets and liabilities:			
Receivables, deposits and prepaid expenses	708	2,586	(1,940)
Inventories	15,357	17,688	8,847
Accounts payable, other liabilities and accrued interest	(2,126)	(2,449)	3,643
Customers' deposits	(658)	(888)	(276)
Net cash provided by operating activities	<u>18,589</u>	<u>29,063</u>	<u>21,429</u>
<b>Financing activities</b>			
Member contributions	-	-	756
Member distributions	(15,300)	(18,646)	-
Proceeds from notes payable	3,543	22,859	24,510
Payments related to notes payable	(6,574)	(34,989)	(44,233)
Deferred financing costs from notes payable	(10)	-	-
Net used in financing activities	<u>(18,341)</u>	<u>(30,776)</u>	<u>(18,967)</u>
Net increase (decrease) in cash and cash equivalents and restricted cash	248	(1,713)	2,462
Cash and cash equivalents and restricted cash balance, beginning of year	3,118	4,831	2,369
Cash and cash equivalents and restricted cash balance, end of year	<u>\$ 3,366</u>	<u>\$ 3,118</u>	<u>\$ 4,831</u>
Supplemental disclosures of cash flows:			
Cash paid for interest, net of amounts capitalized	<u>\$ 143</u>	<u>\$ 2,445</u>	<u>\$ 4,098</u>
Reconciliation of cash and cash equivalents and restricted cash			
Cash and cash equivalents	\$ 2,936	\$ 2,486	\$ 4,503
Restricted cash	430	632	328
Total cash and cash equivalents and restricted cash	<u>\$ 3,366</u>	<u>\$ 3,118</u>	<u>\$ 4,831</u>

See notes to consolidated financial statements.

GTIS-HOV Holdings VI LLC  
Notes to Consolidated Financial Statements  
As Of And For The Period Ended October 28, 2020 (unaudited)  
And The Years Ended October 31, 2019 And 2018

**1. Description of Business**

GTIS-HOV Holdings VI LLC (with its subsidiaries, the “Company”) is a residential home developer that markets its products in New Jersey. All construction activity is performed by subcontractors supervised by the Company.

On February 24, 2017, K. Hovnanian GT VI Investment, LLC (“K-Hov”) (a subsidiary of K. Hovnanian Enterprises, Inc.) entered into a joint venture agreement with Honeywell Parallel Blocker LLC and US Residential Strategies Fund II LP (collectively, “GTIS”) (both affiliates of GTIS Partners) to develop, construct, and sell residential communities. The Company purchased the property from another subsidiary of K. Hovnanian Enterprises, Inc., which was purchased at fair value.

The Company is a limited-life entity. As the existing lots are developed, built on, and sold, operations will decline and cease when all the homes have been delivered. In accordance with the joint venture agreement, dissolution must ultimately occur no later than December 31, 2065. Capital was contributed by K-Hov and GTIS in the following proportion: 89.2857% by K-Hov; and 7.2283% and 3.4860% by GTIS. The joint venture agreement specifies how profits and losses and cash distributions are allocated to the investors. Also in accordance with the joint venture agreement, K-Hov is the managing member, with all significant decisions shared equally by both members.

As of October 28, 2020, 100% of the membership interest in the Company was transferred to K-Hov. As a result, all of the remaining assets and liabilities were subsequently transferred to K-Hov.

**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 (“GAAP”) and include the Company’s accounts and those of its wholly owned subsidiaries after elimination of all intercompany balances and transactions.

**Cash and Cash Equivalents**

The Company considers all highly liquid instruments with original maturities of three months or less when purchased to be cash equivalents. Cash includes deposits in checking accounts. Our cash and cash equivalents are held at financial institutions and may, at times, exceed insurable amounts. The Company believes that it mitigates the risk by depositing the cash and cash equivalents in major financial institutions.

**Restricted Cash**

Restricted cash includes cash collateralizing the per home warranty service dollars discussed below.

**Inventories**

Inventories are stated at cost unless the inventory is determined to be impaired, in which case the inventory is written down to its fair value. Inventories of houses include all direct costs of construction, plus capitalized costs, including construction administration, property taxes, interest, and legal fees that relate to development projects. Land, land development, and common facility costs are accumulated by development and are allocated to homes within each development based on buildable acres to product types within each community, which, along with direct construction costs, are allocated to each unit and relieved through cost of sales using the specific identification method.

Start-up costs incurred in connection with planned developments are expected to be recovered from the sale of homes and are capitalized. Management periodically reviews the feasibility of planned developments and expenses the costs of developments that are abandoned or which cannot be recovered through the realization of future sales revenue.

The Company records impairment losses on inventories related to communities under development when events and circumstances indicate they may be impaired and the Company will not be able to recover its recorded investment. The Company has not recorded any inventory impairments since inception.

**Interest**

Interest attributable to properties under development during the land development and home construction period is capitalized and expensed along with the associated cost of sales as the related inventories are sold. Interest incurred in excess of interest capitalized is expensed immediately.

**Warranty Allowances**

The Company warrants a home for most ordinary defects generally for the first year of ownership and for major structural defects for the first 10 years of ownership. All warranty services will be provided by and are the responsibility of an affiliate of K-Hov. The Company pays a fixed fee per house at closing.



GTIS-HOV Holdings VI LLC

Notes to Consolidated Financial Statements (continued)

These fees are deposited into restricted cash accounts maintained by the Company until approvals are granted which allow for reimbursement to be paid to such affiliate, K. Hovnanian JV Services Company, L.L.C., to cover the cost of the warranty services after they have been incurred. Additions and charges to the warranty reserve, which is included in Accounts payable and other liabilities on the accompanying consolidated balance sheets, were as follows:

(In thousands)	Period Ended October 31, 2020	Year Ended October 31, 2019
Balance, beginning of period	\$ 628	\$ 326
Additions	144	374
Charges	(772)	(72)
Balance, end of period	<u>\$ -</u>	<u>\$ 628</u>

**Advertising Costs**

Advertising costs are expensed as incurred. Advertising costs expensed totaled \$0.2 million, \$0.3 million and \$0.4 million in the period ended October 28, 2020 and the years ended October 31, 2019 and 2018, respectively, and are included in Selling, general and administrative expense on the accompanying consolidated statements of operations.

**Income Taxes**

A limited liability company is not subject to the payment of federal or state income taxes, as the components of its income and expenses flow through directly to the members. Accordingly, no provision for income taxes has been reflected in the accompanying consolidated financial statements.

**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 and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates, and these differences could have a significant impact on the financial statements.

## Notes to Consolidated Financial Statements (continued)

**3. Related-Party Transactions**

As the managing member of the Company, K-Hov provides certain services to the Company. In connection with providing these services, K-Hov receives fees, which are summarized as follows:

Administrative charge	4% of home sales revenue
Warranty services charge	\$3,600 per home sold

The administrative charge is included in Selling, general and administrative expense, and the warranty services charge is included in Indirect cost of sales – Other on the consolidated statement of operations.

The following table summarizes the related party fees incurred:

(In thousands)	Period Ended October 28, 2020	Year Ended October 31, 2019	Year Ended October 31, 2018
Administrative charge	\$ 1,221	\$ 2,818	\$ 2,699
Warranty services charge	\$ 144	\$ 374	\$ 328

**4. Notes Payable**

The Company had a secured promissory note with a lender that is an affiliate of GTIS that would have matured on April 30, 2023. As of October 31, 2019, the note was paid in full. Interest was payable monthly at a rate of 10% per annum plus additional interest up to an 18% internal rate of return for the lender, which could have been deferred and added to the unpaid principal balance, and thereafter, could have been subject to interest at the note rate. The note was secured by all of the Company's property and improvements except for properties with separate secured loans described herein. The Company also had community-specific project financing in its community, secured by the related property and improvements. The total commitment for these loans as of October 28, 2020 and 2019 was zero and \$40.0 million, respectively. Interest on amounts drawn was payable monthly at a rate of the lender's prime with a floor of 5.0% per annum. As of October 28, 2020 and 2019, the total amount drawn on all loans was zero and \$3.0 million, respectively. As of October 28, 2020 and 2019, total accrued and unpaid interest for all notes payable was zero and less than \$0.1 million, respectively.

**5. Commitments and Contingencies**

The Company is not currently involved in any claims or legal actions arising in the ordinary course of its business. If the Company were to become involved in any, management would decide, based on the facts and circumstances at that time, if the ultimate disposition of these matters could have a material adverse effect on the Company's consolidated financial statements and assess whether a contingent liability would be necessary.

**6. Subsequent Events**

The Company evaluated subsequent events that took place after October 28, 2020, through December 22, 2020, the date the consolidated financial statements were available to be issued. The Company is not aware of any subsequent events, other than the transfer to K-Hov as described in Note 1, that require disclosure in or adjustments to the consolidated financial statements as of October 28, 2020.

\*\*\*\*\*