

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 10-K

(Mark One)

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

For the fiscal year ended April 1, 2023

or

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

For the transition period from \_\_\_\_\_ to  
Commission File Number 000-08822

### CAVCO INDUSTRIES INC.

(Exact name of registrant as specified in its charter)

Delaware 56-2405642  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

3636 North Central Ave, Ste 1200  
Phoenix Arizona 85012  
(Address of principal executive offices, including zip code)

(602) 256-6263  
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01	CVCO	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

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

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

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or 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	<input checked="" type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-accelerated Filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>
Emerging Growth Company	<input type="checkbox"/>		

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

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

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

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

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates as of October 1, 2022 (based on the closing price on the Nasdaq Global Select Market on October 1, 2022) was \$1,092,396,507. Shares of Common Stock held by each officer, director and holder of 5% or more of the outstanding Common Stock have been excluded in that such persons may be deemed affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of May 12, 2023, 8,666,324 shares of the registrant's Common Stock, \$0.01 par value, were outstanding.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of Cavco Industries, Inc.'s Definitive Proxy Statement relating to its 2023 Annual Meeting of Stockholders, which is expected to be filed within 120 days following the end of the registrant's fiscal year ended April 1, 2023, are incorporated by reference into Part III hereof.

**CAVCO INDUSTRIES, INC.**  
**ANNUAL REPORT ON FORM 10-K**  
**FOR THE FISCAL YEAR ENDED APRIL 1, 2023**

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## PART I

### ITEM 1. BUSINESS

#### General

Cavco Industries, Inc., a Delaware corporation, was formed on June 30, 2003, as a successor corporation to previous Cavco entities operating since 1965. Headquartered in Phoenix, Arizona, we design and produce factory-built homes primarily distributed through a network of independent and Company-owned retailers, planned community operators and residential developers. We are one of the largest producers of manufactured homes in the United States, based on reported wholesale shipments. Our products are marketed under a variety of brand names including Cavco, Fleetwood, Palm Harbor, Nationwide, Fairmont, Friendship, Chariot Eagle, Destiny, Commodore, Colony, Pennwest, R-Anell, Manorwood, MidCountry and Solitaire. We are also a leading producer of park model RVs, vacation cabins and factory-built commercial structures. Our finance subsidiary, CountryPlace Acceptance Corp. ("CountryPlace"), is an approved Federal National Mortgage Association ("FNMA" or "Fannie Mae") and Federal Home Loan Mortgage Corporation ("FHLMC" or "Freddie Mac") seller/servicer, and a Government National Mortgage Association ("GNMA" or "Ginnie Mae") mortgage-backed securities issuer that offers conforming mortgages, non-conforming mortgages and home-only loans to purchasers of factory-built homes. Our insurance subsidiary, Standard Casualty Company ("Standard Casualty"), provides property and casualty insurance primarily to owners of manufactured homes. The terms "Cavco," "us," "we," "our," the "Company," and any other similar terms refer to Cavco Industries, Inc. and its consolidated subsidiaries, unless otherwise indicated in this Annual Report on Form 10-K for the fiscal year ended April 1, 2023 ("Annual Report").

We construct homes using an assembly-line process in which each module or floor section is completed in stages. This assembly-line process is designed to be flexible in order to accommodate customer requested customizations. Our operations include 29 homebuilding production lines located throughout the United States and two production lines in Mexico. We distribute our homes through a large network of independent distribution points in 48 states and Canada and 64 Company-owned U.S. retail stores, of which 50 are located in Texas.

On January 3, 2023, we completed the acquisition of Solitaire, Inc. and other related entities (collectively "Solitaire Homes"). This transaction added four manufacturing lines, including the two in Mexico, and 22 retail locations. The addition of Solitaire Homes strengthens our position in the Southwest and expands our manufacturing capabilities into Mexico. The transaction was accounted for as a business combination and the results of operations have been included in the accompanying Consolidated Financial Statements since the date of acquisition.

CountryPlace originates and services single-family, conforming and non-conforming residential mortgages and home-only loans for itself and others. CountryPlace is authorized by the U.S. Department of Housing and Urban Development ("HUD") to directly endorse Federal Housing Administration ("FHA") Title I and Title II mortgage insurance, is an approved lender with the U.S. Department of Veteran Affairs ("VA") and the U.S. Department of Agriculture ("USDA") under its Single Family Housing Guaranteed Loan Program, is approved by GNMA to issue GNMA-insured mortgage-backed securities and is authorized to sell mortgages to, and service mortgages for, FNMA and FHLMC. A conforming mortgage or loan is one that conforms to the guidelines of a Government-Sponsored Enterprise ("GSE"), such as Fannie Mae, Freddie Mac or a government agency, such as FHA; a non-conforming mortgage or loan does not conform to these guidelines. For further information relating to consumer loans receivable, see Note 6 to the Consolidated Financial Statements.

Standard Casualty, located in Texas, specializes in homeowner property and casualty insurance products for the manufactured housing industry and holds insurance licenses in multiple states, primarily serving the Texas, Arizona, New Mexico and Nevada markets. In addition to writing direct policies, Standard Casualty assumes and cedes reinsurance in the ordinary course of business (see Note 15 to the Consolidated Financial Statements).

See Note 24 to the Consolidated Financial Statements for financial information regarding the Company's business segments, factory-built housing and financial services, which are also discussed below.

## **Business Strategies**

Our operations are generally managed on a decentralized basis with oversight from the home office. This decentralization enables our operators the flexibility to adapt to local market demand, be more customer focused and have the autonomy to make swift decisions, while still being held accountable for operational and financial performance.

Our marketing efforts are focused on providing manufactured homes that are customizable and appeal to a wide range of home buyers, on a regional basis, in the markets we serve. The primary demographics for our products are entry-level and move-up buyers and persons aged 55 and older. We also market and sell to manufactured housing community owners, subdivision developers and second home or vacation home buyers.

We focus on developing and maintaining the resources necessary to meet our customer's desire for varied and unique specifications in an efficient factory production environment. This enables us to attract distributors and consumers who desire the flexibility the custom home building process provides but who also seek the value and affordability created by building a home on a factory production line.

We strive to maintain a competitive advantage by reacting quickly to changes in the marketplace and to the specific needs of our distributors and consumers. We build homes of superior quality, offer innovative designs and floor plans, demonstrate exceptional value, provide the engineering and technical resources to enable custom home building and focus on responsive and efficient customer service after the sale.

## **Products**

A majority of our products are constructed in accordance with the National Manufactured Home Construction and Safety Standards promulgated by HUD ("HUD code"). We also build park model RVs, constructed to standards approved by the American National Standards Institute, a private, non-profit organization that administers and coordinates a voluntary standardization and conformity program. Park model RVs are less than 400 square feet in size, primarily used as vacation dwellings and seasonal living, and placed in planned communities, recreational home parks and resorts. We also produce a wide variety of modular homes, which include single and multi-section ranch, split-level and Cape Cod style homes, as well as two- and three-story homes, multi-family units and commercial modular structures, including apartment buildings, condominiums, hotels, workforce housing, schools and housing for U.S. military troops (e.g., barracks). Commercial buildings are constructed in the same facilities that the residential homes are built using similar assembly line processes and techniques. These commercial projects are generally engineered to the purchaser's specifications. The buildings are transported to the customer's site in the same manner as residential homes and are often set by crane and finished at the site.

We produce residential homes in a variety of floor plans. Most of these homes are single-story and generally range in size from approximately 500 to 3,300 square feet but may be larger in the case of multi-level modular homes.

Each home typically contains a living room, dining area, kitchen, one to five bedrooms and one or more bathrooms, is equipped with central heat and hot water systems, kitchen appliances, floor coverings and window treatments. Upgrades can include fireplaces, central air conditioning, tile roofs, high ceilings, skylights, hardwood floors, custom cabinetry, granite countertops and eco-friendly elements. We also offer a variety of structural, decorative and energy efficient customizations to meet the home buyer's specifications.

With manufacturing facilities strategically positioned across the United States and Mexico, we utilize local market research to design homes to meet the demands of our customers. We have the ability to react and modify floor plans and designs to consumers' specific needs. By offering a full range of homes from entry-level models to large custom homes and with the ability to engineer designs in-house, we can accommodate a wide spectrum of customer requests.

We regularly introduce new floor plans and options to appeal to changing trends in different regions of the country. We have developed engineering systems that, through the use of computer-aided technology, permit customization of homes and assist with product development and enhancement. We work with a variety of partners to meet the expanding range of housing needs, including home buyer's private land, planned neighborhoods, recreational or resort properties and workforce accommodations for agriculture and industry.

We employ a concerted effort to identify niche market opportunities where our diverse product lines and custom building capabilities provide us with a competitive advantage. We are focused on building quality, energy efficient homes for the modern home buyer. Our green building initiatives involve the creation of an energy efficient envelope, including higher utilization of renewable materials and provide lower utility costs. We also build homes designed to use alternative energy sources, such as solar.

Once a factory-built home is built at our facilities, it is then generally transported by independent trucking companies or our company owned trucks either to a retail sales center, planned community, housing development, work site or the home buyer's site. Distributors, or other independent installers utilized by us for homes sold through our Company-owned retail stores, are responsible for placing the home on site and, in most instances, arranging for connections to utilities and providing installation and finish-out services. Although manufactured homes are designed to be transportable, cost considerations result in very few being moved from their original site after installation.

### **Factory-built Housing Segment**

*Manufacturing Operations.* Our manufacturing facilities employ between approximately 100 to 300 employees each. Most homes are constructed in one or more floor sections or modules on a permanently affixed steel or wood support chassis. Each section is assembled in stages beginning with the construction of the chassis, followed by the addition of other constructed and purchased components, and ending with a final quality control inspection. The efficiency of the assembly-line process and the benefits of constructing homes in a controlled factory environment enable us to produce quality homes in less time and at a lower cost per square foot than building homes on individual sites.

We operate a total of 31 homebuilding production lines in Millersburg and Woodburn, Oregon; Riverside, California; Nampa, Idaho; Phoenix, Glendale and Goodyear, Arizona; Deming, New Mexico; Duncan, Oklahoma; Austin, Fort Worth, Seguin and Waco, Texas; Ojinaga, Mexico (2); Montevideo, Minnesota; Dorchester, Wisconsin; Nappanee and Goshen, Indiana; Lafayette, Tennessee; Douglas and Moultrie, Georgia; Shipperville and Emlenton, Pennsylvania; Martinsville and Rocky Mount, Virginia; Cherryville, North Carolina; and Ocala and Plant City, Florida. These manufacturing facilities range from approximately 79,000 to 341,000 square feet of floor space. The production schedules for our manufacturing facilities are based on wholesale orders received from independent and Company-owned retailers, planned community operators and residential developers. Our facilities are structured to operate on a one shift per day, five days per week basis, and a typical home is completed in approximately six production days.

Manufactured housing is a regional business and the primary geographic market for a typical manufacturing facility is within a cost-effective shipping radius of 350 miles. Each of our manufacturing facilities serves multiple distributors and a number of one-time purchasers. Because homes are produced to fill existing wholesale orders, our factories generally do not carry finished goods inventories, except for homes awaiting delivery. Materials used in homebuilding operations are mainly standard items carried by major suppliers and consist of wood, wood products, steel, gypsum wallboard, windows, doors, fiberglass insulation, carpet, vinyl, fasteners, plumbing materials, aluminum, appliances and electrical items. Fluctuations in the cost of materials and labor may affect gross margins from home sales to the extent that costs cannot be efficiently matched to the home sales price. We continue to monitor and react to inflation in these materials by maintaining a focus on our product pricing in response to higher materials costs, but such product pricing increases may lag behind the escalation of such costs.

From time to time and to varying degrees, we may experience shortages in the availability of materials and/or labor in the markets served. Availability of these inputs has not caused significant production halts in the current period, but we have experienced periodic shutdowns in other periods and shortages of primary building materials have caused production inefficiencies as we have needed to change processes in response to the delay in materials. These shortages may also result in extended order backlogs, delays in the delivery of homes and reduced gross margins from home sales.

It is difficult to predict the future of housing demand, employee availability, our supply chain or the Company's performance and operations. Our home order backlog at April 1, 2023 was approximately \$244 million in wholesale sales values, down \$870 million from \$1.1 billion one year earlier. Distributors may cancel orders prior to production without penalty. After production of a particular home has commenced, the order becomes non-cancelable and the distributor is obligated to take delivery of the home. Accordingly, until production of a particular home has commenced, we do not consider order backlog to be firm orders. We continue to focus on balancing the production levels and workforce size with the demand for our product offerings to maximize efficiencies.

*Distribution.* We sold 19,376, 16,697 and 14,214 factory-built homes in fiscal years 2023, 2022 and 2021, respectively, through Company-owned and independent distribution channels.

As of April 1, 2023, there were a total of 64 Company-owned retail stores, located in Oregon, Arizona, Nevada, New Mexico, Texas, Indiana, Oklahoma, Florida and New York. Fifty of the Company-owned retail stores are located in Texas. Company-owned retail stores are generally located on main roads or highways with high visibility, each having a sales office, which is generally a factory-built structure, and a variety of model homes of various sizes, floor plans, features and prices. Customers most often custom order a home to be built at one of our manufacturing facilities, or they may purchase a home from the inventory of homes maintained at retail locations, including model homes. Model homes may be displayed in a residential setting with sidewalks and landscaping. Each sales center usually employs a manager and one to five salespersons, who are compensated through a combination of salary and commission. We internally finance home inventories at Company-owned retail stores.

As of April 1, 2023, we had a network of independent distributors, of which 9% were in Arizona, 8% in each of Florida and North Carolina, 7% in California and 5% each in New York, Texas and Oregon, based on the quantity of wholesale shipments during fiscal year 2023. The remaining 53% were in 41 other states and Canada. As is common in the industry, our independent distributors typically sell homes produced by other manufacturers in addition to those we produce. Some independent distributors operate multiple sales outlets. No independent distributor accounted for 10% or more of factory-built housing revenue during any fiscal year within the three-year period ended April 1, 2023.

We continually seek to increase wholesale shipments by growing sales at existing independent distributors and by identifying new independent distributors to sell our homes. We provide comprehensive sales and product training, either physically or virtually, to independent retail sales associates, including providing opportunities to visit our manufacturing facilities to discuss and view new product designs as they are developed. These training seminars facilitate the sale of our homes by increasing the skill and knowledge of the retail sales consultants. In addition, we display our products at trade shows and support our distributors through the distribution of floor plan literature, brochures, decor selection displays, point of sale promotional material and Internet-based marketing assistance.

Independent distributors frequently finance a portion of their home purchases through wholesale floor plan financing arrangements. In most cases, we receive a deposit or a commitment from the distributor's lender for each home ordered. We then manufacture the home and ship it at the distributor's expense. Payment is due from the lender upon shipment of the product. For a description of wholesale floor plan financing arrangements used by independent distributors and our obligations in connection with these arrangements, see "Company Provided Financing — Commercial Financing" below.

*Warranties.* We provide the retail home buyer a one-year limited warranty covering defects in material or workmanship in home structure, plumbing and electrical systems. Nonstructural components of a cosmetic nature are generally warranted for 120 days from the date of delivery, except in specific cases where state laws require longer warranty terms. The warranty does not extend to installation and setup of the home, as the distributor is generally responsible for these activities. Appliances, floor coverings, roofing and certain other components are warranted by their original manufacturer for various lengths of time.

## **Financial Services Segment**

*Finance.* We provide a source of retail home buyer financing on competitive terms through our subsidiary, CountryPlace. We offer conforming and non-conforming mortgages and home-only loans to purchasers of numerous brands of factory-built homes sold by Company-owned retail stores and certain independent distributors, builders, communities and developers. We are authorized to directly endorse FHA Title I and Title II mortgage insurance, are an approved lender with the VA and the USDA under its Single Family Housing Guaranteed Loan Program, are approved to issue GNMA-insured mortgage-backed securities and are authorized to sell mortgages to, and service mortgages for, Fannie Mae and Freddie Mac. Most loans originated by us are sold to investors, and we provide various loan servicing functions for non-affiliated entities under contract.

The loan contracts are fixed and step rate and have monthly scheduled payments of principal and interest. The scheduled payments for each contract would, if made on their respective due dates, result in a full amortization of the contract. Loan contracts secured by collateral that is geographically concentrated could experience higher rates of delinquencies, default and foreclosure losses than loan contracts secured by collateral that is more geographically dispersed. Our loan contracts are secured by factory-built homes located in 28 states, with the largest concentrations in Texas, Florida, New Mexico and Oklahoma (see Note 6 to the Consolidated Financial Statements for additional geographic concentration information).

We continue to assist customers in need by servicing existing loans and insurance policies and complying with state and federal regulations regarding loan forbearance, home foreclosures and policy cancellations. See further details in the "Government Regulation" section below.

Certain loans serviced for investors expose us to cash flow deficits if customers do not make contractual monthly payments of principal and interest in a timely manner. For certain loans serviced for Ginnie Mae and Freddie Mac, and home-only loans serviced for certain other investors, we must remit scheduled monthly principal and/or interest payments and principal curtailments regardless of whether monthly mortgage payments are collected from borrowers. Ginnie Mae permits cash obligations on loans in forbearance from COVID-19 to be offset by other incoming cash flows from loans such as loan pre-payments. Through fiscal year 2023, monthly collections of principal and interest from borrowers have exceeded scheduled principal and interest payments owed to investors; however, mandatory extended forbearance under the Coronavirus Aid, Relief and Economic Security Act (the "CARES Act") and certain other regulations related to COVID-19 could negatively impact cash obligations in the future.

We believe that providing financing alternatives improves our responsiveness to the financing needs of prospective home buyers and presents opportunities for additional sources of loan origination and servicing revenues. We have expanded our home-only lending programs in recent years, partially with the support of independent third-party financiers. Home-only loans and non-conforming mortgages originated are either sold outright, grouped and sold as a pool of loans, or held for investment.

*Insurance.* Standard Casualty, located in Texas, specializes in homeowner property and casualty insurance products for the manufactured housing industry and holds insurance licenses in multiple states, primarily serving the Texas, Arizona, New Mexico and Nevada markets. In addition to writing direct policies, we assume and cede reinsurance in the ordinary course of business. In Texas, policies are written through one affiliated managing general agent, which produces all premiums, and through local agents, most of which are manufactured home distributors. All business outside the state of Texas is written on a direct basis through local agents.

## **Company Provided Financing**

*Consumer Financing.* Sales of factory-built homes are significantly affected by the availability and cost of consumer financing. There are three basic types of consumer financing in the factory-built housing industry: conforming mortgage loans that comply with the requirements of FHA, VA, USDA or GSEs; non-conforming mortgages for purchasers of the home and the land on which the home is placed; and personal property loans (often referred to as home-only or chattel loans) for consumers where the home is the sole collateral for the loan (generally HUD code homes).

Limited secondary market availability for non-conforming mortgages and home-only personal property loans secured by manufactured homes continues to cause consumer loans and mortgages secured by manufactured homes to be more expensive than those secured by site-built homes. We work independently and with other industry participants to develop secondary market opportunities for manufactured home-only loans and non-conforming mortgage portfolios and expand lending availability in the industry. Additionally, we continue to invest in community-based lending initiatives that provide home-only financing to residents of certain manufactured home communities. We also develop and invest in home-only lending programs to grow sales of homes through traditional distribution points. We believe that growing our investment and participation in home-only lending may provide additional sales growth opportunities for our factory-built housing operations and reduce our exposure to the actions of independent lenders.

We also work independently and with industry trade associations to encourage favorable legislative and GSE action to address the financing needs of buyers of affordable homes. Federal law requires GSEs to implement the "Duty to Serve" requirements specified in the Federal Housing Enterprises Financial Safety and Soundness Act of 1992, as amended by the Housing and Economic Recovery Act of 2008. In April 2022, Fannie Mae and Freddie Mac released their Underserved Markets Plans for 2022 through 2024 that describe, with specificity, the actions they would take over the three-year period to fulfill the "Duty to Serve" obligation. The plans were modified in January 2023. As with prior plans, the 2022 through 2024 plans offer enhanced mortgage loan products for manufactured homes titled as real property, including Fannie Mae's "MH Advantage" and Freddie Mac's "ChoiceHome" programs that began in the latter part of calendar year 2018. Although some progress has been made with these programs, meaningful positive impact in the form of increased home orders has yet to be realized. The plans do not include purchases of home-only loans during the three-year timeframe. Expansion of the secondary market for home-only loans through GSE participation could support further demand for housing as lending options would likely become more affordable to home buyers.

*Commercial Financing.* Certain of our wholesale factory-built housing sales to independent distributors are purchased through wholesale floor plan financing arrangements. Under a typical floor plan financing arrangement, an independent financial institution specializing in this line of business provides the distributor with a loan for the purchase price of the home and maintains a security interest in the home as collateral. The financial institution customarily requires Cavco, as the manufacturer of the home, to enter into a separate repurchase agreement with the financial institution that, upon default by the distributor and under certain other circumstances, obligates us to repurchase the financed home at declining prices over the term of the repurchase agreement (which, in most cases, is 18 to 24 months). The price at which we may be obligated to repurchase a home under these agreements is based upon the amount financed, plus certain administrative and shipping expenses. Our obligation under these repurchase agreements ceases upon the purchase of the home by the retail customer. The maximum amount of contingent obligations under such repurchase agreements was approximately \$177.9 million and \$141.0 million as of April 1, 2023 and April 2, 2022, respectively. The increase is the result of higher home sales prices and an increased number of units under these programs. The risk of loss under these agreements is spread over many distributors and is further reduced by the resale value of the homes that we obtain upon the execution of a repurchase. During the fourth quarter of fiscal 2023, we received a repurchase demand notice and the inventory was obtained shortly after year end. As the fair value of the inventory exceeded the amount for which it was repurchased, no reserve was deemed necessary. There were no other repurchases during fiscal 2023.



We continue to make certain commercial loan programs available to members of our wholesale distribution chain. Under our commercial loan arrangements, we provide funds for financed home purchases by distributors, community owners and developers (see Note 7 to the Consolidated Financial Statements). Our involvement in commercial loans helps to increase the availability of manufactured home financing to distributors, community owners and developers and provides additional opportunity for product exposure to potential home buyers. While these initiatives support our ongoing efforts to expand product distribution, they also expose us to risks associated with the creditworthiness of this customer base and our inventory financing partners.

## **Industry Overview**

*General.* Manufactured housing provides an alternative to other forms of new low-cost housing such as site-built housing and condominiums, and to existing housing such as pre-owned homes and apartments. According to statistics published by the Institute for Building Technology and Safety and the United States Department of Commerce, Bureau of the Census, for the 2022 calendar year, manufactured housing wholesale shipments of homes constructed in accordance with the HUD code accounted for an estimated 14.9% of all new single-family homes sold.

According to data reported by the Manufactured Housing Institute, approximately 113,000 HUD code manufactured homes were shipped during calendar year 2022, compared to the 106,000 shipped during calendar year 2021 and 94,000 shipments in 2020. Prior to 2019, annual shipments had increased each year since calendar year 2009 when 50,000 HUD code manufactured homes were shipped, the lowest level since the industry began recording statistics in 1959.

*Home Buyer Demographics.* We believe the sector of the housing market in which manufactured housing is most competitive includes consumers from diverse backgrounds with household incomes generally under \$40,000. This segment has a high representation of persons aged 55 and older, as well as young single persons and young married couples. The low cost of a fully equipped manufactured home compared to a site-built alternative is attractive to these consumers. Persons in rural areas and those who presently live in manufactured homes also make up a significant portion of the demand for new manufactured housing. Innovative engineering and design, as well as efficient production techniques, continue to position manufactured homes to meet the demand for affordable housing in rural markets and manufactured housing communities. The markets for affordable factory-built housing are very competitive, as well as cyclical and seasonal. The industry is sensitive to employment levels, consumer confidence, the availability of financing and general economic conditions.

"First-time" and "move-up" buyers of affordable homes are historically among the largest segments of new manufactured home purchasers. Included in this group are lower-income households that are particularly affected by periods of low employment rates and underemployment. Consumer confidence is especially important among manufactured home buyers interested in our products for seasonal or retirement living.

The two largest manufactured housing consumer demographics, young adults and those who are age 55 and older, are both growing. According to World Bank, the U.S. adult population is estimated to expand by approximately 8.3 million between 2023 and 2028. A large segment of the population who are generally first-time home buyers, those born between 1976 to 1995 often referred to as Gen Y or Millennials, are attracted by the affordability, product diversity and location flexibility of factory-built homes. The age 55 and older category is reported to be the fastest growing segment of the U.S. population. This group is similarly interested in the value proposition; however, they are also motivated by the energy efficiency and low maintenance requirements of factory-built homes and by the lifestyle offered by planned communities that are specifically designed for homeowners who fall into this age group.

## **Competition**

The manufactured housing industry is highly competitive at both the wholesale and retail levels, with competition based on several factors including price, product features, reputation for service and quality, depth of distribution, promotion, merchandising and the terms of retail customer financing. We compete with more than 30 other producers of manufactured homes, as well as with new and existing apartments, townhouses and condominiums and site-built homes.

There are a number of other national manufacturers competing for a significant share of the manufactured housing market in the United States, including Clayton Homes, Inc. and Skyline Champion Corporation, which may possess greater financial, manufacturing, distribution and marketing resources than us.

There are significant competitors to CountryPlace in the markets served. These competitors include national, regional and local banks, mortgage banks and independent finance companies such as: 21st Mortgage Corporation, an affiliate of Clayton Homes, Inc. and Berkshire Hathaway, Inc.; Triad Financial Services, Inc.; and Cascade Financial Services. Certain of these competitors are larger than CountryPlace and have access to substantially more capital. CountryPlace remains competitive in breadth of loan product offerings, interest rates, customer service and loan servicing capabilities.

The market for homeowners' insurance is highly competitive. Standard Casualty competes principally in property and casualty insurance for owners of manufactured homes with companies such as National Lloyds and American Modern Insurance, which may be larger and offer broader types of insurance allowing them to be more aggressive in their underwriting standards. Standard Casualty remains competitive in price, breadth of product offerings, product features, customer service, claim handling and use of technology.

### **Government Regulation**

Our manufactured homes are subject to a number of federal, state and local laws, codes and regulations. Construction of manufactured housing is governed by the National Manufactured Housing Construction and Safety Standards Act of 1974, as amended, also referred to as the Home Construction Act. In 1976, HUD issued regulations under the Home Construction Act establishing comprehensive national construction standards. In 1994, the codes were amended and expanded to, among other things, address specific requirements for homes destined for geographic areas subject to severe weather conditions. The HUD regulations, known collectively as the Federal Manufactured Home Construction and Safety Standards, cover all aspects of manufactured home construction, including structural integrity, fire safety, wind loads, thermal protection and ventilation. Such regulations preempt conflicting state and local regulations on such matters and are subject to periodic change. Our manufacturing facilities, and the plans and specifications of the HUD code manufactured homes they produce, have been approved by a HUD-certified inspection agency. Further, an independent HUD-certified third-party inspector regularly reviews our manufactured homes for compliance with HUD regulations during construction. Failure to comply with applicable HUD regulations could expose us to a wide variety of sanctions, including mandated closings of our manufacturing facilities. We believe our manufactured homes are in substantial compliance with all present HUD requirements. Our park model RVs are not subject to HUD regulations, but we believe that our park model RVs are in substantial compliance with the standards of the American National Standards Institute.

Transporting manufactured homes on highways is subject to regulation by various federal, state and local authorities. Such regulations may prescribe size and road use limitations and impose lower than normal speed limits and various other requirements. Generally, our distributors are responsible for the transportation of homes from our factory to the final destination through independent third-party transportation companies.

Our manufactured homes are subject to local zoning and housing regulations. In certain cities and counties in areas where our homes are sold, local governmental ordinances and regulations have been enacted which restrict the placement of manufactured homes on privately-owned land or which require the placement of manufactured homes in manufactured home communities. Such ordinances and regulations may adversely impact our ability to sell homes for installation in communities where they are in effect. A number of states have adopted procedures governing the installation of manufactured homes. Utility connections are subject to state and local regulations, which must be complied with by the distributor or other person installing the home.

Certain warranties we issue, including our principal homeowners' warranties, may be subject to the Magnuson-Moss Warranty Federal Trade Commission Improvement Act (the "Magnuson-Moss Warranty Act"), which regulates the descriptions of warranties on consumer products. In the case of warranties subject to the Magnuson-Moss Warranty Act, we are subject to a number of additional regulatory requirements. For example, warranties that are subject to the Magnuson-Moss Warranty Act must be included in a single easy-to-read document that is generally made available prior to purchase. The Magnuson-Moss Warranty Act also prohibits certain attempts to disclaim or modify implied warranties and the use of deceptive or misleading terms. A claim for a violation of the Magnuson-Moss Warranty Act can be the subject of an action in federal court in which consumers may be able to recover attorneys' fees. The description and substance of our warranties are also subject to a variety of state laws and regulations. A number of states require manufactured home producers and distributors to post bonds to ensure the satisfaction of consumer warranty claims.

A variety of laws affect the financing of the homes we manufacture. The Federal Consumer Credit Protection Act (the "Truth-in-Lending Act" or "TILA") and Regulation Z promulgated thereunder require written disclosure of information relating to such financing, including the amount of the annual percentage interest rate and any finance charges. The Federal Fair Credit Reporting Act also requires certain disclosures to potential customers concerning credit information used as a basis to deny credit. The Federal Equal Credit Opportunity Act and Regulation B promulgated thereunder prohibit discrimination against any credit applicant based on certain specified grounds. The Real Estate Settlement Procedures Act ("RESPA") and Regulation X promulgated thereunder require certain disclosures regarding the nature and costs of real estate settlements. The Consumer Financial Protection Bureau ("CFPB") has adopted or proposed various Trade Regulation Rules dealing with unfair credit and collection practices and the preservation of consumers' claims and defenses. Direct loans and mortgage loans eligible for inclusion in a Ginnie Mae security are subject to the credit underwriting requirements of the FHA, USDA or VA. A variety of state laws also regulate the form of financing documents and the allowable deposits, finance charge and fees chargeable pursuant to financing documents. The Fair Debt Collection Practices Act, implemented by Regulation F, applies to certain loans and contracts that we service for certain investors and prohibits debt collectors from engaging in harassment or abuse, making false or misleading representations, or engaging in unfair practices in debt collection.

In 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") was passed into law. The Dodd-Frank Act was a sweeping piece of legislation designed to reform credit and lending practices after the global credit crisis of 2008. On May 24, 2018, the Economic Growth, Regulatory Relief, and Consumer Protection Act (the "Dodd-Frank Reform Act") was signed into law. The Dodd-Frank Reform Act revises portions of the Dodd-Frank Act, reduces the regulatory burden on smaller financial institutions, including eliminating certain provisions of the Secure and Fair Enforcement for Mortgage Licensing Act of 2008 (the "SAFE Act"). With the elimination of certain provisions of the SAFE Act, manufactured housing distributors can now assist home buyers with securing financing for the purchase of homes; however, they may not assist in negotiating the financing terms. This has facilitated access to financing and makes the overall home buying experience smoother for the consumer.

Certain CFPB mortgage finance rules required under the Dodd-Frank Act, and modified by the Dodd-Frank Reform Act, apply to consumer credit transactions secured by a dwelling, which include real property mortgages and home-only loans secured by manufactured homes. These rules defined standards for origination of a Qualified Mortgage ("QM"), established specific requirements for lenders to prove borrowers' ability to repay loans and outlined the conditions under which QMs are subject to safe harbor limitations on liability to borrowers. The rules also establish interest rates and other cost parameters for determining which QMs fall under safe harbor protection. Among other issues, QMs with interest rates and other costs outside the limits are deemed "rebuttable" by borrowers and expose the lender and its assignees (including investors in loans, pools of loans and instruments secured by loans or loan pools) to possible litigation and penalties.

The CFPB issued a final rule, effective June 30, 2021, with mandatory compliance as of October 1, 2022, which expands the definition of a General QM and gives lenders more leeway to determine a borrower's likelihood of repayment. Under the original QM rule, the ratio of the consumer's total monthly debt to total monthly income could not exceed 43% for a loan to be considered a QM. In December 2020, the Bureau issued a QM Final Rule which amended Regulation Z by replacing the original debt ratio-based QM definition with a limit based on loan pricing, among other changes to the definition.

The original QM rule also defined a temporary category of QMs, commonly known as the GSE Patch, which includes mortgages that are eligible to be purchased or guaranteed by either of the GSEs while operating under the federal conservatorship. Under the original QM rule, the GSE Patch was set to expire on July 1, 2021. However, the CFPB extended the mandatory compliance date of the new General QM rule beyond July 1, 2021. Nonetheless, some lenders originating loans for sale to the GSEs elected to no longer originate General QM loans with debt-to-income ratios in excess of 43% or GSE Patch QM loans for borrower applications received on or after July 1, 2021.

While many manufactured homes are currently financed with agency-conforming mortgages in which the ability to repay is verified, and interest rates and other costs are within the safe harbor limits established under the CFPB mortgage finance rules, certain loans to finance the purchase of manufactured homes, especially home-only loans and non-conforming mortgages, may fall outside the safe harbor limits. Failure to comply with these regulations, changes in these or other regulations, or the imposition of additional regulations, could affect our earnings, limit our access to capital and have a material adverse effect on our business and results of operations.

The CFPB rules amending TILA and RESPA expanded the types of mortgage loans that are subject to the protections of the Home Ownership and Equity Protections Act of 1994 ("HOEPA"), revised and expanded the tests for coverage under HOEPA, and imposed additional restrictions on mortgages that are covered by HOEPA. As a result, certain manufactured home loans are subject to HOEPA limits on interest rates and fees. Loans with rates or fees in excess of the limits are deemed "High Cost Mortgages" and provide additional protections for borrowers, including with respect to determining the value of the home. Based on our experience, we believe that most loans for the purchase of manufactured homes have been written at rates and fees that would not appear to be considered High Cost Mortgages under the new rule. Although some lenders may continue to offer loans that are now deemed High Cost Mortgages, the rate and fee limits appear to have deterred some lenders from offering loans to certain borrowers and may continue to make them reluctant to enter into loans subject to the provisions of HOEPA. As a result, some prospective buyers of manufactured homes may be unable to secure financing necessary to complete manufactured home purchases.

The Dodd-Frank Act amended provisions of TILA to require rules for appraisals on principal residences securing higher-priced mortgage loans ("HPML"). Certain loans secured by manufactured homes, primarily home-only loans, could be considered HPMLs. Among other things, the rules require creditors to provide copies of appraisal reports to borrowers prior to loan closing, although loans secured solely by a manufactured home and not land are exempt from the HPML appraisal requirement so long as the lender provides the home buyer with alternative information about the home value in one of three allowable forms. While it's not possible to determine the magnitude of these changes, some prospective home buyers may be deterred from completing a manufactured home purchase as a result of the disclosure of the appraised value.

The Dodd-Frank Act also required integrating disclosures provided by lenders to borrowers under TILA and RESPA. The final rule became effective October 3, 2015. The TILA-RESPA Integrated Disclosure ("TRID") mandated extensive changes to the mortgage loan closing process and necessitated significant changes to mortgage origination systems.

Regulation C of the Home Mortgage Disclosure Act ("HMDA") requires certain financial institutions, including non-depository institutions, to collect, record, report and disclose information about their mortgage lending activity. The data-related requirements in the HMDA and Regulation C are used to identify potential discriminatory lending patterns and enforce anti-discrimination statutes. The Dodd-Frank Act transferred rulemaking authority for HMDA to the CFPB, effective in 2011. It also amended HMDA to require financial institutions to report additional data points and to collect, record and report additional information. The CFPB issued a final rule amending Regulation C, which became effective on January 1, 2018. Modifications to the rule became effective July 1, 2020. Regulation C generally applies to consumer-purpose, closed-end loans and open-end lines of credit that are secured by a dwelling. Non-depository financial institutions are subject to Regulation C if they originate at least 100 covered closed-end mortgage loans or at least 200 covered open-end lines of credit in each of the two preceding calendar years. Violations of Regulation C, including incomplete, inaccurate or omitted data, are subject to administrative sanctions, including civil money penalties, and compliance can be enforced by the Federal Reserve Board, the Federal Deposit Insurance Corporation, the Office of the Comptroller of the Currency, the National Credit Union Administration, HUD or the CFPB.

FHA Title I program guidelines provide Ginnie Mae the ability to securitize manufactured home FHA Title I loans. These guidelines are intended to allow lenders to obtain new capital, which can then be used to fund new loans for their customers. Home-only loans have languished for several years while these changes were meant to broaden home-only financing availability for prospective homeowners. We are aware of only a small number of loans currently being securitized under the Ginnie Mae program.

On March 27, 2020, the CARES Act was signed into law. While the CARES Act contains a variety of provisions, including, among other things, unemployment benefit expansion and emergency funding of public health care initiatives, it also grants forbearance rights and foreclosure protection to borrowers with loans purchased by a GSE or insured by FHA, USDA or VA. Borrowers with these federally backed mortgage loans who are experiencing hardship due to the COVID-19 pandemic may request forbearance for six months, regardless of delinquency status. Forbearance may be extended for an additional six months at the borrower's request, and they may request up to two additional three-month extensions, for a maximum of 18 months of total forbearance. The federal foreclosure moratorium expired on July 31, 2021; however, mortgage servicers were precluded from proceeding with foreclosure until January 1, 2022. Effective August 31, 2021, the CFPB published rules to help homeowners pursue loss mitigation options with mortgage servicers to avoid foreclosure. These rules allowed mortgage servicers to offer certain streamlined loss mitigation options. The FHA allowed for an extension of the foreclosure-related eviction moratorium for foreclosed borrowers through September 30, 2021. When the eviction moratorium for federally backed loans ended, mortgage servicers could only proceed with foreclosures if borrowers had abandoned their properties or had not responded to mortgage servicers' efforts to assist with loss mitigation options. On February 10, 2023, President Biden extended the national emergency declaration for the COVID-19 pandemic which ultimately terminated on May 11, 2023.

The Treasury Department issued guidance regarding the Homeowner Assistance Fund ("HAF"), which was established under section 3206 of the American Rescue Plan Act of 2021. The HAF was established to mitigate financial hardships associated with the COVID-19 pandemic by providing funds to eligible state agencies for the purpose of preventing homeowner mortgage delinquencies, defaults, foreclosures, loss of utilities or home energy services and displacements of homeowners experiencing financial hardship after January 21, 2020, through qualified expenditures related to mortgages and housing. Eligible state agencies participating in HAF are responsible for the selection and qualification of borrowers to receive HAF funds.

Fannie Mae, Freddie Mac and Ginnie Mae each require that lenders such as CountryPlace maintain minimum levels of capital and liquidity to be eligible to sell or service single-family mortgage loans purchased by the GSEs or included in mortgage-backed securities guaranteed by Ginnie Mae. The current eligibility requirements became effective on December 31, 2015. On January 31, 2020, Federal Housing Finance Agency ("FHFA") initially released its "Servicer Eligibility 2.0" proposed enhancements to the requirements for public input. The requirements establish a minimum level of tangible net worth and liquidity that distinguishes between loans serviced for Ginnie Mae and the GSEs and include a fixed base capital requirement as well as an incremental charge that reflects the volume and risk of a seller/servicer's servicing portfolio. The requirements also establish minimum liquidity levels based on a fixed percentage of the sellers/servicers loans held for sale and interest rate lock commitments outstanding. Ginnie Mae eligibility requirements include risk-based capital adjustments for excess value of mortgage servicing rights. The final net worth and base liquidity requirements become effective on September 30, 2023, and additional loan origination and Ginnie Mae's risk-based capital requirements become effective December 31, 2023. We have evaluated the proposal and believe that CountryPlace's capital and liquidity are such that we will continue to satisfy the requirements as currently proposed.

On April 19, 2021, the CFPB issued an interim final rule, effective November 30, 2021, amending Regulation F to require debt collectors to provide written notice to certain consumers of their protections under the Center for Disease Control and Prevention's eviction moratorium order of March 29, 2021. The interim final rule also prohibits certain communications methods and content and places limits on debt collectors' attempts to communicate with consumers who are obligated to repay debt, attorneys representing them or related parties.

On December 9, 2021, the Federal Trade Commission ("FTC") amended the Safeguards Rule, 16 CFR Part 314, which addresses the safeguard and protections that financial institutions are required to have in place to protect consumer financial data and other sensitive information. FTC delayed the effective date of the amended Safeguards Rule until June 9, 2023. The amended Safeguards Rule requires administrative, technical and physical safeguards to access, collect, distribute, process, protect, store, use, transmit, dispose of or otherwise handle certain types of consumer information.

Standard Casualty's insurance operations are regulated by the state insurance departments where it underwrites its policies. Our insurance product sales are subject to various state insurance laws and regulations, which govern allowable charges and other insurance practices. Underwriting, premiums, investments and capital reserves (including dividend payments to stockholders) are subject to the rules and regulations of these state agencies.

Governmental authorities have the power to enforce compliance with applicable regulations and violations may result in the payment of fines, the entry of injunctions or both. Although we believe that our operations are in substantial compliance with the requirements of all applicable laws and regulations, these requirements have generally become more stringent in recent years. Accordingly, we are unable to predict the ultimate cost of compliance with all applicable laws and enforcement policies.

### **Seasonality**

The housing industry is generally subject to seasonal fluctuations based on new home buyer purchasing patterns. Demand for our core new home products typically peaks each spring and summer before declining in the winter, consistent with the overall housing industry, although this pattern became distorted during the COVID-19 pandemic. Diversification among our product lines and operations has partially offset the impact of any seasonal fluctuations. Additionally, demand patterns for park model RVs, cabins and homes used primarily for retirement or seasonal living partially offset general housing seasonality.

CountryPlace realizes no seasonal impacts from its mortgage servicing operations. However, the mortgage subsidiary does experience minimal seasonal fluctuation in its mortgage origination activities because of the time needed for loan application approval processes and subsequent home loan closing activities. Revenue for Standard Casualty is also not substantially impacted by seasonality, as it recognizes revenue from policy sales ratably over each policy's term year. However, we are subject to adverse effects from excessive policy claims that may occur during periods of inclement weather, including seasonal spring storms or fall hurricane activity in Texas where most of our policies are underwritten. Losses from catastrophic events are limited by reinsurance contracts in place as part of our loss mitigation structure. Purchasing reinsurance contracts mitigates the frequency and/or severity of losses incurred on insurance policies issued, such as in the case of a catastrophe that generates a large number of serious claims on multiple policies at the same time. Under these agreements, we may be required to repurchase and reestablish the reinsurance contracts for the remainder of the year to the extent that they have been utilized. See Note 15 to the Consolidated Financial Statements for additional information.

### **Environmental, Social and Governance ("ESG")**

We are committed to being responsible stewards of the environment by considering our environmental impact and risks while conducting business and complying with environmental laws and regulations. In order to consider ourselves a successful company, we must also pay attention to and improve our impact on the environment. Success in our efforts to increase energy efficiency and waste reduction to positively impact lives and being responsible stewards of the environment are inseparable.

Senior management sets the direction regarding company environmental priorities and initiatives and monitors all progress and performance. The Board of Directors oversees all strategic priorities, including environmental initiatives and periodically reviews reports on Cavco's environmental management, strategy, disclosures, initiatives and policies.

We are conscious that the thoughtful choice of components and materials can further reduce our impact on the environment and provide clean, healthy air quality within the home. We constantly evaluate new materials, systems and products for our homes to determine where we can make cost efficient changes to improve the quality of living in our homes and the impact on the environment. We design our homes to be energy efficient and environmentally friendly, including prioritizing, when possible, the use of renewable materials and provide lower utility costs. Our homes are tightly constructed with upgraded insulation in the attic, walls and floors. These improvements eliminate air gaps and help maintain the desired indoor temperature and air quality, typically reducing the cost of heating and cooling over similar site-built construction. We also recognize the responsibility to educate our homebuyers on the impact they can have on the energy efficiency of their home by making some informed decisions during the planning and construction process.

Construction waste currently makes up 60 million tons of the debris filling the nation's limited landfill space each year according to a 2018 Environmental Protection Agency ("EPA") report. Our manufacturing process of building homes in centralized, environmentally protected building centers allows us to minimize adverse impacts on the environment, resulting in reduced levels of waste.

Building an entire home at a single site factory centralizes and reduces material deliveries as they are ordered and shipped in bulk to one location. It also allows workers to use public transportation or carpool to the same work location each day. Rather than having crews and managers potentially driving to multiple work sites each day, our entire work force makes one trip to the manufacturing plant, thereby reducing auto emissions and fuel costs.

Our repetitive manufacturing process minimizes waste and maximizes the utilization of materials that would otherwise go to a landfill. Every component we build is a system within a system. This reduces waste and increases efficiency. There are generally no wasted plumbing, duct or electrical runs or materials.

We are single-minded in our focus to engage, develop and support the people in our Company so we can all have rewarding careers and reach our fullest potential. At Cavco, we are driven by the conviction that the best way to build value for our stakeholders is by investing in the development of our team members and by providing them with safe, positive workplaces that present opportunities to grow and succeed. This is an important source of our strength as a company.

As we work together to make a difference in providing affordable homes nationally, we are committed to fostering the dream of homeownership for our team members. At Cavco, we have launched a formalized internal program to help us support our people. We call it Homes for our Own, and it generally involves two primary elements: education on the home buying process and financial assistance programs.

The communities where we live and work sustain local businesses, families and, of course, our employees. We recognize that Cavco's success is intrinsically linked to the well-being of our local communities. We are committed to building and strengthening communities in which we do business because it is a critical part of who we are and a natural outgrowth of our ONE Cavco mindset. Cavco employees across the Company engage in volunteering efforts that are important to their communities. Recognizing that our local team members often know the needs of their communities best, we launched a company-wide CAVCOmmunity program to provide each location with access to funding to supplement their team's volunteer efforts. We are enormously proud of our employees' charitable efforts to support the needs of their fellow team members as well as their local community at large. Every time our team members work to improve the lives of others, it is a reflection of who we are at Cavco.

At Cavco, we are fortunate that the very nature of what we do has a positive impact on individual lives and the communities we serve. We provide the most affordable opportunity for homeownership. We take great pride in our impact through the homes, loans and insurance we provide to deserving families. We recently launched a new consumer-facing affordable home marketplace, taking a big step towards fulfilling our ONE Cavco goal to help customers buy homes that improve their lives.

We are committed to responsible corporate governance. Governance starts with the Company's leadership, which includes the executive officers and the Company's Board of Directors. As a public company, officers and Board members are fiscally prudent and legally responsible for proper use of Company funds and assets. The Company expects high standards of ethical conduct from its Board members, management and all employees as described in Cavco's Corporate Governance Guidelines and Code of Conduct. We continue to focus on setting clear expectations. Our Executive Team will continue its stewardship through direct oversight and involvement. Cavco's Corporate Governance Guidelines, the charters of committees of our Board of Directors and our Code of Conduct can be found in the General Document section on our investor relations website at [www.investor.cavco.com](http://www.investor.cavco.com). Unless expressly noted, the information on our investor relations website or any other website is not incorporated by reference in this Annual Report and should not be considered part of this Annual Report or any other filing we make with the Securities Exchange Commission ("SEC"). Additional information on our Corporate Governance policies can be found in our proxy statement filed with the SEC.

## **Human Capital Resources**

Our workforce is made up of approximately 7,000 skilled full-time team members. We believe that an engaged, productive workforce is critically important to creating shareholder value. To that end, we are committed to providing a safe workplace and opportunities for professional growth and advancement based on performance, qualification, demonstrated skill and achievement at a fair wage.

As part of our commitment to focus on safety, our Safety Now program builds safety awareness and provides training and incentives to create a "safety first" culture throughout our manufacturing operations. In addition to improved safety training, especially for our newest associates, elements of this program include encouraging employee suggestions for a safer workplace, enhanced safety signage and reward programs for teams with the lowest safety incident rates and those with the most improved safety records.

We also have a number of internal programs and campaigns to enhance the culture and capability of our workforce. Driven by our aspiration to make a difference by focusing on excellence, we implemented our SPARK initiative, which is designed to improve the onboarding experience of our team members and drive retention. Our IGNITION program provides leadership training to new managers and other employees in supervisory roles to enhance communication and other critical management skills to improve the oversight and motivation of other employees. This training includes increasing technical skills, improving professional skills, expanding technology experience and educating on safety and security protocols, to name a few.

We have a multi-channel bi-lingual compliance training initiative so that our team members will understand our commitment to, and their responsibility for, maintaining high standards of integrity in the workplace. The program has been rolled out through our learning management system, with each new and existing team member being provided the same training.

We intend to be an employer of choice. To that end, we consistently assess the current landscape and labor market to refine our total rewards programs. We also monitor our progress in raising the incomes of our lowest wage earners so they can achieve success for themselves and their families. As mentioned above, we have started a program called Homes for Our Own. This program generally involves education and financial assistance for employees aspiring to own their own home. We strive to help employees understand the home buying process, from getting financially ready to buy and maintain a home to how the actual process works.

## **Available Information**

The Company's periodic and current reports, proxy statements, as well as any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are made available free of charge through our web site, [www.cavcoindustries.com](http://www.cavcoindustries.com), as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC.



## ITEM 1A. RISK FACTORS

*The Company's business involves a number of risks and uncertainties. You should carefully consider the following risks, together with the information provided elsewhere in this Annual Report. The items described below are not the only risks we face. Additional risks that are currently unknown to us or that are currently considered to be immaterial may also impair the business or adversely affect our financial condition or results of operations.*

### **Business and Operational Risks**

***The impact of local or national emergencies can adversely affect our financial results, condition and prospects, including such impacts from state and federal regulatory action that restrict our ability to operate our business in the ordinary course and impacts on (i) customer demand and the availability of financing for our products, (ii) our supply chain and the availability of raw materials for the manufacture of our products, (iii) the availability of labor and the health and safety of our workforce and (iv) our liquidity and access to the capital markets***

Severe weather conditions, natural disasters, hostilities and social unrest, terrorist activities, health epidemics or pandemics, concerns about the stability and solvency of financial institutions (such as liquidity concerns raised by the recent closures of Silicon Valley Bank, Signature Bank and First Republic Bank), or other local or national emergencies (both ones quickly resolved and ones that endure over long periods of time) can adversely affect consumer spending and confidence levels, the ability to obtain financing and supply availability and costs, as well as local operations in impacted markets, all of which can affect our financial results, condition and prospects. Our sales of affordable homes are largely dependent on the ability of consumers to obtain financing for the purchase of a home. Consumer financing is dependent on a number of economic factors, including the employment status of borrowers, which may be adversely affected by local or national emergencies. Consumer confidence is also an important factor to support home purchases and is subject to the adverse effects of an emergency situation. Our products are produced in a manner that is considered labor-intensive and requires a consistent and available workforce, which may be adversely affected by a large-scale decline in public health conditions or other emergencies.

***The Company's results of operations can be adversely affected by labor shortages and the pricing and availability of transportation or raw materials***

The homebuilding industry has from time-to-time experienced labor shortages and other labor related issues. A number of factors may adversely affect the labor force available to us and our subcontractors in one or more of our markets. This includes high employment levels, construction market conditions and government regulation, which include laws and regulations related to workers' health and safety, wage and hour practices and immigration patterns or restrictions. An overall labor shortage or a lack of skilled or unskilled labor could cause significant increases in costs or delays in construction of homes, which could have a material adverse effect upon our revenue and results of operations.

Shortages or increased transportation costs from rising fuel prices could have an adverse impact to our operations.

Our results of operations can also be affected by the pricing and availability of raw materials. Key building materials include wood and wood products, gypsum wallboard, steel, windows, appliances, insulation and other petroleum-based products. There can be no assurance that sufficient supplies of these and other raw materials will continue to be available to us. Sudden increases in price or lack of availability of raw materials can be caused by natural disaster, regulation or other market forces, as has occurred in recent years. We have experienced production halts from shortages of primary building materials in the past, and although we attempt to increase the sales prices of our homes in response to higher materials costs, such increases may lag behind the escalation of material costs.

***Shutdowns or delays at the United States/Mexico border could affect the Company's ability to ship materials to and receive finished goods from our Mexico production facilities***

We have two production lines in Mexico which are dependent upon receiving materials from our facility in Presidio, Texas. Shutdown or delays at the United States/Mexico border could impact production at those facilities and our ability to receive the finished goods from those facilities, each of which could adversely affect our results of operations.

***Excessive health and safety incidents relating to our operations could be costly to the Company***

Home construction is inherently dangerous. While safety is a top priority, any failure in health and safety performance may result in additional health and workers' compensation costs or penalties for non-compliance with relevant regulatory requirements, which may result in difficulty attracting labor or a negative impact to our reputation.

***Casualty losses associated with the Company's transportation operations may be large, which could adversely impact our financial performance***

In the ordinary course of business, we may incur property or casualty losses during the transportation of raw materials or finished homes. Although we maintain general liability insurance, estimating the number and severity of claims, as well as related judgment or settlement amounts, is inherently difficult, and claims may ultimately prove to be more severe than our estimates. This, along with legal expenses, incurred but not reported claims, and other uncertainties can cause unfavorable differences between actual costs and our reserve estimates. Accordingly, ultimate results may differ materially from our estimates, which could result in losses and materially adversely affect our financial condition and results of operations.

***The Company's results of operations could be adversely affected by significant warranty and construction defect claims on factory-built housing***

In the ordinary course of business, we are subject to home warranty and construction defect claims. We record a reserve for estimated future warranty costs relating to homes sold based upon an assessment of historical claim experience. Construction defect claims may arise significantly after product completion. Although we maintain general liability insurance and reserves for such claims, there can be no assurance that warranty and construction defect claims will remain at current levels or that such reserves will continue to be adequate. Additionally, the cost of insurance has increased significantly in recent years. If we are not able to maintain current levels of coverage, or if warranty and construction defect claims exceed current levels, our results of operations or financial condition could be adversely affected.

***Some of the Company's manufacturing production employees are represented by unions, and failure to negotiate reasonable collective bargaining agreements may result in strikes, work stoppages or substantially higher ongoing labor costs***

Certain manufacturing production employees (approximately 6% of our total employees) are represented by unions and are covered by collective bargaining agreements, which expire in February 2024 and May 2026. Wages, health and welfare benefits, work rules and other issues have historically been negotiated in a reasonable amount of time and have previously not resulted in any extended work stoppages. However, if we are unable to negotiate acceptable new agreements, it could result in worker strikes, loss of business, disruption of operations and increased operating costs as a result of higher wages or benefits paid to union members, which would have an adverse effect on our business and results of operations.

***Products supplied to the Company or work done by subcontractors can expose the Company to risks that could adversely affect its business***

We sometimes rely on subcontractors to perform certain processes such as home setup or warranty work. In some cases, subcontractors may use improper processes or defective materials, which could result in the need for us to perform repairs on homes. In addition, although we expect all of our employees, officers and directors to comply at all times with all applicable laws, rules and regulations, there may be instances in which subcontractors or others through whom we do business engage in practices that do not comply with applicable laws, regulations or governmental guidelines. When we learn of practices that do not comply with applicable laws, regulations or guidelines, we move proactively to stop the non-complying practices as soon as possible. However, regardless of the steps we take after we learn of improper practices, we can in some instances be subject to fines or other governmental penalties and our reputation can be injured due to the practices having taken place.

***Increases in the rate of cancellations of home sales orders could have an adverse effect on the Company's business***

Our backlog reflects home sales orders with our distributors and home buyers for homes that have not yet been delivered. Distributors and home buyers may cancel orders prior to production without penalty. If there is a downturn in the housing market, or if financing becomes less available or more expensive to obtain with higher interest rates, more distributors and homebuyers may cancel their agreements of sale with us, which would have an adverse effect on our business and results of operations.

***The Company may not be able to successfully integrate past or future acquisitions to attain the anticipated benefits and such acquisitions may adversely impact the Company's liquidity***

We have acquired industry competitors in the past and may consider additional strategic acquisitions if such opportunities arise. Prior acquisitions and any other acquisitions that may be considered in the future involve a number of risks, including the diversion of our management's attention from the existing business for those transactions that we complete, or possible adverse effects on our operating results and liquidity during the integration process. In addition, we may not be able to successfully or profitably integrate, operate, maintain and manage the operations or employees of past or future acquisitions. During the integration stage of an acquisition, we also may not be able to maintain uniform standards, controls, procedures and policies, which may lead to financial losses.

***The Company's involvement in vertically integrated lines of business, including manufactured housing consumer finance, commercial finance and insurance, exposes the Company to certain risks***

We offer conforming mortgages, non-conforming mortgages and home-only loans to purchasers of factory-built homes sold by Company-owned retail stores and independent distributors, builders, communities and developers through our subsidiary, CountryPlace. Most loans we originate are sold to investors. We also provide various loan servicing functions for non-affiliated entities under contract.

If customers are unable to repay their loans, we may be adversely affected. We make loans to borrowers that we believe are creditworthy based on underwriting guidelines. However, the ability of these customers to repay their loans may be affected by a number of factors, including, but not limited to: national, regional and local economic conditions; changes or weakness in specific industry segments; natural hazard risks affecting the region in which the borrower resides; and employment, financial or unexpected life circumstances.

If customers do not repay their loans, we may repossess or foreclose on the secured property in order to liquidate the loan collateral and minimize losses. The homes and land securing the loans are subject to fluctuating market values and proceeds realized from liquidating repossessed or foreclosed property are highly susceptible to adverse movements in collateral values. Home price depreciation and elevated levels of unemployment may result in additional defaults and increase the severity of loss upon collateral liquidation.

Some of the loans we originate, or may originate in the future, may not have a liquid market or the market may contract rapidly causing the loans to become illiquid. Although we offer loan products and price our loans at levels that we believe are marketable at the time of credit application approval, market conditions for such loans may deteriorate rapidly and significantly. Our ability to respond to changing market conditions is affected by credit approval and funding commitments we make in advance of loan completion. In this environment, it is difficult to predict the types of loan products and characteristics that may be susceptible to future market curtailments and tailor loan offerings accordingly. As a result, no assurances can be given that the market value of our loans will not decline in the future, or that a market will continue to exist for loan products.

We sell loans through GSE-related programs and to whole-loan purchasers and also finance certain loans with long-term credit facilities secured by the respective loans. In connection with these activities, we provide to GSEs, whole-loan purchasers and lenders, as the case may be, representations and warranties related to the loans sold or financed. These representations and warranties generally relate to the ownership of the loans, the validity of the liens securing the loans, the loans' compliance with the criteria for inclusion in the transactions, including compliance with underwriting standards or loan criteria established by buyers or lenders and our ability to deliver documentation in compliance with applicable laws. Generally, representations and warranties may be enforced at any time over the life of the loan. Upon a breach of a representation, we may be required to repurchase the loan or to indemnify a party for incurred losses. Although we maintain reserves for these contingent repurchase and indemnification obligations, these reserves may not be ultimately sufficient for incurred losses, which could have a material adverse effect on our operational results or financial condition.

Standard Casualty specializes in homeowner property and casualty insurance products for the manufactured housing industry, primarily serving the Texas, Arizona, New Mexico and Nevada markets. Property and casualty insurance companies are subject to certain risk-based capital requirements usually in accordance with model rules as specified by the National Association of Insurance Commissioners. Under these requirements, the amount of capital and surplus maintained by a property and casualty insurance company is determined based on its various risk factors.

Certain of our premiums and benefits are assumed from and ceded to other insurance companies under various reinsurance agreements. The ceded reinsurance agreements provide us with increased capacity to write larger risks. We remain obligated for amounts ceded in the event that the reinsurers do not meet their obligations. Substantially all of our assumed reinsurance is with one entity. Further, our policies in force may be subject to numerous risks, including geographic concentration, adverse selection, home deterioration, unusual weather events and regulation. Although claim amounts are recoverable through reinsurance for catastrophic losses up to policy maximums, subject to certain conditions, significant losses may be realized and our results of operations and financial condition could be adversely affected.

***The Company's participation in certain financing programs for the purchase of its products by industry distributors and consumers may expose the Company to additional risk of credit loss, which could adversely impact its liquidity and results of operations***

We are exposed to risks associated with the creditworthiness of certain independent distributors, builders, developers, community owners, inventory financing partners and home buyers, many of whom may be adversely affected by the volatile conditions in the economy and financial markets. These conditions could result in financial instability or other adverse effects, the consequences of which could include delinquencies by customers who purchase our products under special financing initiatives and the deterioration of collateral values. In addition, losses may be incurred if the collateral cannot be recovered or is liquidated at prices insufficient to recover recorded commercial loan notes receivable balances. The realization of any of these factors may adversely affect our cash flow, profitability and financial condition.

***Information technology failures or cyber incidents could harm the Company's business***

We are increasingly dependent on information technology systems and infrastructure to operate our business. In the ordinary course of business, we collect, store, process and transmit significant amounts of sensitive information, including proprietary business information, personal information and other confidential information, including that of our customers, vendors and suppliers. All information systems are subject to disruption, breach or failure. Potential vulnerabilities can be exploited from inadvertent or intentional actions of our employees, third-party vendors and business partners or by malicious third parties. Attacks of this nature are increasing in their frequency, levels of persistence, sophistication and intensity, and are being conducted by a variety of threat actors, including sophisticated and organized groups and individuals with a wide range of expertise and motives, such as organized criminal groups, industrial spies, nation states and others. In addition to the extraction of sensitive information, attacks could include the deployment of harmful malware, ransomware, denial of service attacks or other means, which could affect service reliability and threaten the confidentiality, integrity and availability of information.

We use enterprise-grade information technology and computer resources to carry out important operational activities and to aggregate and maintain business records from a variety of systems. Although most information is stored on servers that are secured in commercial data centers, individual systems, including back-up systems, are subject to damage or interruption from power outages, telecommunications failures, human error, computer viruses, security breaches and cyber incidents, which may infect our network infrastructure. Such systems are also vulnerable to catastrophic events such as fires, tornadoes, earthquakes and hurricanes. Given the unpredictability of the timing, nature and scope of information technology disruptions, if our computer systems and our backup systems are damaged, breached or cease to function properly, we could potentially be subject to production downtimes, operational delays, distraction of management, the compromising of confidential or otherwise protected information, destruction or corruption of data, security breaches, other manipulation or improper use of our systems and networks and financial losses from remedial actions. Significant disruptions in our, or our third-party vendors', information technology systems or other data security breaches or cyber incidents could adversely affect the business operations and result in the loss or misappropriation of, and unauthorized access to, sensitive information, which may force us to incur significant costs and engage in litigation, harm our reputation and subject us to liability under laws, regulations and contractual obligations. In addition, the costs of maintaining adequate protection against such threats are expected to increase and could be material to our operations.

***Failure to maintain the security of personally identifiable information could adversely affect the Company.***

In connection with our business, we collect and retain personally identifiable information (e.g., information regarding our customers, suppliers and employees), and there is an expectation that we will adequately protect that information. A significant theft, loss or fraudulent use of the personally identifiable information we maintain, or of our data, by cyber-criminals or others could adversely impact our reputation and could result in significant costs, fines or litigation.

***The Company has contingent repurchase obligations related to wholesale financing provided to industry distributors***

In accordance with customary business practice in the manufactured housing industry, we have entered into repurchase agreements with various financial institutions and other credit sources that provide floor plan financing to industry distributors, which provide that we will be obligated, under certain circumstances, to repurchase homes sold to distributors in the event of a default by a distributor under floor plan financing arrangements. Under these agreements, we have agreed to repurchase homes at declining prices over the term of the agreement (which in most cases is 18 to 24 months). Our obligation under these repurchase agreements ceases upon the purchase of the home by the retail customer. The maximum amount of contingent obligations under such repurchase agreements was approximately \$177.9 million as of April 1, 2023, before reduction for the resale value of the homes. We may be required to honor contingent repurchase obligations in the future and may incur additional expense as a consequence of these repurchase agreements. In addition, the ability to recover losses on homes repurchased could be at risk in a declining price environment.

***A write-off of all or part of the Company's goodwill could adversely affect its results of operations and financial condition***

As of April 1, 2023, 9% of our total assets consisted of goodwill, all of which is attributable to our factory-built housing segment. In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 350, *Intangibles—Goodwill and Other* ("ASC 350"), goodwill is tested annually for impairment. If goodwill becomes impaired, such impairment is charged as an expense in the period in which it occurs. Our goodwill could be impaired if developments affecting our manufacturing operations or the markets in which we produce manufactured homes lead us to conclude that the cash flows expected to be derived from our manufacturing operations will be substantially reduced.

***If the Company is unable to establish or maintain relationships with its independent distributors who sell the Company's homes, revenue could decline***

During fiscal year 2023, approximately 83% of our sales of factory-built homes were to independent distributors. As is common in the industry, independent distributors may also sell homes produced by competing manufacturers. We may not be able to establish relationships with new independent distributors or maintain good relationships with independent distributors that sell our homes. Even if we do establish and maintain relationships with independent distributors, these distributors are not obligated to sell our homes exclusively. The independent distributors with whom we have relationships can cancel these relationships on short notice. In addition, these distributors may not remain financially solvent, as they are subject to industry, economic, demographic and seasonal trends similar to those faced by us. If we do not establish and maintain relationships with solvent independent distributors in one or more of our markets, revenue in those markets could decline.

***The Company's business and operations are concentrated in certain geographic regions, which could be impacted by market declines***

Our operations are concentrated in certain states, most notably Texas, California, Florida, Arizona and Oregon. Due to the concentrated nature of the operations, there could be instances where these regions are negatively impacted by economic, natural or population changes that could, in turn, negatively impact our results of operations more than those of other companies that are more geographically dispersed.

We operate 29 homebuilding production lines located in the Northwest, Southwest, South, Southeast, Midwest and Mid-Atlantic regions. We have a significant presence in Texas with factories in the cities of Austin, Fort Worth, Seguin and Waco, and a facility in Presidio that serves as a shipping point for homes produced in Mexico. Further, of the 64 Company-owned retail stores, 50 are located in Texas.

Loan contracts secured by collateral that is geographically concentrated could experience higher rates of delinquencies, default and foreclosure losses than loan contracts secured by collateral that is more geographically dispersed. We have loan contracts secured by factory-built homes located in 28 states, including Texas, Florida, New Mexico and Oklahoma. Standard Casualty also specializes in writing contracts for the manufactured housing industry, primarily serving the Texas, Arizona, New Mexico and Nevada markets.

***The Company's income tax provision and other tax liabilities may be insufficient if taxing authorities initiate and are successful in asserting tax positions that are contrary to the Company's position.***

In the normal course of business, we are audited by various federal, state and local authorities regarding income tax matters. Significant judgment is required to determine our provision for income taxes and our liabilities for federal, state, local and other taxes. Although we believe our approach to determining the appropriate tax treatment is supportable and in accordance with tax laws and regulations and relevant accounting literature, it is possible that the final tax authority will take a position that is materially different than ours. As each audit is conducted, adjustments, if any, are recorded in our consolidated financial statements in the period determined. Such differences could have a material adverse effect on our income tax provision or benefit, or other tax reserves, and, consequently, on our results of operations, financial position or cash flows.

***A prolonged delay by Congress and the President to approve budgets or continuing appropriation resolutions to facilitate the operations of the federal government could delay the completion of home sales and/or cause cancellations, and thereby negatively impact the Company's deliveries and revenues***

Congress and the President may not timely approve budgets or appropriation legislation to facilitate the operations of the federal government. As a result, many federal agencies have historically and may again cease or curtail some activities. The affected activities include issuance of HUD certification labels to manufacturers, Internal Revenue Service verification of loan applicants' tax return information and approvals by the FHA and other government agencies to fund or insure mortgage loans under programs that these agencies operate. As a number of our home buyers use these programs to obtain financing to purchase homes, and many lenders, including CountryPlace, require ongoing coordination with these and other governmental entities to originate home loans, a prolonged delay in the performance of their activities could prevent prospective qualified buyers from obtaining the loans they need to complete such purchases, which could lead to delays or cancellations of home sales. These and other affected governmental bodies could cause interruptions in various aspects of our business and investments. Depending on the length of disruption, such factors could have a material adverse impact on our consolidated financial statements.

**Industry and Economic Risks**

***Tightened credit standards, curtailed lending activity by home-only lenders and increased government lending regulations continue to constrain the consumer financing market which could continue to restrict sales of the Company's homes***

Consumers who buy our manufactured homes have historically secured retail financing from third-party lenders. Home-only financing is usually more difficult to obtain than financing for site-built homes. The availability, terms and costs of retail financing depend on the lending practices of financial institutions, governmental policies and economic and other conditions, all of which are beyond our control.

Over time, home-only lenders have tightened the credit underwriting standards for loans to purchase manufactured homes, which has reduced lending volumes and negatively impacted our revenue. Most of the national lenders that have historically provided home-only loans have exited the manufactured housing sector of the home loan industry. Retail sales of manufactured housing could be adversely affected if remaining retail lenders curtail industry lending activities or exit the industry altogether.

Changes in laws or other events that adversely affect liquidity in the secondary mortgage market could hurt the business. GSEs and the FHA play significant roles in insuring or purchasing home mortgages and creating or insuring investment securities secured by home mortgages that are either sold to investors or held in their portfolios. These organizations provide significant liquidity to the secondary market. Any new federal laws or regulations that restrict or curtail their activities, or any other events or conditions that alter the roles of these organizations in the housing finance market, could affect the ability of our customers to obtain mortgage loans or could increase mortgage interest rates, fees and credit standards, which could reduce demand for our homes and/or the loans that we originate and adversely affect our results of operations.

Some investors are reluctant to own or participate in owning such loans because of the uncertainty of potential litigation and other costs. As a result, some prospective buyers of manufactured homes may be unable to secure the financing necessary to complete purchases. In addition, enhanced regulatory and compliance costs could force lenders to implement new processes, procedures, controls and infrastructure required to comply with the regulations. Compliance may constrain lenders' ability to profitably price certain loans. Failure to comply with such regulations, changes in these or other regulations, or the imposition of additional regulations, could affect our earnings, limit our access to capital and have a material adverse effect on the business and results of operations.

***An increase in interest rates could reduce potential buyers' ability or desire to obtain financing with which to buy homes and adversely affect the Company's business or financial results.***

The Federal Reserve Board has recently raised its benchmark rate, with further increases possible. Increases in interest rates could significantly increase the cost of owning a new home, which usually reduces the number of potential buyers who can afford, or are willing, to purchase homes we build. This could adversely impact demand for our homes and the ability of potential customers to obtain financing, adversely affecting our business, financial condition and operating results.

***Changes in the exchange rates for Mexican Pesos could adversely affect the value of the Company's investments in Mexico and cause foreign exchange losses***

We have production operations in Mexico, and unfavorable changes in the exchange rate for Mexican Pesos could adversely affect the reported value of our investments and/or results of operations.

***Availability of wholesale financing for industry distributors continues to be limited to a few floor plan lenders and lending limits may be reduced from time to time, which can negatively affect distributor demand***

Manufactured housing distributors generally finance their inventory purchases with wholesale floor plan financing provided by lending institutions. The availability of wholesale financing is significantly affected by the number of floor plan lenders and their lending limits. Our independent distributors rely primarily on 21<sup>st</sup> Mortgage Corporation and smaller national and regional lending institutions that specialize in providing wholesale floor plan financing to manufactured housing distributors. Floor plan financing providers could further reduce their levels of floor plan lending. Reduced availability of floor plan lending negatively affects the inventory levels of our independent distributors, the number of retail sales center locations and related wholesale demand, and the availability of, and access to, capital on an ongoing basis.

***The Company's operating results could be affected by market forces and declining housing demand***

As a participant in the homebuilding industry, we are subject to market forces beyond our control. These market forces include employment levels, employment growth, interest rates, consumer confidence, home input supply availability, land availability and development costs, suppliers impacted by global conflicts, apartment and rental housing vacancy levels, inflation, deflation, bank-specific and broader financial institution liquidity risk and the health of the general economy. Unfavorable changes in any of the above factors or other issues could have an adverse effect on our revenues, earnings or financial position.

***The cyclical and seasonal nature of the manufactured housing industry causes the Company's revenues and operating results to fluctuate, and we expect this cyclicity and seasonality to continue in the future***

The manufactured housing industry is highly cyclical and seasonal and is influenced by many national and regional economic and demographic factors, including the availability of consumer financing for home buyers, the availability of wholesale financing for distributors, seasonality of demand, consumer confidence, interest rates, demographic and employment trends, income levels, housing demand, general economic conditions, including inflation and recessions, and the availability of suitable home sites. As a result of the foregoing economic, demographic and other factors, our revenues and operating results fluctuate, and we expect them to continue to fluctuate in the future.



***The manufactured housing industry is highly competitive, and increased competition may result in lower revenue***

The manufactured housing industry is highly competitive. Competition at both the manufacturing and retail levels is based upon many factors, including price, product features, reputation for service and quality, merchandising, terms of distributor promotional programs and the terms of retail customer financing. Numerous companies produce manufactured homes in our markets. Certain competitors also have their own retail distribution systems and consumer finance and insurance operations. In addition, there are many independent manufactured housing retail locations in most areas where we have retail operations. We believe that where wholesale floor plan financing is available, it is relatively easy for new distributors to enter into our markets as competitors. In addition, our products compete with other forms of low- to moderate-cost housing, including new and existing site-built homes, apartments, townhouses and condominiums. If we are unable to compete effectively in this environment, revenues could be reduced.

***Deterioration in economic conditions and turmoil in financial markets could reduce the Company's earnings and financial condition***

Deterioration in global, national, regional or local economic conditions and turmoil in financial markets could have a negative impact on our business. Among other things, unfavorable changes in employment levels, job growth, consumer confidence and income, inflation, deflation, trade tariffs, foreign currency exchange rates, interest rates and adverse developments with respect to specific financial institutions or the broader financial services industry may further reduce demand for our products or have an adverse effect on the availability of financing to our customers, which could negatively affect our business, results of operations and financial condition.

**Legal and Regulatory Risks**

***If favorable local zoning ordinances are not adopted or if local zoning ordinances become further restricted, the Company's revenue could decline and its business could be adversely affected***

Manufactured housing communities and individual home placements are subject to local zoning ordinances and other local regulations relating to utility service and construction of roadways. In the past, property owners often have resisted the adoption of zoning ordinances permitting the location of manufactured homes in residential areas, which we believe has restricted the growth of the industry. Manufactured homes may not achieve widespread acceptance and localities may not adopt zoning ordinances permitting the development of manufactured home communities. If favorable local zoning ordinances are not adopted or become further restricted, our revenue could decline and the business, results of operations and financial condition could be adversely affected.

***The Company is subject to extensive regulation affecting the production and sale of manufactured housing, which could adversely affect its profitability***

A variety of federal, state and local laws and regulations affect the production and sale of manufactured housing. Please refer to the section above under the heading "Business - Government Regulation" for a description of many of these laws and regulations. Our failure to comply with such laws and regulations could expose us to a wide variety of sanctions, including closing one or more manufacturing facilities. Regulatory matters affecting our operations are under regular review by governmental bodies and we cannot predict what effect, if any, new laws and regulations would have on us or the manufactured housing industry. Failure to comply with applicable laws or regulations or the passage in the future of new and more stringent laws, may adversely affect our financial condition or results of operations.

***Changes in existing regulations or violations of existing or future regulations could have a materially adverse effect on the Company's operations and profitability***

We are subject to regulation by the United States Department of Transportation, the EPA, the United States Department of Homeland Security and other state and federal agencies. Future laws and regulations or changes to existing laws and regulations may be more stringent, require changes in our operating practices, or require us to incur significant additional costs, which could materially adversely affect our business, financial condition, and results of operations.

***The Company may face risks related to the SEC litigation, including potential shareholder litigation or potential reputational damage that the Company may suffer as a result of the litigation***

As disclosed in Part I, Item 3, Legal Proceedings, on September 2, 2021, the SEC filed a civil complaint in the United States District Court, District of Arizona, naming the Company along with the Company's former Chairman, President & Chief Executive Officer ("former CEO") and the Company's former Chief Financial Officer, alleging violations of the antifraud and internal accounting control provisions of the Securities Exchange Act of 1934 (the "Exchange Act") based on trading in the shares of another company directed by the former CEO that resulted in an unrealized gain of approximately \$265,000. In fiscal 2022, the Company recorded an accrual relating to this loss contingency. On September 23, 2022, the United States District Court for the District of Arizona approved the settlement of the SEC action against the Company. Without admitting or denying the findings of the consent judgment, the Company agreed to the imposition of an injunction against future violations of the antifraud and internal accounting control provisions of the Exchange Act and a monetary penalty of \$1.5 million, which did not have a material impact on the Company's financial statements. The settlement resolves all claims in such action against the Company.

We are unable to predict what consequences any investigation by any regulatory agency may have on us, including significant legal and accounting expenses. These matters may also divert management's attention from other business concerns, which could harm the business and could result in reputational damage. Any proceedings commenced against us by a regulatory agency could result in administrative orders against us, the imposition of penalties and/or fines against us and/or the imposition of sanctions against certain of our current or former officers, directors and/or employees. The investigations, litigation or remedial actions we have taken or are currently undertaking may adversely affect our business.

***Losses not covered by our Director and Officer ("D&O") insurance may be large, which could adversely impact the Company's financial performance***

We maintain D&O liability insurance for losses or advancement of defense costs in the event legal actions are brought against the Company's directors, officers or employees for alleged wrongful acts in their capacity as directors, officers or employees. Such D&O insurance contains certain customary exclusions that may make it unavailable to the Company or its directors and officers in the event it is needed; and, in any case, the D&O insurance may not be adequate to fully protect the Company against liability for the conduct of its directors, officers or employees or the Company's indemnification obligations to its directors and officers.

**General Risk Factors**

***The loss of any of the Company's executive officers, senior leadership or business operations managers or a significant number of operating employees could reduce its ability to execute its business strategy and could have a material adverse effect on its business and results of operations***

We are dependent to a significant extent upon the efforts of our executive officers, senior leaders and business operations managers. The loss of the services of one or more of these individuals could impair our ability to execute our business strategy and have a material adverse effect upon our business, financial condition and results of operations. Also, the loss of a significant number of operating employees and our ability to hire qualified replacements could have a material adverse effect on our business. We currently have no key person life or other insurance for our executive officers.

***The Company's liquidity and ability to raise capital may be limited***

We may need to obtain debt or additional equity financing in the future. The type, timing and terms of the financing selected will depend on, among other things, our cash needs, the availability of other financing sources and prevailing conditions in the financial markets. There can be no assurance that any of these sources will be available to us at any time or that they will be available on satisfactory terms.

***Certain provisions of the Company's organizational documents could delay or make more difficult a change in control of the Company***

Certain provisions of the Company's Restated Certificate of Incorporation, as amended, and Third Amended and Restated Bylaws could delay or make more difficult transactions involving a change of control and may have the effect of entrenching the current management or possibly depressing the market price of the Company's common stock. For example, the Company's Restated Certificate of Incorporation, as amended, and Third Amended and Restated Bylaws authorize blank series preferred stock, establish a staggered board of directors and impose certain procedural and other requirements for stockholder proposals.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES**

The following table sets forth certain information with respect to the Company's core properties:

Location	Date of Commencement of Operations	Owned / Leased	Square Feet
Active manufacturing facilities for factory-built housing segment:			
Millersburg, Oregon	1995	Owned	169,000
Woodburn, Oregon	1976	Owned	221,000
Riverside, California	1960	Owned	107,000
Nampa, Idaho	1957	Owned	171,000
Glendale, Arizona	2022	Owned	118,000
Goodyear, Arizona	1993	Leased	250,000
Phoenix, Arizona	1978	Owned	79,000
Deming, New Mexico	2001	Owned	170,000
Duncan, Oklahoma	2022	Owned	170,000
Austin, Texas	1981	Owned	181,000
Fort Worth, Texas	1993	Owned	121,000
Seguin, Texas	2006	Owned	129,000
Waco, Texas	1971	Owned	132,000
Ojinaga, Mexico (1)	2011	Owned	145,000
Ojinaga, Mexico (2)	2018	Owned	127,000
Montevideo, Minnesota	1982	Owned	305,000
Dorchester, Wisconsin	1975	Leased	160,000
Nappanee, Indiana	1971	Owned	341,000
Goshen, Indiana	1972	Owned	163,000
Lafayette, Tennessee	1996	Owned	149,000
Moultrie, Georgia	2003	Owned	230,000
Douglas, Georgia	1988	Owned	142,000
Shippenville, Pennsylvania (1)	1972	Owned	162,000
Shippenville, Pennsylvania (2)	1988	Owned	164,000
Emlenton, Pennsylvania	2004	Owned	126,000
Martinsville, Virginia	1969	Owned	132,000
Rocky Mount, Virginia	1995	Owned	137,000
Cherryville, North Carolina	1973	Owned	254,000
Hamlet, North Carolina	2022	Owned	184,000
Ocala, Florida	1984	Owned	91,000
Plant City, Florida	1981	Owned	87,000
Component and supply facilities for factory-built housing segment:			
Presidio, Texas	2011	Owned	69,000
Martinsville, Virginia	1972	Owned	192,000
Nappanee, Indiana	1971	Leased	77,000

Inactive manufacturing facilities for factory-built housing segment:		
Plant City, Florida	Owned	94,000
Administrative and other locations:		
Phoenix, Arizona (factory-built housing)	Leased	23,000
Duncan, Oklahoma (factory-built housing)	Owned	10,700
Addison, Texas (financial services)	Leased	24,000
Plano, Texas (financial services)	Leased	11,000
New Braunfels, Texas (financial services)	Owned	9,000
Elkhart, Indiana (factory-built housing)	Leased	23,000

We own the land on which manufacturing facilities are located, except for the Goodyear, Arizona plant, which is currently leased through June 2026, with no current options to extend; and the Dorchester, Wisconsin plant, currently under lease through August 2037, with options to extend. We also own substantially all of the machinery and equipment used at these factories. In addition to production facilities, we own an office building and land in New Braunfels, Texas, which houses Standard Casualty's operations, as well as eight properties upon which active, Company-owned retail stores are located. The remaining active sales centers and a claims office are leased under operating leases with lease terms generally ranging from monthly to five years. Company-owned retail stores generally range in sizes up to nine acres. We lease office spaces in Plano and Addison, Texas for CountryPlace operations and factory-built housing administrative support services, respectively, pursuant to leases that expire in May 2025 and November 2023, respectively. The Phoenix, Arizona home office is leased through February 2026, with an option to extend for an additional three years. The Elkhart, Indiana office is leased through February 2040, with options to extend. We believe that all of these facilities are adequately maintained and suitable for the purposes for which they are used.

### **ITEM 3. LEGAL PROCEEDINGS**

See the information under the "Legal Matters" caption in Note 17 to the Consolidated Financial Statements, which is incorporated herein by reference.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II**

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

The Company's common stock is traded on the Nasdaq Global Select Market ("Nasdaq") under the symbol CVCO.

As of May 12, 2023, the Company had 520 stockholders of record and approximately 30,000 beneficial holders of its common stock, based upon information in securities position listings by registered clearing agencies upon request of the Company's transfer agent.

In the past two fiscal years, we have not paid any dividends on the Company's common stock. The payment of dividends to Company stockholders is subject to the discretion of the Board of Directors, and various factors may prevent us from paying dividends. Such factors include Company cash requirements, covenants of our Credit Agreement and liquidity or other requirements of state, corporate and other laws.

**Issuer Purchases of Equity Securities**

On May 25, 2022, the Company's Board of Directors approved a \$100 million stock repurchase program that may be used to purchase its outstanding common stock. The repurchase program is funded using our available cash. The repurchases may be made in the open market or in privately negotiated transactions in compliance with applicable state and federal securities laws and other legal requirements. The level of repurchase activity is subject to market conditions and other investment opportunities. The repurchase program does not obligate us to acquire any particular amount of common stock and may be suspended or discontinued at any time. Share repurchase activity during the three months ended April 1, 2023 was as follows:

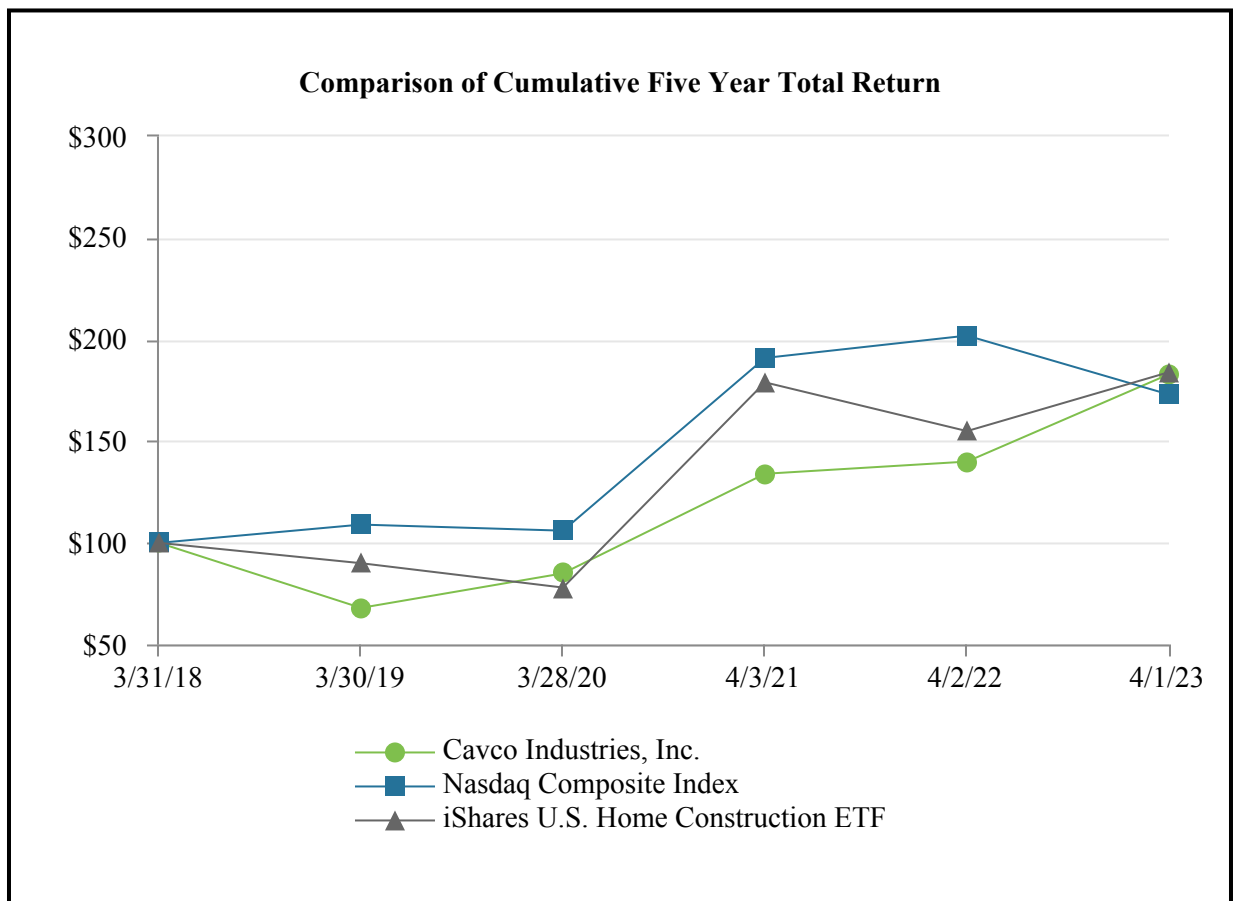
<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid Per Share</b>	<b>Total Number of Shares Purchased as Part of the Publicly Announced Program</b>	<b>Approximate Dollar Value of Shares That May Yet Be Purchased Under the Program (\$000s)</b>
January 1, 2023 to February 4, 2023	90,244	\$ 254.71	90,244	\$ 42,743
February 5, 2023 to March 4, 2023	24,702	278.12	24,702	35,873
March 5, 2023 to April 1, 2023	511	278.66	511	35,731
	<u>115,457</u>		<u>115,457</u>	

**Performance Graph**

The following graph compares the yearly percentage change in the cumulative total stockholder return on Cavco common stock during the five fiscal years ended April 1, 2023, with that of the Nasdaq Composite Index and the iShares U.S. Home Construction ETF. The comparison assumes \$100 (with reinvestment of all dividends) was invested on March 31, 2018, in Cavco common stock and in each of the foregoing indices.

**CAVCO INDUSTRIES, INC.**

	3/31/2018	3/30/2019	3/28/2020	4/3/2021	4/2/2022	4/1/2023
<b>Cavco Industries, Inc.</b>	\$ 100	\$ 68	\$ 85	\$ 134	\$ 140	\$ 183
<b>Nasdaq Composite Index</b>	\$ 100	\$ 109	\$ 106	\$ 191	\$ 202	\$ 173
<b>iShares U.S. Home Construction ETF</b>	\$ 100	\$ 90	\$ 78	\$ 179	\$ 155	\$ 184



**ITEM 6. [RESERVED]**

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

### **Forward-Looking Statements**

This Annual Report includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Exchange Act and the Private Securities Litigation Reform Act of 1995. In general, all statements included or incorporated in this Annual Report that are not historical in nature are forward-looking. These may include statements about the Company's plans, strategies and prospects under the headings "Business," and "Management's Discussion and Analysis of Financial Condition and Results of Operations." Forward-looking statements are often characterized by the use of words such as "believes," "estimates," "expects," "projects," "may," "will," "intends," "plans," or "anticipates," or by discussions of strategy, plans or intentions. Forward-looking statements are typically included, for example, in discussions regarding the manufactured housing and site-built housing industries; our financial performance and operating results; our liquidity and financial resources; our outlook with respect to the Company and the manufactured housing business in general; the expected effect of certain risks and uncertainties on our business, financial condition and results of operations; economic conditions and consumer confidence; increasing interest rates; potential acquisitions, strategic investments and other expansions; operational and legal risks; how we may be affected by the COVID-19 pandemic or any other pandemic or outbreak; labor shortages and the pricing and availability of raw materials; governmental regulations and legal proceedings; the availability of favorable consumer and wholesale manufactured home financing; and the ultimate outcome of our commitments and contingencies.

Forward-looking statements involve risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by such forward-looking statements, many of which are beyond our control. To the extent that our assumptions and expectations differ from actual results, our ability to meet such forward-looking statements, including the ability to generate positive cash flow from operations, may be significantly hindered. Factors that could affect our results and cause them to materially differ from those contained in the forward-looking statements include, without limitation, those discussed under Item 1A, "Risk Factors," and elsewhere in this Annual Report. We expressly disclaim any obligation to update any forward-looking statements contained in this Annual Report, whether as a result of new information, future events or otherwise, except as required by law. For all of these reasons, you should not place undue reliance on any such forward-looking statements included in this Annual Report.

### **Introduction**

The following should be read in conjunction with the Company's Consolidated Financial Statements and the related Notes that appear in Part IV of this Annual Report. References to "Note" or "Notes" pertain to the Notes to the Consolidated Financial Statements.

### **Company Outlook**

It is difficult to predict the future of housing demand, employee availability, our supply chain or the Company's performance and operations. Our home order backlog at April 1, 2023 was approximately \$244 million in wholesale sales values, down \$870 million from \$1.1 billion one year earlier. Distributors may cancel orders prior to production without penalty. After production of a particular home has commenced, the order becomes non-cancelable and the distributor is obligated to take delivery of the home. Accordingly, until production of a particular home has commenced, we do not consider order backlog to be firm orders. We continue to focus on balancing the production levels and workforce size with the demand for our product offerings to maximize efficiencies.

We continue to make certain commercial loan programs available to members of our wholesale distribution chain. Under direct commercial loan arrangements, we provide funds for financed home purchases by distributors, community owners and developers (see Note 7 to the Consolidated Financial Statements). Our involvement in commercial loans helps to increase the availability of manufactured home financing to distributors, community owners and developers and provides additional opportunity for product exposure to potential home buyers. While these initiatives support our ongoing efforts to expand product distribution, they also expose us to risks associated with the creditworthiness of this customer base and our inventory financing partners.



In the financial services segment, we continue to assist customers in need by servicing existing loans and insurance policies and complying with state and federal regulations regarding loan forbearance, home foreclosures and policy cancellations. Certain loans serviced for investors expose us to cash flow deficits if customers do not make contractual monthly payments of principal and interest in a timely manner. For certain loans serviced for Ginnie Mae and Freddie Mac, and home-only loans serviced for certain other investors, we must remit scheduled monthly principal and/or interest payments and principal curtailments regardless of whether monthly mortgage payments are collected from borrowers. Ginnie Mae permits cash obligations on loans in forbearance from COVID-19 to be offset by other incoming cash flows from loans such as loan pre-payments. Through fiscal year 2023, monthly collections of principal and interest from borrowers have exceeded scheduled principal and interest payments owed to investors; however, mandatory extended forbearance under the CARES Act and certain other regulations related to COVID-19 could negatively impact cash obligations in the future.

The lack of an efficient secondary market for manufactured home-only loans and the limited number of institutions providing such loans result in higher borrowing costs for home-only loans and continue to constrain industry growth. We work independently and with other industry participants to develop secondary market opportunities for manufactured home-only loans and non-conforming mortgage portfolios and expand lending availability in the industry. Additionally, we continue to invest in community-based lending initiatives that provide home-only financing to residents of certain manufactured home communities. We also develop and invest in home-only lending programs to grow sales of homes through traditional distribution points. We believe that growing our investment and participation in home-only lending may provide additional sales growth opportunities for our factory-built housing operations and reduce our exposure to the actions of independent lenders.

We also work independently and with industry trade associations to encourage favorable legislative and GSE action to address the financing needs of buyers of affordable homes. Federal law requires GSEs to implement the "Duty to Serve" requirements specified in the Federal Housing Enterprises Financial Safety and Soundness Act of 1992, as amended by the Housing and Economic Recovery Act of 2008. In April 2022, Fannie Mae and Freddie Mac released their Underserved Markets Plans for 2022-2024 that describe, with specificity, the actions they would take over the three-year period to fulfill the "Duty to Serve" obligation. As with prior plans, the 2022-2024 plans offer enhanced mortgage loan products for manufactured homes titled as real property, including Fannie Mae's "MH Advantage" and Freddie Mac's "ChoiceHome" programs that began in the latter part of calendar year 2018. Although some progress has been made with these programs, meaningful positive impact in the form of increased home orders has yet to be realized. The plans do not include purchases of home-only loans during the three-year timeframe. Expansion of the secondary market for home-only loans through GSEs could support further demand for housing as lending options would likely become more available to home buyers.

The insurance subsidiary is subject to adverse effects from excessive policy claims that may occur during periods of inclement weather, including seasonal spring storms or fall hurricane activity in Texas where most of its policies are underwritten. Where applicable, losses from catastrophic events are mitigated by reinsurance contracts in place as part of our loss mitigation structure. Purchasing reinsurance contracts mitigates the frequency and/or severity of losses incurred on insurance policies issued, such as in the case of a catastrophe that generates a large number of serious claims on multiple policies at the same time. Under these agreements, we may be required to repurchase and reestablish the reinsurance contracts for the remainder of the year to the extent that they have been utilized. See Note 15 to the Consolidated Financial Statements for additional information.

**Results of Operations**

***Fiscal Year 2023 Compared to Fiscal Year 2022***

***Net Revenue.***

Net revenue consisted of the following for fiscal years 2023 and 2022, respectively:

(\$ in thousands, except revenue per home sold)	Year Ended		Change	
	April 1, 2023	April 2, 2022		
Net revenue:				
Factory-built housing	\$ 2,069,450	\$ 1,556,283	\$ 513,167	33.0 %
Financial services	73,263	70,875	2,388	3.4 %
	\$ 2,142,713	\$ 1,627,158	\$ 515,555	31.7 %
Total homes sold	19,376	16,697	2,679	16.0 %
Net factory-built housing revenue per home sold	\$ 106,805	\$ 93,207	\$ 13,598	14.6 %

In the factory-built housing segment, the increase in Net revenue was primarily due to higher home selling prices and sales volume, which provided \$263.4 million and \$221.5 million, respectively, and the acquisition of Solitaire Homes which contributed \$28.3 million.

Net factory-built housing revenue per home sold is a volatile metric dependent upon several factors. A primary factor is the price disparity between sales of homes to independent distributors, builders, communities and developers ("Wholesale") and sales of homes to consumers by Company-owned retail stores ("Retail"). Wholesale sales prices are primarily comprised of the home and the cost to ship the home from a homebuilding facility to the home-site. Retail home prices include these items and retail markup, as well as items that are largely subject to home buyer discretion, including, but not limited to, installation, utility connections, site improvements, landscaping and additional services. Changes to the proportion of home sales among our distribution channels between reporting periods impacts the overall net revenue per home sold. For fiscal 2023, we sold 16,066 homes Wholesale and 3,310 Retail versus 13,888 homes Wholesale and 2,809 homes Retail in the prior year. Our homes are constructed in one or more floor sections ("modules") which are then installed on the customer's site. Fluctuations in net factory-built housing revenue per home sold are also partially the result of changes in the number of modules per home, the selection of different home types/models and optional home upgrades, creating changes in product mix. These selections vary regularly based on consumer interests, local housing preferences and economic circumstances. Product prices are also periodically adjusted for the cost and availability of raw materials included in, and labor used to produce, each home. For these reasons, we have experienced, and expect to continue to experience, volatility in overall net factory-built housing revenue per home sold. The table below presents the mix of modules and homes sold for the fiscal years 2023 and 2022, respectively:

	Year Ended					
	April 1, 2023		April 2, 2022		Change	
	Modules	Homes	Modules	Homes	Modules	Homes
HUD code homes	26,288	15,565	24,497	14,136	7.3 %	10.1 %
Modular homes	5,578	2,792	3,569	1,742	56.3 %	60.3 %
Park model RVs	1,019	1,019	819	819	24.4 %	24.4 %
	32,885	19,376	28,885	16,697	13.8 %	16.0 %

Financial services segment Net revenue increased 3.4% primarily due to \$3.7 million from more insurance policies in force in the current year partially offset by market fluctuations on marketable equity securities in the insurance subsidiary's portfolio, which reduced revenues by \$1.1 million year-over-year.

**Gross Profit.**

Gross profit consisted of the following for fiscal years 2023 and 2022, respectively:

(\$ in thousands)	Year Ended		Change	
	April 1, 2023	April 2, 2022		
<b>Gross profit:</b>				
Factory-built housing	\$ 523,529	\$ 372,250	\$ 151,279	40.6 %
Financial services	31,403	36,499	(5,096)	(14.0)%
	\$ 554,932	\$ 408,749	\$ 146,183	35.8 %
<b>Gross profit as % of Net revenue:</b>				
Consolidated	25.9 %	25.1 %	N/A	0.8 %
Factory-built housing	25.3 %	23.9 %	N/A	1.4 %
Financial services	42.9 %	51.5 %	N/A	(8.6)%

In the factory-built housing segment, Gross profit increased from the higher home sales prices and more units sold, partially offset by higher input costs. In the financial services segment, Gross profit decreased primarily due to higher weather-related claims and market fluctuations of the marketable equity securities in the insurance subsidiary's portfolio.

**Selling, General and Administrative Expenses.**

Selling, general and administrative expenses consisted of the following for fiscal years 2023 and 2022, respectively:

(\$ in thousands)	Year Ended		Change	
	April 1, 2023	April 2, 2022		
<b>Selling, general and administrative expenses:</b>				
Factory-built housing	\$ 237,898	\$ 186,278	\$ 51,620	27.7 %
Financial services	20,425	19,975	450	2.3 %
	\$ 258,323	\$ 206,253	\$ 52,070	25.2 %
<b>Selling, general and administrative expenses as % of Net revenue:</b>				
	12.1 %	12.7 %	N/A	(0.6)%

Selling, general and administrative expenses related to factory-built housing increased primarily due to \$24.3 million in higher wages, benefits and incentive compensation expense on improved earnings, \$3.4 million of higher legal expense related to the SEC inquiry and related settlement and \$4.5 million attributable to Solitaire Homes. As announced on September 23, 2022, the United States District Court for the District of Arizona approved the settlement of the SEC action against the Company regarding alleged securities trading in the shares of another company directed by our former CEO. The settlement resolves all claims in the action against the Company, but we remain obligated for ongoing indemnification for a former officer of the Company.

As a percentage of Net revenue, Selling, general and administrative expenses improved 60 basis points from better utilization of fixed costs on higher sales.

***Interest Income.***

Interest income was \$10.7 million in fiscal year 2023 and \$3.5 million in fiscal year 2022. The increase is due to higher interest rates on our cash balances and increased lending under our commercial loan programs.

***Interest Expense.***

Interest expense was \$0.9 million in fiscal year 2023 and \$0.7 million in fiscal year 2022 and consists primarily of interest related to finance leases and floor plan financing at our Craftsman retail location.

***Other Income, net.***

Other income, net primarily consists of realized and unrealized gains and losses on corporate investments, gains and losses from the sale of property, plant and equipment and partnership income from our unconsolidated joint ventures. For fiscal years 2023 and 2022, Other income, net was \$0.4 million and \$6.7 million, respectively. The current year includes \$0.8 million of gains on corporate equity securities compared to \$1.3 million of gains in the prior year. Partnership income decreased to \$0.8 million in fiscal 2023 from \$1.5 million in fiscal 2022 mostly as a result of acquiring a majority interest, and thus consolidating, one of our non-marketable equity investments during fiscal 2022. This transaction also resulted in a \$3.3 million revaluation gain of our investment during the prior fiscal year. The current year gains were partially offset by sale and disposition of property, plant and equipment during the year.

***Income Before Income Taxes.***

Income before income taxes consisted of the following for fiscal years 2023 and 2022, respectively:

(\$ in thousands)	Year Ended		Change	
	April 1, 2023	April 2, 2022		
Income before income taxes:				
Factory-built housing	\$ 296,415	\$ 197,282	\$ 99,133	50.2 %
Financial services	10,348	14,707	(4,359)	(29.6)%
	\$ 306,763	\$ 211,989	\$ 94,774	44.7 %

***Income Tax Expense.***

Income tax expense was \$65.9 million, resulting in an effective tax rate of 21.5% for the fiscal year ended April 1, 2023, compared to income tax expense of \$14.2 million and an effective rate of 6.7% for the fiscal year ended April 2, 2022. The lower effective tax rate in the prior year period primarily related to \$35.7 million in net tax credits related to the sale of energy efficient homes available under the Internal Revenue Code §45L.

***Fiscal Year 2022 Compared to Fiscal Year 2021***

See Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's 2022 Annual Report on Form 10-K, as supplemented with the information below.

***Interest Income.***

Interest income was \$3.5 million in fiscal year 2022 and \$2.1 million in fiscal year 2021. The increase is primarily due to higher interest income on commercial loans from the addition of Commodore, adding \$1.2 million, and higher interest rates on invested cash balances during the year.

***Other Income, net.***

Other income, net primarily consists of realized and unrealized gains and losses on corporate investments, gains and losses from the sale of property, plant and equipment and partnership income from our unconsolidated joint ventures. Other income, net was \$6.7 million in both fiscal year 2022 and 2021. Fiscal year 2022 included a \$3.3 million revaluation gain recognized on the consolidation of an equity method investment, \$1.3 million of unrealized gains on equity securities and \$1.5 million of partnership income. Fiscal year 2021 included \$4.5 million of unrealized gains on equity securities and \$1.9 million of partnership income.

**Liquidity and Capital Resources**

We believe that cash and cash equivalents at April 1, 2023, together with cash flow from operations, will be sufficient to fund our operations, cover our obligations and provide for growth for the next 12 months and into the foreseeable future. We maintain cash in U.S. Treasury and other money market funds, some of which are in excess of federally insured limits, but we have not experienced any losses with regards to such excesses. We expect to continue to evaluate potential acquisitions of, or strategic investments in, businesses that are complementary to the Company, as well as other expansion opportunities. Such transactions may require the use of cash and have other impacts on our liquidity and capital resources. We have sufficient liquid resources including our recently implemented \$50.0 million Revolving Credit Facility, of which no amounts were outstanding at April 1, 2023. Regardless, depending on our operating results and strategic opportunities, we may choose to seek additional or alternative sources of financing in the future. There can be no assurance that such financing would be available on satisfactory terms, if at all. If this financing were not available, it could be necessary for us to reevaluate our long-term operating plans to make more efficient use of our existing capital resources at such time. The exact nature of any changes to our plans that would be considered depends on various factors, such as conditions in the factory-built housing industry and general economic conditions outside of our control.

State insurance regulations restrict the amount of dividends that can be paid to stockholders of insurance companies. As a result, the assets owned by our insurance subsidiary are generally not available to satisfy the claims of Cavco or its subsidiaries. We believe that stockholders' equity at the insurance subsidiary remains sufficient and do not believe that the ability to pay ordinary dividends to Cavco will be restricted per state regulations.

The following is a summary of the Company's cash flows for fiscal years 2023 and 2022, respectively:

(\$ in thousands)	Year Ended		\$ Change
	April 1, 2023	April 2, 2022	
Cash, cash equivalents and restricted cash at beginning of the fiscal year	\$ 259,334	\$ 339,307	\$ (79,973)
Net cash provided by operating activities	255,693	144,224	111,469
Net cash used in investing activities	(129,341)	(159,102)	29,761
Net cash used in financing activities	(102,196)	(65,095)	(37,101)
Cash, cash equivalents and restricted cash at end of the fiscal year	<u>\$ 283,490</u>	<u>\$ 259,334</u>	<u>\$ 24,156</u>

Net cash provided by operating activities increased primarily from the increased profitability and managing retail inventory levels, partially offset by increased originations of consumer and commercial loans as discussed below.

Consumer loan originations increased \$19.0 million to \$178.0 million during the year ended April 1, 2023, from \$159.0 million during the year ended April 2, 2022. Proceeds from the sale of consumer loans provided \$186.0 million in cash, compared to \$184.8 million in the previous year, a net increase of \$1.2 million.

Commercial loan originations increased \$64.2 million to \$132.1 million during the year ended April 1, 2023, from \$67.9 million during the year ended April 2, 2022. Proceeds from the collection on commercial loans provided \$98.2 million in cash, compared to \$74.3 million in the previous year, a net increase of \$23.9 million.

Net cash used in investing activities for the year ended April 1, 2023 included the acquisition of Solitaire Homes and purchases of property, plant and equipment including our newly opened Glendale, Arizona and Hamlet, North Carolina facilities. Net cash used in investing activities for the year ended April 2, 2022 was primarily for the purchase of Commodore.

Net cash used in financing activities for the year ended April 1, 2023 was primarily related to common stock repurchases, partially offset by proceeds received from the exercise of stock options. Net cash used in financing activities for the year ended April 2, 2022 was mainly for the payments of tax liabilities on the exercise of stock options and payments on secured financings.

### *Obligations and Commitments*

We enter into commercial loan agreements with distributors, communities and developers under which the Company provides funds for financing homes. In addition, we enter into commercial loan arrangements with certain distributors of our products under which the Company provides funds for wholesale purchases. We have also invested in community-based lending initiatives that provide home-only financing to new residents of certain manufactured home communities. For additional information regarding our commercial loans receivable, see Note 7 to the Consolidated Financial Statements. Further, we invest in and develop home-only loan pools and lending programs to attract third-party financier interest in order to grow sales of new homes through traditional distribution points.

We have contractual lease obligations for certain production and retail locations, office space and equipment with durations ranging from monthly to 20 years. Certain lease agreements include one or more options to renew, with renewal terms that can extend the lease term by one to three years or more. For additional information related to these obligations, see Note 9 to the Consolidated Financial Statements. In addition, we also have contingent commitments at April 1, 2023 consisting of contingent repurchase obligations, construction contingent commitments, interest rate lock commitments ("IRLCs") and forward loan sale commitments. For additional information related to these contingent obligations, see Note 17 to the Consolidated Financial Statements.

See Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources" in the Company's 2022 Annual Report on Form 10-K for a discussion of changes in liquidity between fiscal years 2022 and 2021.

### **Critical Accounting Estimates**

Our discussion and analysis of the Company's financial condition and results of operations is based upon its Consolidated Financial Statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. We base these estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. See "Forward-Looking Statements" above.

We believe the following accounting policies are critical to Company operating results or may affect significant judgments and estimates used in the preparation of the Consolidated Financial Statements and should be read in conjunction with the Notes to the Consolidated Financial Statements.

*Warranties.* Estimates include the number of homes still under warranty, including homes in distributor inventories, homes purchased by consumers still within the one-year warranty period, the timing in which work orders are completed and the historical average costs incurred to service a home. While the number of homes still under warranty and the timing in which work orders are completed are readily determinable, the average costs incurred will vary based on market prices and availability, which are the primary subjective inputs in estimating the reserve. We expect that a 5% increase in average costs would increase our reserve proportionally.

*Income Taxes and Deferred Tax Assets and Liabilities.* The determination of the need for, or amount of, any valuation allowance involves significant judgment and is based upon the evaluation of both positive and negative evidence, including estimates of anticipated taxable profits in various jurisdictions with which the deferred tax assets are associated. At April 1, 2023, based on historical profits earned and forecasted taxable profits, we determined that all deferred tax assets, except for certain state net operating loss deferred tax assets, would be utilized in future periods. Additionally, the overall state income tax rate is based on income apportionment by state, which is estimated using prior year results, along with expected current year impacts.

*Goodwill and Other Intangibles.* We evaluate the fair value of reporting units and when we record an impairment loss on goodwill. During the fourth quarter of fiscal year 2023 we conducted our annual goodwill impairment test and no impairment charges were recorded. The estimated fair values of our two reporting units exceeded their carrying values at the date of their most recent estimated fair value determination. However, estimated fair values would need to decrease by over 375% for there to be indicators of impairment. The fair value evaluation of intangible assets acquired includes the use of acceptable valuation approaches utilizing unobservable inputs, which may lead to a high level of uncertainty. These Level 3 inputs relate to forecasts of future cash flows, pre-tax income and revenue growth rates, as well as the selection of royalty and discount rates. The analysis depends upon a number of judgments, estimates and assumptions. Accordingly, such testing is subject to uncertainties, which could cause fair value to fluctuate.

### **Other Matters**

*Impact of Inflation.* At the end of the period, inflation was the highest in the U.S. in over 30 years. Our ability to maintain certain levels of gross margin can be adversely impacted by sudden increases in specific costs, such as the increases in material and labor. In addition, measures used to combat inflation, such as increases in interest rates, could also have an impact on the ability of home buyers to obtain affordable financing. We can give no assurance that inflation will not affect future profitability.

### **Recent Accounting Pronouncements**

See Note 1 to the Consolidated Financial Statements for a discussion of recently issued and adopted accounting pronouncements.

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

Market risk is the risk of loss arising from adverse changes in market prices and interest rates. We may from time to time be exposed to interest rate risk inherent in our financial instruments. We manage exposure to these market risks through our regular operating and financing activities.

The Company's operations are interest rate sensitive. As overall manufactured housing demand can be adversely affected by increases in interest rates, a significant increase in wholesale or mortgage interest rates may negatively affect the ability of distributors and home buyers to secure financing. Higher interest rates could unfavorably impact revenues, gross margins and net earnings.

We are exposed to market risk related to the accessibility and terms of long-term financing of our consumer loans. While we previously accessed the asset-backed securities market to provide term financing of home-only and non-conforming mortgage originations, at present, independent asset-backed and mortgage-backed securitization markets are not readily available to us or other manufactured housing lenders. Accordingly, we have not securitized our loan originations as a means to obtain long-term funding.

We are also exposed to market risks related to the consumer and commercial loan notes receivables. For fixed and step rate instruments, changes in interest rates do not change future earnings and cash flows. However, changes in interest rates could affect the fair value of these instruments. Assuming the level of these instruments as of April 1, 2023 is held constant, a 1% (100 basis points) unfavorable change in average interest rates would adversely impact the fair value of these instruments, as follows:

(\$ in thousands)	Reduction in Fair Value
Consumer loans receivable	\$ 1,327
Commercial loans receivable	647
Other secured financing	74

In originating loans for sale, we issue IRLCs to prospective borrowers and third-party originators. These IRLCs represent an agreement to extend credit to a loan applicant, whereby the interest rate on the loan is set prior to loan closing or sale. These IRLCs bind us to fund the approved loan at the specified rate regardless of whether interest rates or market prices for similar loans have changed between the commitment date and the closing date. As such, outstanding IRLCs are subject to interest rate risk and related loan sale price risk during the period from the date of the IRLC through the earlier of the loan sale date or IRLC expiration date. The loan commitments generally range between 30 and 180 days; however, borrowers are not obligated to close the related loans. As a result, we are also subject to fallout risk related to IRLCs, which is realized if approved borrowers choose not to close on the loans within the terms of the IRLCs. As of April 1, 2023, we had outstanding IRLCs with a notional amount of \$64.9 million recorded at fair value in accordance with FASB ASC 815, Derivatives and Hedging. The estimated fair values of IRLCs are based on quoted market values and are recorded in Prepaid expenses and other current assets for net favorable positions, or Accrued expenses and other current liabilities for net unfavorable positions, in the Consolidated Balance Sheets. The fair value of IRLCs is based on the value of the underlying loan adjusted for: (i) estimated cost to complete and originate the loan and (ii) the estimated percentage of IRLCs that will result in closed loans. The initial and subsequent changes in the value of IRLCs are a component of current income. Assuming the level of IRLCs is held constant, a 1% (100 basis points) increase in average interest rates would decrease the fair value of the obligations by approximately \$0.1 million.

We have certain assets and liabilities for a production facility located in Ojinaga, Mexico, which imports raw materials and components and exports finished homes to our retail locations in the United States. This facility incurs expenses denominated in the Mexican Peso ("MXN") primarily for the payment of wages for employees, accounts payable arising from selling, general and administrative expenses, purchases of property plant and equipment and taxes imposed by foreign tax jurisdictions. Fluctuations in the exchange rate between the MXN and the US Dollar could have a material impact on our results of operations. A 10% change in exchange rates as of April 1, 2023 could have resulted in a revaluation loss of approximately \$0.2 million.

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Reference is made to the Consolidated Financial Statements, the Reports thereon, the Notes thereto and the supplementary data commencing on page F-1 of this report, which Consolidated Financial Statements, Reports, Notes and data are incorporated herein by reference.

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

None.



## **ITEM 9A. CONTROLS AND PROCEDURES**

### **Evaluation of Disclosure Controls and Procedures**

The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including its President and Chief Executive Officer and its Chief Financial Officer, of the effectiveness of its disclosure controls and procedures (as defined in the Exchange Act Rules 13a-15(e) and 15d-15(e)). Based upon that evaluation, the Company's President and Chief Executive Officer and its Chief Financial Officer concluded that, as of April 1, 2023, its disclosure controls and procedures were effective.

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

The management of Cavco Industries, Inc. (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). 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. 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 Company's assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in conformity with U.S. generally accepted accounting principles, and that the Company's receipts and expenditures are being made only in accordance with authorizations of our management and directors; 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, the Company's controls and procedures may not prevent or detect misstatements. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the controls system are met. Because of the inherent limitations in all controls systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

Management assessed the effectiveness of the Company's internal control over financial reporting based on the criteria in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("2013 framework"). Based on management's evaluation under the criteria in the 2013 framework, management concluded that the Company's internal control over financial reporting was effective as of April 1, 2023.

The scope of management's assessment of the effectiveness of internal control over financial reporting did not include the internal controls of Solitaire Homes, which is included in the 2023 consolidated financial statements of Cavco Industries, Inc. since the acquisition date of January 3, 2023 and which comprised approximately 11% of total assets and 1% of net revenues as of and for the year ended April 1, 2023, respectively.

The effectiveness of the Company's internal control over financial reporting as of April 1, 2023 has been audited by RSM US LLP, an independent registered public accounting firm, as stated in their report, which appears herein.

### **Changes in Internal Control over Financial Reporting**

There have been no changes in the Company's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the fiscal quarter ended April 1, 2023, which have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Cavco Industries, Inc.

### Opinion on the Internal Control Over Financial Reporting

We have audited Cavco Industries, Inc. and subsidiaries' (the Company) internal control over financial reporting as of April 1, 2023, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of April 1, 2023, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of April 1, 2023 and April 2, 2022, and the related consolidated statements of comprehensive income, stockholders' equity and redeemable noncontrolling interest, and cash flows for each of the three fiscal years in the period ended April 1, 2023, and the related notes of the Company and our report dated May 19, 2023 expressed an unqualified opinion.

As described in Management's Report on Internal Controls Over Financial Reporting, management has excluded Solitaire Inc. and other related entities (collectively "Solitaire Homes") from its assessment of internal control over financial reporting as of April 1, 2023, because it was acquired by the Company in a business combination completed in the fourth quarter of fiscal year 2023. We have also excluded Solitaire Homes from our audit of internal control over financial reporting. Solitaire Homes is a subsidiary whose total assets and net income represent approximately 11% and 0%, respectively, of the related consolidated financial statement amounts as of and for the year ended April 1, 2023.

### Basis for Opinion

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

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

## **Definition and Limitations of Internal Control Over Financial Reporting**

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

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

/s/ RSM US LLP  
Phoenix, Arizona  
May 19, 2023

**ITEM 9B. OTHER INFORMATION**

None.

**ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

**PART III**

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

The information required to be disclosed by this item is incorporated herein by reference to our definitive proxy statement for the 2023 Annual Meeting of Stockholders (the "2023 Proxy Statement"), which proxy statement we expect to file with the SEC within 120 days after the end of our fiscal year ended April 1, 2023.

The Company has a Code of Conduct that applies to all directors, officers and employees of the Company. A copy of the Company's Code of Conduct is located on the Company's website at [www.cavcoindustries.com](http://www.cavcoindustries.com) or will be mailed, at no charge, upon request submitted to Mickey R. Dragash, Secretary, Cavco Industries, Inc., 3636 North Central Avenue, Suite 1200, Phoenix, Arizona, 85012. If the Company makes any amendment to, or grants any waivers of, a provision of the Code of Conduct that applies to its principal executive officer, principal financial officer or principal accounting officer where such amendment or waiver is required to be disclosed under applicable SEC rules, the Company intends to disclose such amendment or waiver and the reasons therefore on its website at [www.cavcoindustries.com](http://www.cavcoindustries.com).

**ITEM 11. EXECUTIVE COMPENSATION**

The information required to be disclosed by this item is incorporated herein by reference to our 2023 Proxy Statement.

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

The information required to be disclosed by this item is incorporated herein by reference to our 2023 Proxy Statement.

**Equity Compensation Plan Information**

The following table sets forth information as of April 1, 2023, with respect to the Company's compensation plans and individual compensation arrangements under which the Company's equity securities were authorized for issuance to directors, officers, employees, consultants and certain other persons and entities in exchange for the provision of goods or services.

<b>Plan Category</b>	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)</b>	<b>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))</b>
Equity compensation plans approved by stockholders	197,895	\$ 116.37	271,080
Equity compensation plans not approved by stockholders	—	—	—
<b>Total</b>	<b>197,895</b>	<b>\$ 116.37</b>	<b>271,080</b>

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required to be disclosed by this item is incorporated herein by reference to our 2023 Proxy Statement.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required to be disclosed by this item is incorporated herein by reference to our 2023 Proxy Statement.

**PART IV****ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES****Financial Statements and Financial Statement Schedules**

Financial Statements are listed in the Index to Consolidated Financial Statements on page F-1 of this Annual Report.

All schedules have been omitted because they are not applicable or the required information is included in the Consolidated Financial Statements or Notes thereto.

**Exhibits**

The documents listed below are being filed or have previously been filed on behalf of the Company and are incorporated herein by reference from the documents indicated and made a part hereof. Exhibits not identified as previously filed are filed herewith.

Copies of any of the exhibits referred to below will be furnished at no cost to security holders who make a written request to Mickey R. Dragash, Secretary, Cavco Industries, Inc., 3636 North Central Avenue, Suite 1200, Phoenix, Arizona, 85012 or via the Company website ([www.cavcoindustries.com](http://www.cavcoindustries.com)).

<b>Exhibit Number</b>	<b>Exhibit</b>	<b>Filed/Furnished Herewith or Incorporated by Reference</b>
<a href="#">3.1</a>	<a href="#">Restated Certificate of Incorporation of Cavco</a>	Exhibit 3.1 to the Annual Report on Form 10-K for the fiscal year ended March 31, 2004
<a href="#">3.2</a>	<a href="#">Certificate of Amendment to Restated Certificate of Incorporation of Cavco</a>	Exhibit 3.1 to the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2006
<a href="#">3.3</a>	<a href="#">Certificate of Amendment to Restated Certificate of Incorporation of Cavco</a>	Exhibit 3.1 to the Quarterly Report on Form 10-Q for the fiscal quarter ended September 27, 2015
<a href="#">3.4</a>	<a href="#">Third Amended and Restated Bylaws of Cavco</a>	Exhibit 3.1 to the Periodic Report on Form 8-K filed on January 29, 2020
<a href="#">4.1</a>	<a href="#">Description of Registrant's Securities registered under Section 12 of the Securities Exchange Act of 1934, as amended.</a>	Exhibit 4.1 to the Annual Report on Form 10-K for the fiscal year ended March 28, 2020
<a href="#">10.1*</a>	<a href="#">Stock Incentive Plan of Cavco</a>	Exhibit 10.6 to the Registration Statement on Form 10/A (File No. 000-08822) filed by Cavco on May 30, 2003
<a href="#">10.1.1*</a>	<a href="#">Amendment to the Cavco Industries, Inc. Stock Incentive Plan</a>	Exhibit 10.1 to the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2010
<a href="#">10.2*</a>	<a href="#">Cavco 2005 Stock Incentive Plan</a>	Exhibit A to the Corporation's Definitive Proxy Statement for its 2005 Annual Meeting of Stockholders filed by the Company with the Securities and Exchange Commission on May 23, 2005
<a href="#">10.2.1*</a>	<a href="#">First Amendment to Cavco Industries, Inc. 2005 Stock Incentive Plan</a>	Exhibit 10.2 to the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2010
<a href="#">10.2.2*</a>	<a href="#">Second Amendment to Cavco Industries, Inc. 2005 Stock Incentive Plan</a>	Exhibit 10.1 to the Quarterly Report on Form 10-Q for the fiscal quarter ended September 26, 2015
<a href="#">10.2.3*</a>	<a href="#">Form of Restricted Stock Award Agreement for Stock Incentive Plan</a>	Exhibit 10.1 to the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2012
<a href="#">10.2.4*</a>	<a href="#">Form of Stock Option Agreement for Stock Incentive Plan</a>	Exhibit 10.1 to the Quarterly Report on Form 10-Q for the fiscal quarter ended July 2, 2016
<a href="#">10.2.5*</a>	<a href="#">Form of Stock Option Agreement for Stock Incentive Plan</a>	Exhibit 10.1 to the Current Report on Form 8-K filed on January 8, 2019
<a href="#">10.2.6*</a>	<a href="#">Form of Cavco Industries, Inc. 2005 Stock Incentive Plan Restricted Stock Unit Agreement for Non-employee Directors</a>	Exhibit 10.2.10 to the Annual Report on Form 10-K for the fiscal year ended March 30, 2019
<a href="#">10.2.7*</a>	<a href="#">Form of Cavco Industries, Inc. 2005 Stock Incentive Plan Performance-based Restricted Stock Unit Award Agreement (2022)</a>	Exhibit 10.2.7 to the Annual Report on Form 10-K for the fiscal year ended April 2, 2022
<a href="#">10.2.8*</a>	<a href="#">Form of Cavco Industries, Inc. 2005 Stock Incentive Plan Restricted Stock Unit Agreement for Employees</a>	Filed herewith

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Exhibit Number	Exhibit	Filed/Furnished Herewith or Incorporated by Reference
<a href="#"><u>10.2.9*</u></a>	<a href="#"><u>Form of Cavco Industries, Inc. 2005 Stock Incentive Plan Performance-based Restricted Stock Unit Award Agreement (2023)</u></a>	Filed herewith
<a href="#"><u>10.3.1*</u></a>	<a href="#"><u>Employment Agreement, dated as of April 1, 2019, by and between William C. Boor and Cavco Industries, Inc.</u></a>	Exhibit 10.1 to the Current Report on Form 8-K filed on April 2, 2019
<a href="#"><u>10.3.2*</u></a>	<a href="#"><u>Employment Agreement, dated as of April 1, 2019, by and between Mickey R. Dragash and Cavco Industries, Inc.</u></a>	Exhibit 10.6 to the Current Report on Form 8-K filed on April 2, 2019
<a href="#"><u>10.3.3*</u></a>	<a href="#"><u>Offer Letter, dated as of January 7, 2020, between the Company and Matthew Niño</u></a>	Exhibit 10.3.6 to the Annual Report on Form 10-K for the fiscal year ended March 28, 2020
<a href="#"><u>10.3.4*</u></a>	<a href="#"><u>Compensatory Arrangements of Allison K. Aden, dated as of August 5, 2021</u></a>	Current Report on Form 8-K filed on August 10, 2021
<a href="#"><u>10.3.5*</u></a>	<a href="#"><u>Severance Agreement, dated as of November 2, 2021, by and between Allison K. Aden and Cavco Industries, Inc.</u></a>	Exhibit 10.1 to the Quarterly Report on Form 10-Q for the fiscal quarter ended October 2, 2021
<a href="#"><u>10.3.6*</u></a>	<a href="#"><u>Severance Agreement, dated May 20, 2020, by and between Steven K. Like and Cavco Industries, Inc.</u></a>	Exhibit 10.3.8 to the Annual Report on Form 10-K for the fiscal year ended March 28, 2020
<a href="#"><u>10.4*</u></a>	<a href="#"><u>Executive Officer Incentive Plans for Fiscal Year 2020</u></a>	Current Report on Form 8-K filed on June 27, 2019
<a href="#"><u>10.4.1*</u></a>	<a href="#"><u>Executive Officer Incentive Plans for Fiscal Year 2022</u></a>	Current Report on Form 8-K filed on July 2, 2021
<a href="#"><u>10.5*</u></a>	<a href="#"><u>Form of Indemnification Agreement</u></a>	Exhibit 10.5 to Current Report on Form 8-K filed on April 2, 2019
<a href="#"><u>10.6*</u></a>	<a href="#"><u>Form of Change in Control Agreement</u></a>	Exhibit 10.2 to the Quarterly Report on Form 10-Q for the fiscal quarter ended October 2, 2021
<a href="#"><u>10.7</u></a>	<a href="#"><u>Cavco Industries, Inc. Clawback Policy</u></a>	Exhibit 10.6 to the Annual Report on Form 10-K for the fiscal year ended March 28, 2020
<a href="#"><u>10.8</u></a>	<a href="#"><u>Asset Purchase Agreement, dated July 23, 2021, by and among Commodore Homes, LLC, The Commodore Corporation, TCC Clarion Limited Partnership, TCC Pennwest, LLC and each of the individual equityholders named therein, and Barry S. Shein, in his capacity as Sellers' representative</u></a>	Exhibit 10.3 to the Current Report on Form 8-K filed on July 26, 2021
<a href="#"><u>10.9</u></a>	<a href="#"><u>Credit Agreement, dated as of November 22, 2022, among Cavco Industries, Inc., the guarantors party thereto, and Bank of America, N.A., as administrative agent, swing line lender and letter of credit issuer.</u></a>	Exhibit 10.1 to the Current Report on Form 8-K filed on November 23, 2022
<a href="#"><u>21</u></a>	<a href="#"><u>List of Subsidiaries of Cavco</u></a>	Filed herewith
<a href="#"><u>23</u></a>	<a href="#"><u>Consent of RSM US LLP, Independent Registered Public Accounting Firm</u></a>	Filed herewith
<a href="#"><u>31.1</u></a>	<a href="#"><u>Certificate of William C. Boor, President and Chief Executive Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended</u></a>	Filed herewith
<a href="#"><u>31.2</u></a>	<a href="#"><u>Certificate of Allison K. Aden, Chief Financial Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended</u></a>	Filed herewith
<a href="#"><u>32.1**</u></a>	<a href="#"><u>Certifications of Chief Executive Officer and Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u></a>	Furnished herewith
101.INS	Inline XBRL Instance Document- the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	
101.SCH	Inline XBRL Taxonomy Extension Schema	
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase	
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase	
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase	
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase	
104	Cover Page Interactive Data File- the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document	
*	Management contract or compensatory plan or arrangement	
**	These certifications are not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. These certifications are not to be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, unless Cavco specifically incorporates them by reference.	

**ITEM 16. FORM 10-K SUMMARY**

None.



**SIGNATURES**

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

CAVCO INDUSTRIES, INC.

Date: May 19, 2023

/s/ William C. Boor

William C. Boor

President and Chief Executive Officer

(Principal Executive Officer)

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

Signature	Title	Date
<u>/s/ William C. Boor</u> William C. Boor	Director, President and Chief Executive Officer (Principal Executive Officer)	May 19, 2023
<u>/s/ Allison K. Aden</u> Allison K. Aden	Executive Vice President, Chief Financial Officer & Treasurer (Principal Financial Officer)	May 19, 2023
<u>/s/ Paul W. Bigbee</u> Paul W. Bigbee	Chief Accounting Officer (Principal Accounting Officer)	May 19, 2023
<u>/s/ Steven G. Bungler</u> Steven G. Bungler	Chairman of the Board of Directors	May 19, 2023
<u>/s/ Susan L. Blount</u> Susan L. Blount	Director	May 19, 2023
<u>/s/ David A. Greenblatt</u> David A. Greenblatt	Director	May 19, 2023
<u>/s/ Richard A. Kerley</u> Richard A. Kerley	Director	May 19, 2023
<u>/s/ Steven W. Moster</u> Steven W. Moster	Director	May 19, 2023
<u>/s/ Julia W. Sze</u> Julia W. Sze	Director	May 19, 2023

**CAVCO INDUSTRIES, INC.**  
**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

<a href="#">Report of Independent Registered Public Accounting Firm (PCAOB ID: 49)</a>	<a href="#">F-2</a>
<a href="#">Consolidated Balance Sheets as of April 1, 2023 and April 2, 2022</a>	<a href="#">F-4</a>
<a href="#">Consolidated Statements of Comprehensive Income for the Years Ended April 1, 2023, April 2, 2022 and April 3, 2021</a>	<a href="#">F-5</a>
<a href="#">Consolidated Statements of Stockholders' Equity And Redeemable Noncontrolling Interest for the Years Ended April 1, 2023, April 2, 2022 and April 3, 2021</a>	<a href="#">F-6</a>
<a href="#">Consolidated Statements of Cash Flows for the Years Ended April 1, 2023, April 2, 2022 and April 3, 2021</a>	<a href="#">F-7</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">F-8</a>

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Cavco Industries, Inc.

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Cavco Industries, Inc. and its subsidiaries (the Company) as of April 1, 2023 and April 2, 2022, the related consolidated statements of comprehensive income, stockholders' equity and redeemable noncontrolling interest, and cash flows for each of the three years in the period ended April 1, 2023, and the related notes to the consolidated financial statements (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of April 1, 2023 and April 2, 2022, and the results of its operations and its cash flows for each of the three years in the period ended April 1, 2023, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of April 1, 2023, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013, and our report dated May 19, 2023 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with 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. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### **Critical Audit Matter**

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

## Warranty Reserve

As described in Note 1 to the consolidated financial statements, the Company provides retail home buyers, builders or developers with a one year warranty for manufacturing defects from the date of sale to the retail customer. Nonstructural components of a cosmetic nature are warranted for 120 days, except in specific cases where state laws require longer warranty terms. The Company's warranty reserves were \$31.4 million and \$26.3 million as of April 1, 2023 and April 2, 2022, respectively, and estimated warranty costs are accrued in cost of sales at the time of sale. Management determines the warranty reserves based on estimates of the amounts necessary to settle existing and future claims on homes sold as of the balance sheet date. Factors used by management to calculate the warranty obligation are the estimated number of homes under warranty, including homes in distributor inventories, homes purchased by consumers within the one year warranty period, the timing in which work orders are completed and the historical average costs incurred to service a home.

We identified the warranty reserve as a critical audit matter because of the significant judgments made by management to estimate costs related to warranty reserves at the time of sale. This required a high degree of auditor judgment and an increased extent of effort when performing audit procedures to evaluate the reasonableness of management's estimates of future warranty claims based on historical claims paid, specifically due to significant growth since inception, introduction of new product lines, acquisitions, and variability in repair costs.

Our audit procedures related to the Company's significant estimates and assumptions of the warranty reserve include the following, among others:

- We obtained an understanding of the relevant controls related to the management's estimation of the warranty accrual, including controls over the historical warranty claim data and projected future warranty claims, and tested such controls for design and operating effectiveness. We tested management's process for determining the warranty reserve by evaluating the reasonableness of significant assumptions related to the estimation of future claims and the related costs to repair items under warranty.
- We evaluated the accuracy, completeness and relevance of the historical warranty claims as an input to management's warranty accrual calculation.
- We evaluated management's ability to accurately estimate the warranty accrual by comparing the warranty accrual from the prior year to the actual warranty claims paid in the subsequent year.

/s/ RSM US LLP  
RSM US LLP

We have served as the Company's auditor since 2015.

Phoenix, Arizona  
May 19, 2023

**CAVCO INDUSTRIES, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in thousands, except per share amounts)

	April 1, 2023	April 2, 2022
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 271,427	\$ 244,150
Restricted cash, current	11,728	14,849
Accounts receivable, net	89,347	96,052
Short-term investments	14,978	20,086
Current portion of consumer loans receivable, net	17,019	20,639
Current portion of commercial loans receivable, net	43,414	32,272
Current portion of commercial loans receivable from affiliates, net	640	372
Inventories	263,150	243,971
Prepaid expenses and other current assets	92,876	71,726
Total current assets	<u>804,579</u>	<u>744,117</u>
Restricted cash	335	335
Investments	18,639	34,933
Consumer loans receivable, net	27,129	29,245
Commercial loans receivable, net	53,890	33,708
Commercial loans receivable from affiliate, net	4,033	2,214
Property, plant and equipment, net	228,278	164,016
Goodwill	114,547	100,993
Other intangibles, net	29,790	28,459
Operating lease right-of-use assets	26,755	16,952
Total assets	<u>\$ 1,307,975</u>	<u>\$ 1,154,972</u>
<b>LIABILITIES, REDEEMABLE NONCONTROLLING INTEREST AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 30,730	\$ 43,082
Accrued expenses and other current liabilities	262,661	251,088
Total current liabilities	<u>293,391</u>	<u>294,170</u>
Operating lease liabilities	21,678	13,158
Other liabilities	7,820	10,836
Deferred income taxes	7,581	5,528
Redeemable noncontrolling interest	1,219	825
Stockholders' equity:		
Preferred stock, \$0.01 par value; 1,000,000 shares authorized; No shares issued or outstanding	—	—
Common stock, \$0.01 par value; 40,000,000 shares authorized; Issued 9,337,125 and 9,292,278 shares, respectively	93	93
Treasury stock, at cost; 671,801 and 241,773 shares, respectively	(164,452)	(61,040)
Additional paid-in capital	271,950	263,049
Retained earnings	869,310	628,756
Accumulated other comprehensive loss	(615)	(403)
Total stockholders' equity	<u>976,286</u>	<u>830,455</u>
Total liabilities, redeemable noncontrolling interest and stockholders' equity	<u>\$ 1,307,975</u>	<u>\$ 1,154,972</u>

See accompanying Notes to Consolidated Financial Statements

**CAVCO INDUSTRIES, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(Dollars in thousands, except per share amounts)

	Year Ended		
	April 1, 2023	April 2, 2022	April 3, 2021
Net revenue	\$ 2,142,713	\$ 1,627,158	\$ 1,108,051
Cost of sales	1,587,781	1,218,409	869,074
Gross profit	554,932	408,749	238,977
Selling, general and administrative expenses	258,323	206,253	150,152
Income from operations	296,609	202,496	88,825
Interest income	10,679	3,537	2,144
Interest expense	(910)	(702)	(738)
Other income, net	385	6,658	6,681
Income before income taxes	306,763	211,989	96,912
Income tax expense	(65,922)	(14,247)	(20,266)
Net income	240,841	197,742	76,646
Less: net income attributable to redeemable noncontrolling interest	287	43	—
Net income attributable to Cavco common stockholders	<u>\$ 240,554</u>	<u>\$ 197,699</u>	<u>\$ 76,646</u>
<b>Comprehensive income</b>			
Net income	\$ 240,841	\$ 197,742	\$ 76,646
Reclassification adjustment for securities sold	(16)	(17)	19
Applicable income taxes	3	4	(4)
Net change in unrealized position of investments held	(252)	(616)	(10)
Applicable income taxes	53	129	2
Comprehensive income	240,629	197,242	76,653
Less: comprehensive income attributable to redeemable noncontrolling interest	287	43	—
Comprehensive income attributable to Cavco common stockholders	<u>\$ 240,342</u>	<u>\$ 197,199</u>	<u>\$ 76,653</u>
<b>Net income per share attributable to Cavco common stockholders</b>			
Basic	\$ 27.20	\$ 21.54	\$ 8.34
Diluted	<u>\$ 26.95</u>	<u>\$ 21.34</u>	<u>\$ 8.25</u>
<b>Weighted average shares outstanding:</b>			
Basic	8,844,326	9,178,593	9,189,052
Diluted	<u>8,924,452</u>	<u>9,264,153</u>	<u>9,293,134</u>

See accompanying Notes to Consolidated Financial Statements

**CAVCO INDUSTRIES, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND REDEEMABLE**  
**NONCONTROLLING INTEREST**  
(Dollars in thousands)

	Stockholders' Equity							Redeemable Noncontrolling Interest
	Common Stock		Treasury Stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Total	
	Shares	Amount						
Balance, March 28, 2020	9,173,242	\$ 92	\$ —	\$ 252,260	\$ 355,144	\$ 90	\$ 607,586	\$ —
Cumulative effect of implementing ASU 2016-13, net	—	—	—	—	(733)	—	(733)	—
Net income	—	—	—	—	76,646	—	76,646	—
Other comprehensive income, net	—	—	—	—	—	7	7	—
Issuance of common stock under stock incentive plans	68,014	—	—	(2,817)	—	—	(2,817)	—
Stock-based compensation	—	—	—	4,392	—	—	4,392	—
Common stock repurchases	—	—	(1,441)	—	—	—	(1,441)	—
Balance, April 3, 2021	9,241,256	\$ 92	\$ (1,441)	\$ 253,835	\$ 431,057	\$ 97	\$ 683,640	\$ —
Initial value of noncontrolling interest upon transaction	—	—	—	—	—	—	—	1,235
Net income	—	—	—	—	197,699	—	197,699	43
Other comprehensive loss, net	—	—	—	—	—	(500)	(500)	—
Issuance of common stock under stock incentive plans	51,022	1	—	4,155	—	—	4,156	—
Stock-based compensation	—	—	—	5,059	—	—	5,059	—
Common stock repurchases	—	—	(59,599)	—	—	—	(59,599)	—
Distributions	—	—	—	—	—	—	—	(375)
Subsequent change in redemption value	—	—	—	—	—	—	—	(78)
Balance, April 2, 2022	9,292,278	\$ 93	\$ (61,040)	\$ 263,049	\$ 628,756	\$ (403)	\$ 830,455	\$ 825
Net income	—	—	—	—	240,554	—	240,554	287
Other comprehensive loss, net	—	—	—	—	—	(212)	(212)	—
Issuance of common stock under stock incentive plans	44,847	—	—	2,637	—	—	2,637	—
Stock-based compensation	—	—	—	6,264	—	—	6,264	—
Common stock repurchases	—	—	(103,412)	—	—	—	(103,412)	—
Distributions	—	—	—	—	—	—	—	(780)
Subsequent change in redemption value	—	—	—	—	—	—	—	887
Balance, April 1, 2023	9,337,125	\$ 93	\$ (164,452)	\$ 271,950	\$ 869,310	\$ (615)	\$ 976,286	\$ 1,219

See accompanying Notes to Consolidated Financial Statements

**CAVCO INDUSTRIES, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Dollars in thousands)

	Year Ended		
	April 1, 2023	April 2, 2022	April 3, 2021
<b>OPERATING ACTIVITIES</b>			
Net income	\$ 240,841	\$ 197,742	\$ 76,646
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	16,903	11,017	6,324
Provision for credit losses	(517)	(325)	(1,193)
Deferred income taxes	2,110	(1,732)	326
Stock-based compensation expense	6,264	5,059	4,392
Non-cash interest income, net	(457)	(1,629)	(3,312)
(Gain) loss on sale or retirement of property, plant and equipment, net	(281)	(220)	116
Gain on investments and sale of loans, net	(12,300)	(18,364)	(22,037)
Distribution of earnings from equity method investments	4,306	—	—
Changes in operating assets and liabilities, net of acquisitions			
Accounts receivable	10,238	(27,268)	(4,597)
Consumer loans receivable originated	(177,970)	(158,988)	(161,562)
Proceeds from sales of consumer loans	186,017	184,849	167,067
Principal payments received on consumer loans receivable	8,967	11,553	14,126
Inventories	38,866	(73,804)	(17,699)
Prepaid expenses and other current assets	(20,037)	(28,309)	6,380
Commercial loans receivable originated	(132,050)	(67,896)	(54,021)
Principal payments received on commercial loans receivable	98,196	74,311	55,846
Accounts payable and accrued expenses and other current liabilities	(13,403)	38,228	47,229
Net cash provided by operating activities	<u>255,693</u>	<u>144,224</u>	<u>114,031</u>
<b>INVESTING ACTIVITIES</b>			
Purchases of property, plant and equipment	(44,106)	(18,653)	(25,537)
Payments for acquisitions, net	(105,662)	(141,429)	—
Proceeds from sale of property, plant and equipment and assets held for sale	1,816	1,329	240
Purchases of investments	(12,533)	(12,799)	(17,518)
Proceeds from sale of investments	18,931	12,450	19,466
Return of invested capital from equity method investments	12,213	—	—
Net cash used in investing activities	<u>(129,341)</u>	<u>(159,102)</u>	<u>(23,349)</u>
<b>FINANCING ACTIVITIES</b>			
Payments for taxes on stock option exercises and releases of equity awards	(1,072)	(266)	(5,493)
Proceeds from exercise of stock options	3,709	4,422	2,676
Proceeds from secured financings and other	—	106	64
Payments on secured financings and other	(641)	(9,383)	(2,788)
Payments for common stock repurchases	(103,412)	(59,599)	(1,441)
Distributions to noncontrolling interest	(780)	(375)	—
Net cash used in financing activities	<u>(102,196)</u>	<u>(65,095)</u>	<u>(6,982)</u>
Net increase (decrease) in cash, cash equivalents and restricted cash	24,156	(79,973)	83,700
Cash, cash equivalents and restricted cash at beginning of the fiscal year	259,334	339,307	255,607
Cash, cash equivalents and restricted cash at end of the fiscal year	<u>\$ 283,490</u>	<u>\$ 259,334</u>	<u>\$ 339,307</u>
Supplemental disclosures of cash flow information:			
Cash paid during the year for income taxes	\$ 82,438	\$ 31,415	\$ 19,469
Cash paid during the year for interest	\$ 619	\$ 451	\$ 468
Supplemental disclosures of noncash activity:			
Change in GNMA loans eligible for repurchase	\$ (2,494)	\$ (16,238)	\$ 18,339
Right-of-use assets recognized and operating lease obligations incurred	\$ 14,455	\$ 4,414	\$ 5,985
Fair value of assets acquired under finance lease	\$ —	\$ 7,158	\$ —
Finance lease obligations incurred	\$ —	\$ 6,351	\$ —

See accompanying Notes to Consolidated Financial Statements



**CAVCO INDUSTRIES, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Summary of Significant Accounting Policies**

*Principles of Consolidation.* These Consolidated Financial Statements include the accounts of Cavco Industries, Inc. and its consolidated subsidiaries (collectively, "we," "us," "our," the "Company" or "Cavco"). All significant intercompany transactions and balances have been eliminated in consolidation. Certain prior period amounts have been reclassified to conform to current period classification. Specifically, amounts previously included in the current portion of secured financings are now recorded in Accrued expenses and other current liabilities, and Interest income, which was previously included in Other income, net, has been moved to Interest income. We have evaluated subsequent events after the balance sheet date of April 1, 2023, through the date of the filing of this report with the Securities and Exchange Commission (the "SEC") and there were no disclosable subsequent events. In addition, references throughout to numbered "Notes" refer to these Notes to Consolidated Financial Statements, unless otherwise stated.

*Nature of Operations.* Headquartered in Phoenix, Arizona, we design and produce factory-built housing products primarily distributed through a network of independent distributors located throughout the continental United States and Canada, as well as through Company-owned retail stores which offer our homes to retail customers. Our financial services segment is comprised of: a mortgage subsidiary, CountryPlace Acceptance Corp. ("CountryPlace"), which is an approved Federal National Mortgage Association ("Fannie Mae") and Federal Home Loan Mortgage Corporation ("Freddie Mac") seller/servicer and a Government National Mortgage Association ("Ginnie Mae" or "GNMA") mortgage-backed securities issuer that offers conforming mortgages, non-conforming mortgages and home-only loans to purchasers of factory-built homes; and an insurance subsidiary, Standard Casualty Co. ("Standard Casualty"), which provides property and casualty insurance primarily to owners of manufactured homes.

*Fiscal Year.* The Company operates on a 52-53 week fiscal year ending on the Saturday nearest to March 31<sup>st</sup> of each year. Each fiscal quarter consists of 13 weeks, with an occasional fourth quarter extending to 14 weeks, if necessary, for the fiscal year to end on the Saturday nearest to March 31<sup>st</sup>. The current fiscal year ended on April 1, 2023. Fiscal years 2023 and 2022 consisted of 52 weeks, and fiscal year 2021 consisted of 53 weeks.

*Accounting Estimates.* Preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Due to uncertainties, actual results could differ from the estimates and assumptions used in preparation of the consolidated financial statements.

*Factory-Built Housing Revenue Recognition - Wholesale.* Revenue from homes sold to independent distributors, builders, communities and developers is generally recognized when the home is shipped, at which time title passes and it is probable that substantially all of the consideration will be received. Homes sold to independent distributors are generally either paid upon shipment or floor plan financed by the independent distributor through standard industry financing arrangements, which can include repurchase agreements. Manufacturing sales financed under floor plan arrangements that include repurchase agreements are reduced by a reserve for repurchase commitments (see Note 17).

Some of our independent distributors operate multiple sales outlets. No independent distributor accounted for 10% or more of factory-built housing revenue during any fiscal year within the three-year period ended April 1, 2023.

*Factory-Built Housing Revenue Recognition - Retail.* Sales by Company-owned retail stores are generally recognized when the customer has entered into a legally binding sales contract, the home is delivered and permanently located at the customer's site, the home is accepted by the customer, title has transferred and funding is probable.

*Financial Services Revenue Recognition.* Premium amounts collected on policies issued and assumed by Standard Casualty are amortized on a straight-line basis into Net revenue over the life of the policy. Premiums earned are net of reinsurance ceded. Policy acquisition costs are also amortized in Cost of sales over the life of the policy. Insurance agency commissions received from third-party insurance companies are recognized as revenue upon execution of the insurance policy as we have no future or ongoing obligation with respect to such policies.

Interest income on consumer loans receivables is recognized in Net revenue. Upon acquisition of the previously securitized loan portfolios (the "Acquisition Date"), we evaluated the existing consumer loans receivable held for investment to determine whether there was evidence of deterioration of credit quality and the probability that we would be able to collect all amounts due according to the loans' contractual terms. We also considered expected prepayments and estimated the amount and timing of undiscounted principal, interest and other cash flows. We determined the excess of the loan pool's scheduled contractual principal and interest payments over the undiscounted expected cash flows as of the Acquisition Date as an amount that is not accreted into interest income (the non-accretable difference). The cash flow expected to be collected in excess of the carrying value of the acquired loans was accreted into interest income over the remaining life of the loans (referred to as accretable yield). For loans originated and held for sale, loan origination fees and gains or losses on sales are recognized in Net revenue upon title transfer of the loans. We provide third-party servicing of mortgages and earn servicing fees each month based on the aggregate outstanding balances. Servicing fees are recognized in Net revenue when earned.

*Cash and Cash Equivalents.* Highly liquid investments with insignificant interest rate risk and original maturities of three months or less, when purchased, are classified as cash equivalents. Our cash equivalents are primarily comprised of U.S. Treasury and other money market funds and other depository accounts, some of which are in excess of Federal Deposit Insurance Corporation insured limits. We have not experienced any losses on such excesses.

*Restricted Cash.* Restricted cash primarily represents cash related to CountryPlace customer payments to be remitted to third parties and deposits received from retail customers required to be held in trust accounts. These funds cannot be accessed for general operating purposes (see Note 3).

*Accounts Receivable.* We extend competitive credit terms on a customer-by-customer basis in the normal course of business, subject to normal industry risk, with many requiring a cash deposit with a sales order or payment upon delivery of a home. We review accounts receivable for estimated losses that may result from customers' inability to pay. As of April 1, 2023 and April 2, 2022, there were no allowances for doubtful accounts.

*Investments.* Management determines the appropriate classification of its investment securities at the time of purchase. Our investments include marketable debt and equity securities and non-marketable equity investments. Changes in unrealized net holding gains and losses on equity securities are reported in earnings. Unrealized net holding gains and losses on available-for-sale debt securities are recorded in Accumulated other comprehensive income (loss) ("AOCI") in the Consolidated Balance Sheets. Realized gains and losses from the sale of securities are determined using the specific identification method (see Note 4). As of April 1, 2023, we have determined that all losses on available-for-sale debt securities were from market factors, and therefore we had no valuation allowance on such investments.

*Consumer Loans Receivable.* Consumer loans receivable consist primarily of manufactured housing loans originated by CountryPlace (held for investment or held for sale) and construction advances on mortgages.

Loans held for investment consist of loan contracts collateralized by the borrowers' homes and, in some instances, related land. Construction loans in progress are stated at the aggregate amount of cumulative funded advances. Loans held for sale are loans that, at the time of origination, are originated with the intent to resell to investors with which the Company has pre-existing purchase agreements, such as Fannie Mae and Freddie Mac, or to sell as part of a Ginnie Mae insured pool of loans and consist of loan contracts collateralized by single-family residential mortgages. Loans held for sale are stated at the lower of amortized cost or fair value on an aggregate basis.

Combined land and home mortgages are further disaggregated by the type of loan documentation: those conforming to the requirements of Government-Sponsored Enterprises ("GSEs") and those that are non-conforming. In most instances, our mortgages are secured by a first-lien position and are provided for the consumer purchase of a home. Consumer loans held for investment include home-only personal property loans originated under our home-only lending programs. Accordingly, we classify our loans receivable as follows: conforming mortgages, non-conforming mortgages and home-only loans.

In measuring credit quality within each segment and class, we use commercially available credit scores (such as FICO®). At the time of each loan's origination, we obtain credit scores from each of the three primary credit bureaus, if available. To evaluate credit quality of individual loans, we use the mid-point of the available credit scores or, if only two scores are available, we use the lower of the two. We do not update credit bureau scores after the time of origination.

*Commercial Loans Receivable.* Our commercial loans receivable balance consists of amounts loaned under commercial loan programs for the benefit of our independent distributors and community operators' home purchasing needs. Under the terms of certain programs, we have entered into direct commercial loan arrangements with independent distributors and community operators wherein we provide funds to purchase home inventory or homes for placement in communities. Interest income on commercial loans receivable is recognized in Interest income in the Consolidated Statements of Comprehensive Income on an accrual basis.

*Allowance for Loan Losses.* Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13") requires a forward-looking impairment model based on expected losses rather than incurred losses. As of April 1, 2023 and April 2, 2022, we had an allowance for loan losses of \$1.2 million and \$2.1 million, respectively, on our consumer loans receivable (see Note 6).

To determine the appropriate level of the allowance for loan loss on our commercial loans receivable, we collectively evaluate loans based on their terms and duration. We have historically been able to resell repossessed homes, thereby mitigating loss exposure. However, if a default occurs and collateral is lost, we are exposed to loss of the full value of the home loan. If we determine that it is probable that a borrower will default, a specific reserve is determined and recorded within the estimated allowance for loan losses. We recorded allowance for loan losses of \$1.6 million and \$1.0 million at April 1, 2023 and April 2, 2022, respectively, related to commercial loans receivable (see Note 7).

*Inventories.* Raw material inventories are valued at the lower of cost or net realizable value, using the first in, first out method. Finished goods and work-in-process inventories are valued at the lower of cost or market, using the specific identification method.

*Property, Plant and Equipment.* Property, plant and equipment are carried at cost. Depreciation is calculated using the straight-line method over the estimated useful life of each asset. Estimated useful lives for significant classes of assets are as follows: buildings and improvements, 10 to 39 years; and machinery and equipment, 3 to 25 years. Repairs and maintenance charges are expensed as incurred. We sell miscellaneous property, plant and equipment in the normal course of business.

*Asset Impairment.* We periodically evaluate the carrying value of long-lived assets to be held and used and held for sale for impairment when events and circumstances warrant such a review. The carrying value of a long-lived asset is considered impaired when the anticipated undiscounted cash flow from such asset is less than its carrying value. In that event, a loss is recognized based on the amount by which the carrying value exceeds the fair value of the long-lived asset group. Fair value is determined primarily using the anticipated cash flows discounted at a rate commensurate with the risk involved. Losses on long-lived assets to be disposed of are primarily determined based on independent appraisals and preliminary or definitive contractual arrangements less costs to dispose. There were no impairment losses recognized in fiscal years 2023, 2022 or 2021.

*Business Combinations.* We account for business combinations in accordance with FASB Accounting Standards Codification ("ASC") 805, *Business Combinations*, using the acquisition method of accounting, which allocates the fair value of the purchase consideration to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values. In the fair value evaluation of intangible assets acquired, there are significant estimates and assumptions, including forecasts of future cash flows, pre-tax income and revenue growth rates, as well as the selection of the royalty rates and discount rates. The excess of the purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill.

*Goodwill and Other Intangibles.* We account for goodwill and other intangible assets in accordance with the provisions of ASC 350, *Intangibles—Goodwill and Other*. As such, we test goodwill at least annually for impairment. The Company has two reporting segments: factory-built housing and financial services. As of April 1, 2023, all of our goodwill is attributable to the factory-built housing reporting segment. Certain intangibles are considered indefinite-lived and others are finite-lived and are amortized over their useful lives. Finite-lived intangibles are generally amortized over 3 to 15 years on a straight-line basis and are reviewed for possible impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. Indefinite-lived intangible assets are assessed annually for impairment first by making a qualitative assessment, and if necessary, performing a quantitative assessment and recording an impairment charge if the fair value of the asset is less than its carrying amount.

We performed our annual goodwill impairment analysis as of April 1, 2023, and as the fair value of the factory-built housing reporting unit was greater than the carrying value, there was no impairment recognized during fiscal years 2023, 2022 or 2021.

*Warranties.* We provide retail home buyers, builders or developers with a one year warranty for manufacturing defects from the date of sale to the retail customer. Nonstructural components of a cosmetic nature are warranted for 120 days, except in specific cases where state laws require longer warranty terms. Estimated warranty costs are accrued in Cost of sales at the time of sale. The warranty provision and reserves are based on estimates of the amounts necessary to settle existing and future claims on homes sold as of the balance sheet date. Factors used to calculate the warranty obligation are the estimated amount of homes still under warranty, including homes in distributor inventories, homes purchased by consumers within the one year warranty period, the timing in which work orders are completed and the historical average costs incurred to service a home.

*Volume Rebates.* Certain distributors, builders and developers can qualify for cash rebates generally based on the level of sales attained during a twelve-month period on specified products. Volume rebates are accrued at the time of sale and are recorded as a reduction of Net revenue.

*Freight.* Substantially all freight costs are recovered from our distributors and are included in Net revenue. Freight charges of \$61.5 million, \$41.5 million and \$29.3 million were recognized in fiscal years 2023, 2022 and 2021, respectively.

*Reserve for Repurchase Commitment.* We are contingently liable under terms of repurchase agreements with the financial institutions that provide inventory financing to certain distributors of our products. These arrangements, which are customary in the industry, provide the lender a guarantee that we will repurchase our products in the event of default by the distributor. Our obligation under these repurchase agreements ceases upon the purchase of the home by the retail customer. The risk of loss under these agreements is spread over numerous distributors and the repurchase price generally declines over the period of the agreement (generally 18 to 24 months), further reduced by the resale value of repurchased homes. We apply FASB ASC 460, *Guarantees* ("ASC 460") to account for our liability for repurchase commitments. Following the inception of the commitment, the recorded reserve is reduced over the repurchase period in conjunction with applicable curtailment arrangements and is eliminated once the distributor sells the home. Changes in the reserve are recorded as an adjustment to Net revenue. See Note 17 for further discussion.

*Reserve for Property Casualty Insurance Claims and Claims Expense.* Standard Casualty establishes reserves for claims and claims expense on reported and unreported claims of insured losses. Our reserve process takes into account known facts and interpretations of circumstances and factors, including experience with similar cases, actual claims paid, historical trends involving claim payment patterns and pending levels of unpaid claims, loss management programs, product mix, contractual terms, changes in law and regulation, judicial decisions and economic conditions. In the normal course of business, we may also supplement our claims processes by utilizing third party adjusters, appraisers, engineers, inspectors and other professionals and information sources to assess and settle catastrophe and non-catastrophe related claims. The effects of inflation are implicitly considered in the reserving process. The applicable reserve balance was \$10.9 million and \$8.1 million as of April 1, 2023 and April 2, 2022, respectively, of which \$4.4 million and \$3.8 million related to incurred but not reported ("IBNR") losses, respectively.

*Insurance.* We are self-insured for a significant portion of our general and products liability, auto liability, health, property and workers' compensation liability coverage. Insurance is maintained for catastrophic exposures and those risks required to be insured by law. Estimated self-insurance costs are accrued for incurred claims and estimated IBNR losses. A reserve for products liability is actuarially determined and reflected in Accrued expenses and other current liabilities in the accompanying Consolidated Balance Sheets. The determination of claims and expenses and the appropriateness of the related liabilities are regularly reviewed and updated.

*Advertising.* Advertising costs are expensed as incurred and were \$2.0 million in fiscal year 2023, \$1.4 million in fiscal year 2022 and \$0.8 million in fiscal year 2021.

*Fair Value of Financial Instruments.* Our financial instruments consist of cash and cash equivalents, restricted cash, accounts receivable, investments, consumer loans receivable, commercial loans receivable, accounts payable, certain accrued expenses and other current liabilities and secured credit facilities and other financings.

In accordance with FASB ASC 820, *Fair Value Measurements and Disclosures* ("ASC 820"), fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The standard describes three levels of inputs that may be used to measure fair value:

- Level 1 – Quoted prices in active markets for identical assets or liabilities.
- Level 2 – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The carrying amount of cash and cash equivalents approximates fair value because their maturity is less than three months. The carrying amounts of restricted cash, accounts receivable, accounts payable and certain accrued expenses and other current liabilities approximate fair value due to the short-term maturity of the amounts. See Note 20 for the fair values of our other financial instruments and the inputs used.

*Foreign Currency.* We have certain assets and liabilities in Ojinaga, Mexico related to a production facility that imports raw materials and exports finished homes to our retail lots located in the United States. The monetary assets and liabilities of this production facility are remeasured at each balance sheet date at the current exchange rate. Monetary assets and liabilities and related revenues and expenses are remeasured monthly using the average rates for the fiscal month. Remeasurement adjustments are recorded in Other income, net in the Consolidated Statements of Comprehensive Income.

*Income Taxes.* We account for income taxes pursuant to FASB ASC 740, *Income Taxes* ("ASC 740") and provide for income taxes utilizing the asset and liability approach. Under this approach, deferred taxes represent the future tax consequences expected to occur when the reported amounts of assets and liabilities are recovered or paid. The provision for income taxes generally represents income taxes paid or payable for the current year plus the change in deferred taxes during the year. Deferred taxes result from differences between the financial and tax bases of the Company's assets and liabilities and are adjusted for changes in tax rates and tax laws when changes are enacted.

The calculation of tax liabilities involves considering uncertainties in the application of complex tax regulations. We recognize liabilities for anticipated tax audit issues based on our estimate of whether, and the extent to which, additional taxes will be due. If payment of these amounts ultimately proves to be unnecessary, the reversal of the liabilities would result in tax benefits being recognized in the period of derecognition. If the estimate of tax liabilities proves to be less than the ultimate assessment, a further charge to expense would result. We use a two-step approach to evaluate uncertain tax positions. This approach involves recognizing any tax positions that are more likely than not to occur and then measuring those positions to determine the amounts to be recognized in the Consolidated Financial Statements.

*Interest Income.* Interest income consists of the interest earned on invested cash as well as interest earned from our commercial loan programs, recorded on an accrual basis.

*Other Income, net.* Other income primarily consists of realized and unrealized gains and losses on corporate investments, gains and losses on the sale of property, plant and equipment or assets held for sale and impairment of such assets, if necessary.

*Stock-Based Compensation.* Stock-based compensation is measured based on the fair value of the award on the date of grant and the corresponding expense is recognized over the period during which an employee is required to provide service in exchange for the award. Stock-based compensation expense is classified in the same line item of our Consolidated Statements of Comprehensive Income as other payroll-related expenses specific to the employee. Compensation expense related to service-based restricted stock units ("RSUs") is recognized on a straight-line basis over the requisite service period for the entire award. Compensation expense related to performance-based RSUs is recognized on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in-substance, multiple awards (i.e., a graded vesting basis).

We use historical data to estimate pre-vesting forfeitures and record stock-based compensation cost, using the straight-line attribution method, only for those awards that are expected to vest. Compensation expense related to performance-based awards is based on management's estimate of the probability of the performance criteria being satisfied, adjusted at each balance sheet date (see Note 18).

*Redeemable Noncontrolling Interest.* We have a 70% interest in Craftsman Homes, LLC and Craftsman Homes Development, LLC (collectively known as "Craftsman").

An additional 20% of the remaining equity of Craftsman is to be purchased on December 31, 2023 by us for cash. As mandatory redemption of this ownership interest is required and is due in less than one year, the fair value of this portion of the noncontrolling interest is recorded in Accrued expenses and other current liabilities of the Consolidated Balance Sheet. In each reporting period hereafter, until purchased by the Company, the mandatorily redeemable noncontrolling interest is adjusted to its current redemption value, based on a predetermined formula. Adjustments in the redemption value to the mandatorily redeemable noncontrolling interest are recorded to Other income, net.

The Craftsman Seller can require us to purchase their remaining 10% ownership ("Put Right") after December 31, 2023, for an amount specified in the Craftsman Purchase Agreement that is designed to approximate fair value. Likewise, we can require the Craftsman Seller to sell us their remaining 10% ownership based on the same timing as described above for the Put Right. As redemption of this remaining ownership is not a current obligation, the fair value of this portion of the noncontrolling interest is classified as a temporary equity mezzanine item between liabilities and stockholders' equity in the Consolidated Balance Sheets as Redeemable noncontrolling interest. The amount of income attributable to this noncontrolling interest is included on the face of the Consolidated Statements of Comprehensive Income.

*Accumulated Other Comprehensive Income (loss).* AOCI is comprised of unrealized gains and losses on available-for-sale debt securities (see Note 4) and is presented net of tax. Accumulated unrealized loss on available-for-sale debt securities at the end of fiscal year 2023 was \$0.8 million before tax, with an associated tax amount of \$0.2 million, resulting in a net unrealized loss of \$0.6 million. Unrealized loss on available-for-sale debt securities for fiscal year 2022 was \$0.5 million, with an associated tax amount of \$0.1 million, for a net unrealized loss of \$0.4 million.

*Treasury Stock.* We record repurchases of our common stock as treasury stock at cost. As we do not have a formal retirement plan for the shares acquired, and the ultimate disposition has not yet been decided, we show the cost of the acquired stock separately as a deduction from equity. Beginning January 1, 2023, the Inflation Reduction Act of 2022 imposed a 1% excise tax on the aggregate fair market value of stock repurchased by certain corporations during the taxable year, subject to adjustments. We have calculated the excise tax on purchases from the effective date through April 1, 2023, and this amount is recorded as an increase in our Treasury Stock.

*Net Income Per Share.* Basic earnings per common share is computed based on the weighted-average number of common shares outstanding during the reporting period. Diluted earnings per common share is computed based on the combination of dilutive common share equivalents, comprised of shares issuable under the Company's stock-based compensation plans and the weighted-average number of common shares outstanding during the reporting period. Dilutive common share equivalents include the dilutive effect of in-the-money options to purchase shares, which is calculated based on the average share price for each period using the treasury stock method (see Note 19).

*Recently Issued or Adopted Accounting Pronouncements.* From time to time, new accounting pronouncements are issued by the FASB and other regulatory bodies that are adopted as of the specified effective dates. Unless otherwise discussed, management believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on the Company's Consolidated Financial Statements upon adoption.

## **2. Revenue from Contracts with Customers**

Revenues are recognized when a good or service is transferred to a customer. A good or service is transferred when, or as, the customer obtains control of that good or service. Revenues are based on the consideration expected to be received in connection with our promises to deliver goods and services to the customers.

*Site Improvements on Retail Sales.* We recognize sales of subcontracted ancillary services, such as preparation of the home site or other exterior enhancements. Such services are provided as a convenience to the customer. As we are involved in the selection of subcontractors, under FASB ASC 606, *Revenue from Contracts with Customers*, we recognize the sale of these ancillary services on a gross basis. The revenues associated with these programs for fiscal years 2023, 2022 and 2021 were \$53.3 million, \$43.9 million and \$41.1 million, respectively.

*Additional Items.* Expected consideration, and therefore revenue, reflects reductions for returns, allowances and other incentives, some of which may be contingent on future events. Additionally, our volume rebates are accrued at the time of sale and are recorded as a reduction of Net revenue.

In customer contracts for retail sales of manufactured homes, consideration includes certain state and local excise taxes billed to customers when those taxes are levied directly upon us by the taxing authorities. Expected consideration excludes sales and other taxes collected on behalf of taxing authorities. We elect to treat consideration for freight performed as a fulfillment activity. Therefore, Net revenue includes consideration for freight and other fulfillment activities performed prior to the customer obtaining control of the goods.

*Practical Expedients and Exemptions.* We generally expense sales commissions when incurred because the amortization period would be one-year or less. These costs are recorded within Selling, general and administrative expenses. In addition, we do not disclose the value of unsatisfied performance obligations for contracts with an expected length of one-year or less.

*Disaggregation of Revenue.* The following table summarizes Net revenue disaggregated by reportable segment and source (in thousands). All revenue from customers is recognized at a point in time, either when the customer takes delivery or when a third-party insurance contract is executed, as more fully discussed above.

	April 1, 2023	April 2, 2022	April 3, 2021
<i>Factory-built housing</i>			
U.S. Housing and Urban Development code homes	\$ 1,816,751	\$ 1,335,904	\$ 842,515
Modular homes	142,728	117,817	91,896
Park model RVs	57,920	42,219	46,862
Other	52,051	60,343	56,616
	<u>2,069,450</u>	<u>1,556,283</u>	<u>1,037,889</u>
<i>Financial services</i>			
Insurance agency commissions received from third-party insurance companies	3,754	4,055	3,102
All other sources	69,509	66,820	67,060
	<u>73,263</u>	<u>70,875</u>	<u>70,162</u>
	<u>\$ 2,142,713</u>	<u>\$ 1,627,158</u>	<u>\$ 1,108,051</u>

### 3. Restricted Cash

Restricted cash consisted of the following (in thousands):

	April 1, 2023	April 2, 2022
Cash related to CountryPlace customer payments to be remitted to third parties	\$ 11,123	\$ 13,857
Other restricted cash	940	1,327
	<u>12,063</u>	<u>15,184</u>
Less current portion	(11,728)	(14,849)
	<u>\$ 335</u>	<u>\$ 335</u>

Corresponding amounts for customer payments to be remitted to third parties are recorded in Accounts payable.

The following table provides a reconciliation of Cash and cash equivalents and Restricted cash reported within the Consolidated Balance Sheets to the combined amounts shown in the Consolidated Statements of Cash Flows (in thousands):

	April 1, 2023	April 2, 2022	April 3, 2021
Cash and cash equivalents	\$ 271,427	\$ 244,150	\$ 322,279
Restricted cash	12,063	15,184	17,028
	<u>\$ 283,490</u>	<u>\$ 259,334</u>	<u>\$ 339,307</u>



#### 4. Investments

Investments consisted of the following (in thousands):

	April 1, 2023	April 2, 2022
Available-for-sale debt securities	\$ 18,555	\$ 17,760
Marketable equity securities	9,989	16,780
Non-marketable equity investments	5,073	20,479
	<u>33,617</u>	<u>55,019</u>
Less short-term investments	(14,978)	(20,086)
	<u>\$ 18,639</u>	<u>\$ 34,933</u>

Investments in marketable equity securities consist of investments in the common stock of industrial and other companies.

Our non-marketable equity investments include investments in community-based initiatives that buy and sell our homes and provide home-only financing to residents of certain manufactured home communities and other distribution operations.

We record investments in fixed maturity securities classified as available-for-sale at fair value and record the difference between fair value and cost in AOCI.

The amortized cost and fair value of our investments in available-for-sale debt securities, by security type are shown in the table below (in thousands):

	April 1, 2023			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Residential mortgage-backed securities	\$ 2,567	\$ —	\$ (79)	\$ 2,488
State and political subdivision debt securities	6,023	—	(254)	5,769
Corporate debt securities	10,745	—	(447)	10,298
	<u>\$ 19,335</u>	<u>\$ —</u>	<u>\$ (780)</u>	<u>\$ 18,555</u>

	April 2, 2022			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Residential mortgage-backed securities	\$ 1,668	\$ 2	\$ (57)	\$ 1,613
State and political subdivision debt securities	10,100	38	(232)	9,906
Corporate debt securities	6,502	1	(262)	6,241
	<u>\$ 18,270</u>	<u>\$ 41</u>	<u>\$ (551)</u>	<u>\$ 17,760</u>

The following tables show gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities had been in a continuous unrealized loss position (in thousands):

	April 1, 2023					
	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Residential mortgage-backed securities	\$ 1,345	\$ (10)	\$ 1,117	\$ (69)	\$ 2,462	\$ (79)
State and political subdivision debt securities	251	—	4,792	(254)	5,043	(254)
Corporate debt securities	4,902	(136)	5,396	(311)	10,298	(447)
	<u>\$ 6,498</u>	<u>\$ (146)</u>	<u>\$ 11,305</u>	<u>\$ (634)</u>	<u>\$ 17,803</u>	<u>\$ (780)</u>

	April 2, 2022					
	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Residential mortgage-backed securities	\$ 1,048	\$ (45)	\$ 289	\$ (12)	\$ 1,337	\$ (57)
State and political subdivision debt securities	3,884	(164)	1,246	(68)	5,130	(232)
Corporate debt securities	5,215	(231)	598	(31)	5,813	(262)
	<u>\$ 10,147</u>	<u>\$ (440)</u>	<u>\$ 2,133</u>	<u>\$ (111)</u>	<u>\$ 12,280</u>	<u>\$ (551)</u>

We are not aware of any changes to the securities or issuers that would indicate the losses above are indicative of credit impairment as of April 1, 2023. Further, we do not intend to sell the investments, and it is more likely than not that we will not be required to sell the investments, before recovery of their amortized cost.

The amortized cost and fair value of our investments in available-for-sale debt securities, by contractual maturity, are shown in the table below (in thousands). Expected maturities differ from contractual maturities as borrowers may have the right to call or prepay obligations, with or without penalties.

	April 1, 2023	
	Amortized Cost	Fair Value
Due in less than one year	\$ 3,704	\$ 3,626
Due after one year through five years	12,172	11,551
Due after five years through ten years	501	501
Due after ten years	391	389
Mortgage-backed securities	2,567	2,488
	<u>\$ 19,335</u>	<u>\$ 18,555</u>

We recognize investment gains and losses on available-for-sale debt securities when we sell or otherwise dispose of securities using the specific identification method. There were no gross gains realized on the sale of available-for-sale debt securities for fiscal year 2023, an insignificant amount of gross gains realized on the sale of available-for-sale debt securities in fiscal year 2022 and none in fiscal year 2021. There were no gross losses realized on the sale of available-for-sale debt securities in either fiscal year 2023 or 2022, and the gross losses realized on the sale of available-for-sale debt securities in fiscal year 2021 were insignificant.

We recognize unrealized gains and losses on marketable equity securities from changes in market prices during the period as a component of earnings in the Consolidated Statements of Comprehensive Income. See Note 1 for further discussion. Net investment gains and losses on marketable equity securities for fiscal years 2023, 2022 and 2021 were as follows (in thousands):

	Year Ended		
	April 1, 2023	April 2, 2022	April 3, 2021
Marketable equity securities:			
Net gain recognized during the period	\$ 561	\$ 2,160	\$ 8,515
Less: Net (gains) recognized on securities sold during the period	(958)	(551)	(2,191)
Unrealized (losses) gains recognized during the period on securities still held	<u>\$ (397)</u>	<u>\$ 1,609</u>	<u>\$ 6,324</u>

## 5. Inventories

Inventories consisted of the following (in thousands):

	April 1, 2023	April 2, 2022
Raw materials	\$ 92,045	\$ 95,929
Work in process	29,022	30,638
Finished goods	142,083	117,404
	<u>\$ 263,150</u>	<u>\$ 243,971</u>

The inventories above include \$34.1 million of inventory that was acquired with Solitaire Homes and remains on hand at April 1, 2023. Such inventory is recorded at fair value which approximates sales price.

## 6. Consumer Loans Receivable

The following table summarizes consumer loans receivable (in thousands):

	April 1, 2023	April 2, 2022
Loans held for investment, previously securitized	\$ 21,000	\$ 26,014
Loans held for investment	13,117	14,771
Loans held for sale	10,846	8,500
Construction advances	706	3,547
	<u>45,669</u>	<u>52,832</u>
Deferred financing fees and other, net	(368)	(833)
Allowance for loan losses	<u>(1,153)</u>	<u>(2,115)</u>
	44,148	49,884
Less current portion	<u>(17,019)</u>	<u>(20,639)</u>
	<u>\$ 27,129</u>	<u>\$ 29,245</u>

The allowance for loan losses reflects our judgment of the probable loss exposure on loans held for investment. The following table represents changes in the estimated allowance for loan losses, including related additions and deductions to the allowance for loan losses (in thousands):

	April 1, 2023	April 2, 2022
Allowance for loan losses at beginning of period	\$ 2,115	\$ 3,188
Change in estimated loan losses, net	(944)	(541)
Charge-offs	(37)	(532)
Recoveries	19	—
Allowance for loan losses at end of period	<u>\$ 1,153</u>	<u>\$ 2,115</u>

The consumer loans held for investment had the following characteristics:

	April 1, 2023	April 2, 2022
Weighted average contractual interest rate	8.18 %	8.32 %
Weighted average effective interest rate	8.82 %	9.21 %
Weighted average months to maturity	150	151

The following table is a consolidated summary of the delinquency status of the outstanding amortized cost of consumer loans receivable (in thousands):

	April 1, 2023	April 2, 2022
Current	\$ 43,252	\$ 49,546
31 to 60 days	1,247	1,202
61 to 90 days	213	41
91+ days	957	2,043
	<u>\$ 45,669</u>	<u>\$ 52,832</u>

The following table disaggregates gross consumer loans receivable by credit quality indicator and fiscal year of origination (in thousands):

	April 1, 2023						
	2023	2022	2021	2020	2019	Prior	Total
Prime- FICO score 680 and greater	\$ 9,471	\$ 185	\$ 1,051	\$ 1,982	\$ 1,191	\$ 16,601	\$ 30,481
Near Prime- FICO score 620-679	1,695	—	1,012	1,131	1,550	8,244	13,632
Sub-Prime- FICO score less than 620	84	—	19	51	—	1,033	1,187
No FICO score	—	—	—	—	24	345	369
	<u>\$ 11,250</u>	<u>\$ 185</u>	<u>\$ 2,082</u>	<u>\$ 3,164</u>	<u>\$ 2,765</u>	<u>\$ 26,223</u>	<u>\$ 45,669</u>

April 2, 2022

	2022	2021	2020	2019	2018	Prior	Total
Prime- FICO score 680 and greater	\$ 8,155	\$ 1,615	\$ 2,371	\$ 1,339	\$ 853	\$ 20,485	\$ 34,818
Near Prime- FICO score 620-679	1,661	1,274	1,413	1,976	617	9,266	16,207
Sub-Prime- FICO score less than 620	45	20	52	—	—	1,318	1,435
No FICO score	—	—	—	26	—	346	372
	<u>\$ 9,861</u>	<u>\$ 2,909</u>	<u>\$ 3,836</u>	<u>\$ 3,341</u>	<u>\$ 1,470</u>	<u>\$ 31,415</u>	<u>\$ 52,832</u>

Loan contracts secured by geographically concentrated collateral could experience higher rates of delinquencies, default and foreclosure losses than loan contracts secured by collateral that is more geographically dispersed. As of April 1, 2023, 44% of the outstanding principal balance of the consumer loans receivable portfolio was concentrated in Texas and 13% was concentrated in Florida. As of April 2, 2022, 39% of the outstanding principal balance of the consumer loans receivable portfolio was concentrated in Texas and 17% was concentrated in Florida. Other than Texas and Florida, no state had concentrations in excess of 10% of the principal balance of consumer loans receivable as of April 1, 2023 or April 2, 2022.

Collateral for repossessed loans is acquired through foreclosure or similar proceedings and is recorded at the estimated fair value of the home less the estimated costs to sell. At repossession, the fair value of the collateral is determined based on the historical recovery rates of previously charged-off loans; the loan is charged off and the loss is recorded to the allowance for loan losses. On a monthly basis, the fair value of the collateral is adjusted to the lower of the amount recorded at repossession or the estimated sales price less estimated costs to sell, based on current information. Repossessed homes totaled approximately \$1.1 million as of April 1, 2023 and \$0.5 million as of April 2, 2022, and are included in Prepaid expenses and other current assets in the Consolidated Balance Sheets. Foreclosure or similar proceedings in progress totaled approximately \$0.5 million and \$1.1 million as of April 1, 2023 and April 2, 2022, respectively.

## 7. Commercial Loans Receivable

The commercial loans receivable balance consists of direct financing arrangements for the home product needs of our independent distributors, community owners and developers. We also provide loans to independent floor plan lenders that then lend to distributors to finance their inventory purchases. The notes are secured by the homes as collateral and, in some instances, other security. Other terms of direct arrangements vary, depending on the needs of the borrower and the opportunity for the Company.

Commercial loans receivable, net consisted of the following, by class of financing notes receivable (in thousands):

	April 1, 2023	April 2, 2022
Loans receivable	\$ 103,726	\$ 69,693
Allowance for loan losses	(1,586)	(1,011)
Deferred financing fees, net	(163)	(116)
	101,977	68,566
Less current portion of commercial loans receivable (including from affiliates), net	(44,054)	(32,644)
	<u>\$ 57,923</u>	<u>\$ 35,922</u>

The commercial loans receivable balance had the following characteristics:

	April 1, 2023	April 2, 2022
Weighted average contractual interest rate	7.6 %	6.4 %
Weighted average months outstanding	9	9

The risk of loss is spread over numerous borrowers. Borrower activity is monitored on a regular basis and contractual arrangements are in place to provide adequate loss mitigation in the event of a default. Historically, we have been able to sell repossessed homes, thereby mitigating loss exposure. If a default occurs and collateral is lost, we are exposed to loss of the full value of the home loan. We evaluate the potential for loss from the commercial loan programs on a collective basis, aggregating similar loans based on their terms. Our evaluation also considers the borrower's risk rating, overall financial stability, historical experience and estimates of other economic factors.

The following table represents changes in the estimated allowance for loan losses, including related additions and deductions to the allowance for loan losses (in thousands):

	April 1, 2023	April 2, 2022
Balance at beginning of period	\$ 1,011	\$ 816
Purchase accounting additions	—	408
Change in estimated loan losses, net	575	(213)
Balance at end of period	<u>\$ 1,586</u>	<u>\$ 1,011</u>

Loans are subject to regular review and are given management's attention whenever a problem situation appears to be developing. Loans with indicators of potential performance problems are placed on watch list status and are subject to additional monitoring and scrutiny. Nonperforming status includes loans accounted for on a non-accrual basis and accruing loans with principal payments 90 days or more past due. Our policy is to place loans on nonaccrual status when interest is past due and remains unpaid 90 days or more or when there is a clear indication that the borrower is unable or unwilling to make payments as they become due. We will resume accrual of interest once these factors have been remedied. Payments received on non-accrual loans are recorded on a cash basis, first to interest and then to principal, and charge-offs occur when it becomes probable that outstanding amounts will not be recovered. At April 1, 2023, there were no commercial loans 90 days or more past due that were still accruing interest, and we were not aware of any potential problem loans that would have a material effect on the commercial loans receivable balance.

The following table disaggregates our commercial loans receivable by credit quality indicator and fiscal year of origination (in thousands):

	April 1, 2023					
	2023	2022	2021	2020	2019	Total
Performing	\$ 80,193	\$ 16,028	\$ 4,071	\$ 2,203	\$ 1,231	\$ 103,726

	April 2, 2022					
	2022	2021	2020	2019	2018	Total
Performing	\$ 52,592	\$ 10,181	\$ 4,031	\$ 1,391	\$ 1,498	\$ 69,693

As of April 1, 2023 and April 2, 2022, 17.8% and 24.9%, respectively, of our outstanding commercial loans receivable principal balance was concentrated in New York. No other state had concentrations in excess of 10% of the principal balance of the commercial loans receivable as of April 1, 2023 or April 2, 2022.

We had concentrations with one independent third-party and its affiliates that equaled 12.0% and 13.7% of the net commercial loans receivable principal balance outstanding, all of which was secured, as of April 1, 2023 and April 2, 2022, respectively. The risks created by these concentrations have been considered in the determination of the adequacy of the allowance for loan losses.

## 8. Property, Plant and Equipment, net

Property, plant and equipment, net, consisted of the following (in thousands):

	April 1, 2023	April 2, 2022
Property, plant and equipment, at cost:		
Buildings and improvements	\$ 167,291	\$ 100,775
Machinery and equipment	76,826	48,638
Land	39,822	32,154
Construction in progress	5,472	29,281
	289,411	210,848
Accumulated depreciation	(61,133)	(46,832)
	<u>\$ 228,278</u>	<u>\$ 164,016</u>

Depreciation expense was \$14.8 million in fiscal year 2023, \$9.6 million in fiscal year 2022 and \$5.6 million in fiscal year 2021.

Included in the balances above are certain assets under finance leases. See Note 9 for additional information.

## 9. Leases

We lease certain production and retail locations, office space and equipment. We determine if a contract or arrangement is, or contains, a lease at inception. Lease agreements with an initial term of 12 months or less are not recorded in the Consolidated Balance Sheets. Certain lease agreements include one or more options to renew, with renewal terms that can extend the lease term by one to three years or more. Generally, the exercise of lease renewal options is at our discretion. Some agreements also include options to purchase the leased property. The estimated life of assets and leasehold improvements is limited by the expected lease term, unless there is a transfer of title or purchase option that we are reasonably certain to exercise.

Certain of our lease agreements include rental payments adjusted periodically for inflation. These lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Right Of Use ("ROU") assets represent the right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments in accordance with the lease. Operating lease ROU assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. Since our leases do not provide a readily determinable implicit interest rate, we estimate an incremental borrowing rate. In determining the estimated incremental borrowing rate, we consider the lease period and comparable market interest rates, as well as any other information available at the lease commencement date. The lease term includes options to extend or terminate the lease when it is reasonably certain that we will exercise such options.

The following table provides information about the financial statement classification of our lease balances reported within the Consolidated Balance Sheets as of April 1, 2023 and April 2, 2022 (in thousands):

	Classification	April 1, 2023	April 2, 2022
<u>ROU assets</u>			
Operating lease assets	Operating lease right-of-use assets	\$ 26,755	\$ 16,952
Finance lease assets	Property, plant and equipment, net <sup>(1)</sup>	6,088	7,070
Total lease assets		<u>\$ 32,843</u>	<u>\$ 24,022</u>
<u>Lease Liabilities</u>			
Current:			
Operating lease liabilities	Accrued expenses and other current liabilities	\$ 6,262	\$ 5,085
Finance lease liabilities	Accrued expenses and other current liabilities	347	347
Non-current:			
Operating lease liabilities	Operating lease liabilities	21,678	13,158
Finance lease liabilities	Other liabilities	5,896	5,969
Total lease liabilities		<u>\$ 34,183</u>	<u>\$ 24,559</u>

(1) Recorded net of accumulated amortization of \$0.3 million and \$0.1 million as of April 1, 2023 and April 2, 2022, respectively.

The following table provides information about the financial statement classification of our lease expenses reported within the Consolidated Statements of Comprehensive Income for the years ended April 1, 2023, April 2, 2022 and April 3, 2021 (in thousands):

Lease Expense Category	Classification	Year Ended		
		April 1, 2023	April 2, 2022	April 3, 2021
<u>Operating lease expense<sup>(2)</sup></u>				
	Cost of sales	\$ 1,190	\$ 1,160	\$ 1,105
	Selling, general and administrative expenses	4,059	3,636	3,327
Finance lease expense				
Amortization of leased assets	Cost of sales	175	109	39
Interest on lease liabilities	Interest expense	283	151	17
Total lease expense		<u>\$ 5,707</u>	<u>\$ 5,056</u>	<u>\$ 4,488</u>

(2) Excludes short-term and variable lease expenses, which are immaterial.

Cash payments for operating and finance leases were as follows (in thousands):

	April 1, 2023	April 2, 2022	April 3, 2021
Operating leases	\$ 5,609	\$ 4,794	\$ 4,164
Finance leases	356	220	79



The present value of minimum payments for future fiscal years under non-cancelable leases as of April 1, 2023 was as follows (in thousands):

	Operating Leases	Finance Leases	Total
2023	\$ 6,397	\$ 356	\$ 6,753
2024	5,551	356	5,907
2025	5,073	356	5,429
2026	2,673	356	3,029
2027	2,174	356	2,530
Thereafter	11,913	10,585	22,498
	<u>33,781</u>	<u>12,365</u>	<u>46,146</u>
Less: Amount representing interest	(5,841)	(6,122)	(11,963)
	<u>\$ 27,940</u>	<u>\$ 6,243</u>	<u>\$ 34,183</u>

The following table provides information about the weighted average remaining lease terms and weighted average discount rates as of April 1, 2023:

	Remaining Lease Term (Years)	Discount Rate
Operating leases	8.2	4.5 %
Finance leases	34.8	4.5 %

## 10. Goodwill and Other Intangibles

Goodwill and other intangibles, net, consisted of the following (in thousands):

	April 1, 2023			April 2, 2022		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
<i>Indefinite-lived:</i>						
Goodwill	\$ 114,547	\$ —	\$ 114,547	\$ 100,993	\$ —	\$ 100,993
Trademarks and trade names	16,980	—	16,980	15,680	—	15,680
State insurance licenses	1,100	—	1,100	1,100	—	1,100
	<u>132,627</u>	<u>—</u>	<u>132,627</u>	<u>117,773</u>	<u>—</u>	<u>117,773</u>
<i>Finite lived:</i>						
Customer relationships	16,900	(5,818)	11,082	19,500	(8,392)	11,108
Other	1,114	(486)	628	1,924	(1,353)	571
	<u>\$ 150,641</u>	<u>\$ (6,304)</u>	<u>\$ 144,337</u>	<u>\$ 139,197</u>	<u>\$ (9,745)</u>	<u>\$ 129,452</u>

Changes in the carrying amount of Goodwill were as follows for the years ended April 1, 2023 and April 2, 2022 (in thousands). See Note 23 for further information.

	April 1, 2023	April 2, 2022
Balance at beginning of period	\$ 100,993	\$ 75,090
Change in goodwill from Solitaire Homes acquisition	13,970	—
Change in goodwill from Commodore acquisition	(416)	21,308
Change in goodwill from Craftsman acquisition	—	4,595
Balance at end of period	<u>\$ 114,547</u>	<u>\$ 100,993</u>

Amortization expense recognized on intangible assets was \$2.1 million during fiscal year 2023, \$1.4 million during fiscal year 2022 and \$0.7 million during fiscal year 2021. Customer relationships have a weighted average remaining life of 7.9 years and other finite lived intangibles have a weighted average remaining life of 3.5 years.

Expected amortization for future fiscal years is as follows (in thousands):

2024	\$ 1,569
2025	1,530
2026	1,488
2027	1,415
2028	1,299
Thereafter	4,409
	<u>\$ 11,710</u>

## 11. Accrued Expenses and Other Current Liabilities

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

	April 1, 2023	April 2, 2022
Salaries, wages and benefits	\$ 47,100	\$ 54,172
Customer deposits	45,193	56,318
Estimated warranties	31,368	26,250
Unearned insurance premiums	27,901	24,917
Accrued volume rebates	22,858	18,641
Other	88,241	70,790
	<u>\$ 262,661</u>	<u>\$ 251,088</u>

## 12. Warranties

Activity in the liability for estimated warranties for fiscal years 2023, 2022 and 2021 was as follows (in thousands):

	April 1, 2023	April 2, 2022	April 3, 2021
Balance at beginning of period	\$ 26,250	\$ 18,032	\$ 18,678
Purchase accounting additions	1,250	5,909	—
Charged to costs and expenses	50,157	40,678	28,352
Payments and deductions	(46,289)	(38,369)	(28,998)
Balance at end of period	<u>\$ 31,368</u>	<u>\$ 26,250</u>	<u>\$ 18,032</u>

### 13. Other Liabilities

The following table summarizes secured financings and other obligations (in thousands):

	April 1, 2023	April 2, 2022
Finance lease payables	\$ 6,243	\$ 6,316
Other secured financing	2,379	2,933
Mandatorily redeemable noncontrolling interest	2,268	2,371
	10,890	11,620
Less current portion included in Accrued expenses and other current liabilities	(3,070)	(784)
	<u>\$ 7,820</u>	<u>\$ 10,836</u>

Scheduled maturities for future fiscal years of the Company's obligations consist of the following (in thousands). The mandatorily redeemable noncontrolling interest is due in December 2023 and is included in the current portion, recorded in Accrued expenses and other current liabilities.

2024	\$ 3,070
2025	459
2026	398
2027	344
2028	305
Thereafter	6,314
	<u>\$ 10,890</u>

Actual payments may vary from those above, resulting from prepayments or other factors.

See Note 9 for further discussion of the finance lease obligations.

### 14. Debt

On November 22, 2022, we entered into a Credit Agreement among the Company, Bank of America, N.A., as administrative agent, swing line lender and letter of credit issuer, and the guarantors party thereto (the "Credit Agreement"), providing for a \$50 million revolving credit facility (the "Revolving Credit Facility"), which may be increased from time to time through adding one or more tranches of term loans (each an "Incremental Term Facility") up to an aggregate amount of \$100 million.

Loans under the Revolving Credit Facility and any Incremental Term Facilities will bear interest at a rate equal to (i) the Secured Overnight Financing Rate, plus a credit spread adjustment of 0.10% (as adjusted, "Term SOFR"), plus the "applicable rate" or (ii) the "base rate" (defined as the highest of (a) the Bank of America prime rate, (b) the Federal Funds rate plus 0.50%, and (c) Term SOFR plus 1.00%) plus the "applicable rate." The applicable rate will be determined in accordance with a pricing grid based on the Company's Consolidated Total Leverage Ratio (as defined in the Credit Agreement) ranging from 1.125% to 1.350% per annum for Term SOFR rate loans and from 0.125% to 0.350% per annum for base rate loans. In addition, the Company will pay a commitment fee on the unused portion of the Revolving Credit Facility of 0.15% per annum.

The Revolving Credit Facility is recourse to certain of the Company's subsidiaries, on a joint and several basis as guarantors, but is unsecured.

The Credit Agreement includes the following financial covenants: (i) as of the end of any fiscal quarter, the Consolidated Total Leverage Ratio (as defined in the Credit Agreement) cannot exceed 3.25 to 1.00 and (ii) a requirement to maintain Consolidated EBITDA (as defined in the Credit Agreement) for any period of four fiscal quarters of at least \$75 million. The Credit Agreement also contains customary representations and warranties, and affirmative negative covenants.

As of April 1, 2023, there were no borrowings outstanding under the Revolving Credit Facility and we were in compliance with all covenants.

## 15. Reinsurance and Insurance Loss Reserves

Standard Casualty is primarily a specialty writer of manufactured home physical damage insurance. Certain of our premiums and benefits are assumed from and ceded to other insurance companies under various reinsurance agreements. The ceded reinsurance agreements provide increased capacity to write larger risks while maintaining exposure to loss within our capital resources. We remain obligated for amounts ceded in the event that the reinsurers do not meet their obligations. Substantially all of the assumed reinsurance is with one entity.

The effects of reinsurance on premiums written and earned were as follows (in thousands):

	Year Ended			
	April 1, 2023		April 2, 2022	
	Written	Earned	Written	Earned
Direct premiums	\$ 32,671	\$ 29,775	\$ 27,639	\$ 25,543
Assumed premiums—nonaffiliated	34,153	32,809	31,693	30,579
Ceded premiums—nonaffiliated	(18,300)	(18,300)	(15,232)	(15,232)
	<u>\$ 48,524</u>	<u>\$ 44,284</u>	<u>\$ 44,100</u>	<u>\$ 40,890</u>

Typical insurance policies written or assumed have a maximum coverage of \$0.4 million per claim, of which we cede \$0.2 million of the risk of loss per reinsurance. Therefore, our risk of loss is limited to \$0.2 million per claim on typical policies, subject to the reinsurers meeting their obligations. After this limit, amounts are recoverable through reinsurance for catastrophic losses in excess of \$3.0 million per occurrence, up to a maximum of \$100.0 million in the aggregate for that occurrence.

Purchasing reinsurance contracts mitigates the frequency and/or severity of losses incurred on insurance policies issued, such as in the case of a catastrophe that generates a large number of serious claims on multiple policies at the same time. Under these agreements, we may be required to repurchase and reestablish the reinsurance contracts for the remainder of the year to the extent that they have been utilized.

Standard Casualty establishes reserves for claims and claims expense on reported and IBNR claims of non-reinsured losses. The following details the activity in the reserve for fiscal years 2023, 2022 and 2021 (in thousands):

	April 1, 2023	April 2, 2022	April 3, 2021
Balance at beginning of period	\$ 8,149	\$ 7,451	\$ 5,582
Net incurred losses during the year	33,466	25,962	23,041
Net claim payments during the year	(30,676)	(25,264)	(21,172)
Balance at end of period	<u>\$ 10,939</u>	<u>\$ 8,149</u>	<u>\$ 7,451</u>

## 16. Income Taxes

The provision for income taxes generally represents income taxes paid or payable for the current year plus the change in deferred taxes during the year. The following details the provision for income taxes for fiscal years 2023, 2022 and 2021 (in thousands):

	2023	2022	2021
Current			
Federal	\$ 51,190	\$ 7,271	\$ 16,823
State	12,709	8,768	3,128
Foreign	50	—	—
	<u>63,949</u>	<u>16,039</u>	<u>19,951</u>
Deferred			
Federal	2,705	(1,257)	302
State	(732)	(535)	13
	<u>1,973</u>	<u>(1,792)</u>	<u>315</u>
	<u>\$ 65,922</u>	<u>\$ 14,247</u>	<u>\$ 20,266</u>

A reconciliation of income taxes computed by applying the expected federal statutory income tax rate of 21% for fiscal years 2023, 2022 and 2021 to income before income taxes reported in the Consolidated Statements of Comprehensive Income is as follows (in thousands):

	2023	2022	2021
Federal income tax at statutory rate	\$ 64,420	\$ 44,518	\$ 20,351
State income taxes, net of federal benefit	12,172	8,075	3,422
Stock-based compensation	(884)	(1,421)	(2,710)
Tax credits	(10,847)	(37,488)	(1,356)
Other	1,061	563	559
	<u>\$ 65,922</u>	<u>\$ 14,247</u>	<u>\$ 20,266</u>

Net deferred tax assets and liabilities were as follows (in thousands):

	April 1, 2023	April 2, 2022
Net deferred tax (liabilities) assets		
Property, plant and equipment	\$ (16,763)	\$ (7,030)
Goodwill	(16,041)	(16,675)
Warranty reserves	7,355	5,913
Lease - Operating lease liability	6,323	4,270
Lease - Right of use assets	(6,050)	(3,968)
Salaries and wages	3,675	3,924
Accrued volume rebates	2,713	2,600
Research and experimentation expenditures	2,712	—
Inventory	2,151	2,192
Stock-based compensation	2,086	2,199
Loan discount	970	1,275
Unrealized gains on marketable equity investments	(5)	(1,715)
Other	3,293	1,487
	<u>\$ (7,581)</u>	<u>\$ (5,528)</u>

The effective income tax rate for the current year was positively impacted by the recognition of tax credits and stock option exercises. Of the total tax credits, \$9.8 million related to the sale of energy efficient homes and energy start credits available under the Internal Revenue Code §45L and \$1.0 million related to the Research and Development and Work Opportunity Tax Credits. The §45L tax credit was initially established under the Federal Energy Policy Act of 2005 and was extended through December 31, 2022 by the Inflation Reduction Act of 2022. The Company determined eligibility for the program in consultation with third-party qualified experts.

We recorded an insignificant amount of unrecognized tax benefits during fiscal years 2023, 2022 and 2021, and there would be an insignificant effect on the effective tax rate if all unrecognized tax benefits were recognized. We classify interest and penalties related to unrecognized tax benefits in income tax expense. The total amount of unrecognized tax benefit related to any particular tax position is not anticipated to change significantly within the next 12 months. We believe that our income tax filing positions and deductions will be sustained on audit and we do not anticipate any adjustments that will result in a material change to our financial position.

We periodically evaluate the deferred tax assets based on the requirements established in ASC 740, which requires the recording of a valuation allowance when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The determination of the need for, or amount of, any valuation allowance involves significant management judgment and is based upon the evaluation of both positive and negative evidence, including management projections of anticipated taxable income. At April 1, 2023, we had state net operating loss carryforwards totaling \$8.4 million, which begin to expire in 2036, and an associated valuation allowance of \$0.3 million. We have evaluated our historical profits earned and forecasted taxable income and determined that, except as described above, all of the deferred tax assets would be utilized in future periods. Ultimate realization of the deferred tax assets depends on our ability to continue to earn profits, as we have historically, and to meet these forecasts in future periods.

Income tax returns are filed in the U.S. federal jurisdiction and in several state jurisdictions. In general, we are no longer subject to examination by the IRS or state and local income tax examinations by tax authorities for years before fiscal year 2019; however, we have filed refund claims for fiscal 2018 and 2019 which are currently being processed by the IRS.

## **17. Commitments and Contingencies**

*Repurchase Contingencies.* We are contingently liable under terms of repurchase agreements with financial institutions providing inventory financing to independent distributors of our products. These arrangements, which are customary in the industry, provide for the repurchase of products sold to distributors in the event of default by the distributor. The risk of loss under these agreements is spread over numerous distributors. The price we may be obligated to pay generally declines over the period of the agreement (generally 18 to 24 months, calculated from the date of sale to the distributor) and the risk of loss is further reduced by the resale value of the repurchased homes.

The maximum amount for which the Company was liable under such agreements approximated \$178 million and \$141 million at April 1, 2023 and April 2, 2022, respectively, without reduction for the resale value of the homes. During the fourth quarter of fiscal 2023, we received one repurchase demand notice and the inventory was obtained shortly after year end. As the fair value of the inventory exceeded the amount for which it was repurchased, no reserve was deemed necessary. There were no other repurchases during the year. Our reserve for repurchase commitments was \$5.2 million at April 1, 2023 and \$3.6 million at April 2, 2022.

*Construction-Period Mortgages.* We fund construction-period mortgages through periodic advances during home construction. At the time of initial funding, we commit to fully fund the loan contract in accordance with a predetermined schedule. Subsequent advances are contingent upon the performance of contractual obligations by the seller of the home and the borrower. Cumulative advances on construction-period mortgages are carried at the amount advanced less a valuation allowance, and are included in Consumer loans receivable, net. The total loan contract amount, less cumulative advances, represents an off-balance sheet contingent commitment to fund future advances.

Loan contracts with off-balance sheet commitments are summarized below (in thousands):

	April 1, 2023	April 2, 2022
Construction loan contract amount	\$ 2,214	\$ 9,330
Cumulative advances	(706)	(3,547)
	<u>\$ 1,508</u>	<u>\$ 5,783</u>

*Representations and Warranties of Mortgages Sold.* We sell loans to GSEs and whole-loan purchasers and finance certain loans with long-term credit facilities secured by the respective loans. In connection with these activities, we provide to GSEs and whole-loan purchasers and lenders representations and warranties related to the loans sold or financed. These representations and warranties generally relate to the ownership of the loan, the validity of the lien securing the loan, the loan's compliance with the criteria for inclusion in the sale transaction, including compliance with underwriting standards or loan criteria established by the buyer, and our ability to deliver documentation in compliance with applicable laws. Generally, representations and warranties may be enforced at any time over the life of the loan. Upon a breach of a representation, we may be required to repurchase the loan or to indemnify a party for incurred losses. Repurchase demands and claims for indemnification payments are reviewed on a loan-by-loan basis to validate if there has been a breach requiring repurchase. We manage the risk of repurchase through underwriting and quality assurance practices and by servicing the mortgage loans to investor standards. We maintain a reserve for these contingent repurchase and indemnification obligations. This reserve of \$0.7 million as of April 1, 2023 and \$0.9 million as of April 2, 2022, included in Accrued expenses and other current liabilities, reflects management's estimate of probable loss. We consider a variety of assumptions, including borrower performance (both actual and estimated future defaults), historical repurchase demands and loan default rates to estimate the liability for loan repurchases and indemnifications. There were no claim requests that resulted in the repurchase of a loan during the year ended April 1, 2023. In addition, we are subject to minimum net worth requirements and were in compliance for the year ended April 1, 2023.

*Interest Rate Lock Commitments.* In originating loans for sale, we issue interest rate lock commitments ("IRLCs") to prospective borrowers. These IRLCs represent an agreement to extend credit to a loan applicant, whereby the interest rate on the loan is set prior to loan closing or sale. These IRLCs bind us to fund the approved loan at the specified rate regardless of whether interest rates or market prices for similar loans have changed between the commitment date and the closing date. As such, outstanding IRLCs are subject to interest rate risk and related loan sale price risk during the period from the date of the IRLC through the earlier of the loan sale date or IRLC expiration date. The lock commitments generally range between 30 and 180 days; however, borrowers are not obligated to close the related loans. As a result, we are subject to fallout risk related to IRLCs, which is realized if approved borrowers choose not to close on the loans within the terms of the IRLCs unless the commitment is successfully paired with another loan that may mitigate losses from fallout.

As of April 1, 2023, we had outstanding IRLCs with a notional amount of \$64.9 million, which are recorded at fair value in accordance with FASB ASC 815, *Derivatives and Hedging* ("ASC 815"). ASC 815 clarifies that the expected net future cash flows related to the associated servicing of a loan should be included in the measurement of all written loan commitments that are accounted for at fair value through earnings. The estimated fair value of IRLCs is recorded in Prepaid expenses and other current assets if in a net favorable position, or Accrued expenses and other current liabilities if in a net unfavorable position, in the Consolidated Balance Sheets. The fair value of IRLCs is based on the value of the underlying loan adjusted for: (1) estimated cost to complete and originate the loan and (2) the estimated percentage of IRLCs that will result in closed loans. The initial and subsequent changes in the value of IRLCs are a component of gain (loss) on loans held for sale. During fiscal years 2023 and 2022, we recognized insignificant non-cash gains on outstanding IRLCs. During fiscal year 2021, we recognized a non-cash loss of \$0.2 million on outstanding IRLCs.

*Forward Sales Commitments.* We manage the risk profiles of a portion of the outstanding IRLCs and mortgage loans held for sale by entering into forward sales of mortgage-backed securities and whole loan sale commitments (collectively "Commitments"). As of April 1, 2023, we had \$1.6 million in outstanding Commitments. Commitments for forward sales of whole loans are typically in an amount proportionate with the amount of IRLCs expected to close in particular time frames, assuming no change in mortgage interest rates, for the respective loan products intended for whole loan sale.

The estimated fair values of Commitments are based on quoted market values and are recorded within Prepaid expenses and other current assets in the Consolidated Balance Sheets. During the years ended April 1, 2023 and April 2, 2022, we recognized non-cash losses of \$0.3 million and \$0.1 million, respectively. During the fiscal year ended April 3, 2021, we recognized a non-cash gain of \$1.4 million on Commitments.

*Legal Matters.* On September 2, 2021, the SEC filed a civil complaint in the United States District Court, District of Arizona, naming the Company along with the Company's former Chairman, President & Chief Executive Officer ("former CEO") and the Company's former Chief Financial Officer, alleging violations of the antifraud and internal accounting control provisions of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), based on trading in the shares of another company directed by the former CEO. In fiscal 2022, the Company recorded an accrual relating to this loss contingency. On September 23, 2022, the United States District Court for the District of Arizona approved the settlement of the SEC action against the Company. Without admitting or denying the findings of the consent judgment, the Company agreed to the imposition of an injunction against future violations of the antifraud and internal accounting control provisions of the Exchange Act and a monetary penalty of \$1.5 million, which did not have a material impact on the Company's financial statements. The settlement resolves all claims in such action against the Company, but we remain obligated for ongoing indemnification for a former officer of the Company.

We are party to certain other lawsuits in the ordinary course of business. Based on management's present knowledge of the facts and (in certain cases) advice of outside counsel, management does not believe that loss contingencies arising from pending matters are likely to have a material adverse effect on our consolidated financial position, liquidity or results of operations after taking into account any existing reserves, which reserves are included in Accrued expenses and other current liabilities in the Consolidated Balance Sheets. However, future events or circumstances that may currently be unknown to management will determine whether the resolution of pending or threatened litigation or claims will ultimately have a material effect on our consolidated financial position, liquidity or results of operations in any future reporting periods.

## **18. Stock-Based Compensation**

The Company maintains stock incentive plans whereby stock option grants or awards of RSUs may be made to certain officers, directors and key employees. The plans, which were approved by the Company's stockholders, permit the award of up to 1,650,000 shares of the Company's common stock, of which 271,080 shares were still available for grant as of April 1, 2023. The exercise price of stock option awards may not be below 100% of the fair market value of the Company's common stock at the date of grant. Stock options vest over a defined period as determined by the plan administrator (the Compensation Committee of the Board of Directors, which consists of independent directors), but typically is no more than five years and generally expire seven years from the date of grant. Upon option exercise, new shares of the Company's common stock are issued. Service-based RSUs vest over a defined period, typically three years. Performance-based RSUs vest based on the achievement of certain criteria, determined by the plan administrator, over the measurement period which is generally three years. When RSUs vest, unrestricted shares are issued. The stock incentive plans provide for accelerated vesting of stock option awards and RSUs when the participant is involuntarily terminated upon a change in control (as defined in the plans).

We apply the fair value recognition provisions of ASC 718, *Compensation - Stock Compensation*. Stock compensation expense was approximately \$6.3 million, \$5.1 million and \$4.4 million for fiscal years 2023, 2022 and 2021, respectively. As of April 1, 2023, total unrecognized compensation cost was approximately \$6.9 million and the related weighted-average period over which it is expected to be recognized is approximately 1.73 years.



*Stock Options.* The following table summarizes stock option activity for fiscal years 2023, 2022 and 2021:

	Number of Shares	Weighted Average Exercise Price per share	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (in thousands)
Outstanding at March 28, 2020	364,174	\$ 123.93		
Granted	39,800	177.61		
Exercised	(131,567)	90.49		
Canceled or expired	(20,658)	148.95		
Outstanding at April 3, 2021	251,749	\$ 146.86	4.04	\$ 34,266
Exercised	(53,550)	107.58		
Canceled or expired	(5,286)	164.49		
Outstanding at April 2, 2022	192,913	\$ 157.23	3.34	\$ 16,724
Exercised	(44,237)	137.28		
Canceled or expired	(5,100)	241.23		
Outstanding at April 1, 2023	143,576	\$ 160.40	2.88	\$ 22,591
Exercisable at April 3, 2021	108,588	\$ 132.48	3.22	\$ 15,549
Exercisable at April 2, 2022	126,948	\$ 149.90	2.82	\$ 11,941
Exercisable at April 1, 2023	116,434	\$ 155.38	2.70	\$ 18,887

There were no grants of stock options in fiscal years 2023 or 2022. The weighted-average estimated fair value of employee stock options granted during fiscal year 2021 was \$69.65 per share using the following weighted average assumptions:

	2021
Volatility	47.5 %
Risk-free interest rate	0.3 %
Dividend yield	— %
Expected option life in years	4.56
Estimated forfeiture rate	7.0 %

The total intrinsic value of options exercised during fiscal years 2023, 2022 and 2021 was \$5.7 million, \$7.9 million and \$16.7 million, respectively.

*Restricted Stock Awards.* A summary of RSU activity for fiscal years 2023, 2022 and 2021 is as follows:

	Number of Service-based units	Weighted Average Grant Date Fair Value per share
Outstanding at March 28, 2020	4,500	\$ 157.82
Awarded	3,550	183.83
Released	(3,465)	158.97
Outstanding at April 3, 2021	4,585	\$ 177.08
Awarded	16,902	233.60
Released	(3,335)	180.83
Forfeited	(505)	215.90
Outstanding at April 2, 2022	17,647	\$ 229.39
Awarded	18,965	227.99
Released	(6,714)	234.55
Forfeited	(1,030)	283.27
Outstanding at April 1, 2023	<u>28,868</u>	<u>\$ 225.35</u>

The total intrinsic value of RSUs released during fiscal years 2023, 2022 and 2021 was \$1.6 million, \$0.8 million and \$0.6 million, respectively.

	Number of Performance- based units	Weighted Average Grant Date Fair Value per share
Outstanding at March 28, 2020	7,305	\$ 158.93
Awarded	7,450	167.93
Forfeited	(1,816)	163.19
Outstanding at April 3, 2021	12,939	\$ 163.51
Awarded	7,920	217.39
Forfeited	(805)	192.64
Outstanding at April 2, 2022	20,054	\$ 183.62
Awarded	11,730	209.87
Additional shares granted by performance	2,489	158.36
Released	(8,822)	158.36
Outstanding at April 1, 2023	<u>25,451</u>	<u>\$ 202.00</u>
Unvested target performance-based RSUs that may vest based upon performance conditions through fiscal year 2023	6,201	
Unvested target performance-based RSUs that may vest based upon performance conditions through fiscal year 2024	7,520	
Unvested target performance-based RSUs that may vest based upon performance conditions through fiscal year 2025	11,730	

Grants of performance-based RSUs are shown in the table above at the target amount in the year of the award. Additional shares awarded based upon achievement above target specified performance criteria are shown in the table above when they vest, which is generally in the first quarter of the fiscal year following the performance year. Cancellations of target awards based upon achievement below target specified performance criteria are shown in the table above in the period they are canceled, which is generally in the first quarter of the fiscal year following the performance year. The total intrinsic value of performance based RSUs released during fiscal year 2023 was \$1.9 million and there was none in either fiscal year 2022 or fiscal year 2021.

Actual performance exceeded the target established for the three-year performance-based RSUs granted in fiscal year 2021. As a result, in the first quarter of fiscal year 2024, we expect 787 performance-based RSUs will vest and be released, in addition to the unvested target performance-based RSUs shown in the table above.

## 19. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share for fiscal years 2023, 2022 and 2021 (dollars in thousands, except per share amounts):

	Fiscal Year		
	2023	2022	2021
Net income attributable to Cavco common stockholders	\$ 240,554	\$ 197,699	\$ 76,646
Weighted average shares outstanding:			
Basic	8,844,326	9,178,593	9,189,052
Effect of dilutive securities	80,126	85,560	104,082
Diluted	8,924,452	9,264,153	9,293,134
Net income per share attributable to Cavco common stockholders			
Basic	\$ 27.20	\$ 21.54	\$ 8.34
Diluted	\$ 26.95	\$ 21.34	\$ 8.25
Anti-dilutive common stock equivalents excluded	174	405	19,440
Outstanding RSUs excluded, as underlying performance criteria has not yet been met	25,451	20,054	12,939

## 20. Fair Value Measurements

The book value and estimated fair value of our financial instruments were as follows (in thousands):

	April 1, 2023		April 2, 2022	
	Book Value	Estimated Fair Value	Book Value	Estimated Fair Value
Available-for-sale debt securities <sup>(1)</sup>	\$ 18,555	\$ 18,555	\$ 17,760	\$ 17,760
Marketable equity securities <sup>(2)</sup>	9,989	9,989	16,780	16,780
Non-marketable equity investments <sup>(3)</sup>	5,073	5,073	20,479	20,479
Consumer loans receivable <sup>(4)(5)</sup>	44,148	50,686	49,884	53,354
Commercial loans receivable <sup>(5)</sup>	101,977	97,106	68,566	65,942
Other secured financing <sup>(6)</sup>	(2,379)	(2,332)	(2,933)	(3,119)

- (1) Level 2: The fair value is based on observable market prices for identical securities. When observable market prices for identical securities are not available, we price our marketable debt instruments using non-binding market consensus prices that are corroborated with observable market data; quoted market prices for similar instruments; or pricing models, such as a discounted cash flow model, with all significant inputs derived from or corroborated with observable market data.
- (2) Level 1: The fair value is based on quoted market prices.
- (3) Level 3: The fair value approximates book value based on the non-marketable nature of the investments.
- (4) Level 3: Includes consumer loans receivable held for investment, held for sale and construction advances.
- (5) Level 3: The fair value is estimated using market interest rates of comparable loans.
- (6) Level 2: The fair value is based on the discounted value of the expected remaining principal and interest cash flows.

Consumer loans held for investment are measured using Level 3 inputs that are calculated using estimated discounted future cash flows from the evaluation of loan credit quality and performance history to determine expected prepayments and defaults on the portfolio, discounted with rates considered to reflect current market conditions. Loans held for sale are measured at the lower of cost or fair value, less costs to sell, using inputs that consist of quoted market prices for mortgage-backed securities or investor purchase commitments for similar types of loan commitments on hand from investors. The cost of loans held for sale was lower than the fair value as of April 1, 2023.

*Mortgage Servicing.* Mortgage Servicing Rights ("MSRs") are the rights to receive a portion of the interest coupon and fees collected from the mortgagors for performing specified mortgage servicing activities, which consist of collecting loan payments, remitting principal and interest payments to investors, managing escrow accounts, performing loss mitigation activities on behalf of investors and otherwise administering the loan servicing portfolio. MSRs are recorded at fair value in Prepaid expenses and other current assets in the Consolidated Balance Sheets based on the present value of the expected future cash flows related to servicing these loans.

	April 1, 2023	April 2, 2022
Number of loans serviced with MSRs	4,070	4,346
Weighted average servicing fee (basis points)	34.71	34.76
Capitalized servicing multiple	98.99 %	85.07 %
Capitalized servicing rate (basis points)	34.36	29.57
Serviced portfolio with MSRs (in thousands)	\$ 520,458	\$ 560,178
MSRs (in thousands)	\$ 1,788	\$ 1,656

## 21. Employee Benefit Plans

We have self-funded group medical plans which are administered by third-party administrators. The medical plans have reinsurance coverage limiting liability for general individual employee loss to a maximum of \$0.4 million. Incurred claims identified under the third-party administrator's incident reporting system and IBNR claims are accrued based on estimates that incorporate claim experience, as well as other considerations such as the nature of each claim or incident, relevant trend factors and advice from consulting actuaries when necessary. Medical claims expense was \$30.6 million, \$22.8 million and \$15.8 million for fiscal years 2023, 2022 and 2021, respectively.

We sponsor an employee savings plan (the "401k Plan") that is intended to provide participating employees with additional income upon retirement. Employees may contribute their eligible compensation up to federal limits to the 401k Plan. The Company match is discretionary and may be up to 50% of the first 5% of eligible compensation contributed by employees. For calendar year 2022, the Company match was 30% of the first 5% of eligible compensation contributed by employees. Employees are eligible to participate on the first of the month following 90 days of service and employer matching contributions are vested progressively over 4 years. Employer matching contribution expense was \$4.0 million in fiscal year 2023, \$1.3 million in fiscal year 2022 and \$1.1 million in fiscal year 2021.

Certain Commodore manufacturing facilities participate in the IAM National Pension Fund, a multiemployer defined benefit plan. Participation in this plan is available to all hourly employees who are members of the participating collective bargaining unit. Beginning January 1, 2022, we contribute to the plan a specified amount per hour worked for each eligible employee. Benefits under this plan are based on a fixed monthly benefit rate per year of credited service. The risks of participating in this multiemployer plan differ from single-employer plans. The potential risks include, but are not limited to, the use of the Company's contributions to provide benefits to employees of other participating employers, the Company becoming obligated for other participating employers' unfunded obligations and, upon the Company's withdrawal from the plan, the Company being required to pay the plan an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

The Company's participation in multiemployer plans for the fiscal year ended April 1, 2023 is outlined in the table below, with the following information:

- The Employer Identification Number is 51-6031295 and the three-digit plan number assigned to a plan by the Internal Revenue Service is 002.
- The most recent Pension Protection Act Zone Status available is for plan years that ended in calendar years 2022 and 2021, based on information provided to the Company by the plan. A plan in the "red" zone has been determined to be in "critical status," based on criteria established under the Internal Revenue Code ("Code"), and is generally less than 65% funded.
- The "RP Status Pending/Implemented" column indicates whether a Rehabilitation Plan ("RP") for plans in the "red" zone, as required by the Code, is pending or has been implemented by the plan as of the end of the plan year that ended in calendar year 2022.
- The "Surcharge Imposed" column indicates whether the Company contribution rate for its fiscal year that ended on April 1, 2023 included an amount in addition to the contribution rate specified in the applicable collective bargaining agreement ("CBA"), as imposed by a plan in "critical status," in accordance with the requirements of the Code.

Pension Fund	Pension Protection Act Zone Status		RP Status Pending / Implemented	Contributions by the Company by fiscal year (in thousands)			Surcharge Imposed	Expiration Date of CBAs
	2023	2022		2023	2022	2021		
IAM National Pension Fund	Red	Red	Implemented	\$1,507	\$ 312	\$ —	Yes	(1)

- (1) The expiration date of the CBA for the Pennwest manufacturing facility is February 2024. The CBA for the Clarion and Colony manufacturing facilities was unanimously ratified in April 2023, which extended the expiration date to May 30, 2026.

## 22. Related Party Transactions

We have non-marketable equity investments in other distribution operations outside of Company-owned retail stores. In the ordinary course of business, we sell homes and lend to certain of these operations through our commercial lending programs. For the years ended April 1, 2023, April 2, 2022 and April 3, 2021, the total amount of sales to related parties was \$65.6 million, \$58.1 million and \$46.7 million, respectively. As of April 1, 2023, receivables from related parties included \$5.7 million of accounts receivable and \$4.7 million of commercial loans outstanding. As of April 2, 2022, receivables from related parties included \$3.3 million of accounts receivable and \$2.6 million of commercial loans outstanding.

## 23. Acquisitions

### *FY22 Craftsman Acquisition*

On July 4, 2021, we obtained an additional 20% ownership interest in Craftsman Homes, LLC and Craftsman Homes Development, LLC (collectively known as "Craftsman" or the "Entities"), which gave us a 70% controlling ownership interest and resulted in consolidation of the Entities. See Redeemable Noncontrolling Interest policy in Note 1. The purchase price on July 4, 2021 for 20% ownership was \$2.5 million, valuing the Entities at \$12.4 million. The remeasurement of the Entities assets and liabilities to fair value resulted in a non-cash gain of \$3.3 million, recorded in Other income, net in the Consolidated Statements of Comprehensive Income.

### *FY22 Commodore Acquisition*

On September 24, 2021, we purchased certain manufactured housing assets and assumed certain liabilities of The Commodore Corporation ("Commodore"). The acquisition-date fair value of the total consideration was \$146.0 million. During the second fiscal quarter of 2023, we finalized the purchase price allocation related to the Commodore acquisition, which did not have a material effect on the Consolidated Financial Statements.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date (in thousands).

	September 24, 2021 (as finalized)
Cash	\$ 619
Accounts receivable	20,930
Commercial loans	30,922
Inventories	31,787
Property, plant and equipment <sup>(1)</sup>	59,339
Other current assets	534
Intangible assets <sup>(2)</sup>	12,500
<b>Total identifiable assets acquired</b>	<b>156,631</b>
Accounts payable and accrued liabilities	31,536
<b>Net identifiable assets acquired</b>	<b>125,095</b>
Goodwill <sup>(3)</sup>	20,892
<b>Net assets acquired</b>	<b>\$ 145,987</b>

(1) Includes assets acquired under finance leases.

(2) Includes \$7.2 million assigned to customer-related intangibles, subject to a useful life of 11 years amortized on a straight-line basis; \$3.8 million assigned to trademarks and trade names, which are considered indefinite lived intangible assets and are not subject to amortization; \$1.0 million for acquired sales order backlogs that will be amortized over the period to produce the associated backlog; and \$0.5 million for a covenant not to compete from the sellers, amortized on a straight-line basis over the term of 5 years.

(3) Attributable to the Factory-built housing segment, all of which will be deductible for income tax purposes.

*FY23 Solitaire Acquisition*

On January 3, 2023, we completed the acquisition of Solitaire Inc. and other related entities (collectively "Solitaire Homes"), including their four manufacturing facilities and twenty-two retail locations by acquiring 100% of the outstanding stock of Solitaire Homes. The addition of Solitaire Homes to our existing manufacturing and retail system strengthens our retail position in the Southwest and expands our manufacturing capabilities into Mexico.

The acquisition-date fair value of the total consideration was \$110.8 million, which is subject to customary adjustments. We have expensed \$2.4 million in acquisition related transaction costs in Selling, general and administrative expenses in the Consolidated Statements of Comprehensive Income and have not incurred debt in connection with the purchase or subsequent operations.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date (in thousands). Certain estimated fair values for Inventories, Property, plant and equipment and Other current assets are not yet finalized and are subject to change, which could be significant. We will finalize the amounts recognized as we obtain the information necessary to complete the analysis. We expect to finalize these amounts as soon as possible but no later than one year from the acquisition date.

	January 3, 2023
Cash	\$ 5,119
Investments	334
Accounts receivable	3,536
Inventories	58,045
Property, plant and equipment	36,109
Other current assets	1,519
Intangible assets <sup>(1)</sup>	3,400
Total identifiable assets acquired	108,062
Accounts payable and accrued liabilities	11,251
Net identifiable assets acquired	96,811
Goodwill <sup>(2)</sup>	13,970
Net assets acquired	<u>\$ 110,781</u>

(1) Includes \$1.3 million assigned to trade names, which are considered indefinite lived intangible assets and are not subject to amortization, \$1.9 million assigned to customer-related intangibles, subject to a useful life of 10 years amortized on a straight-line basis, and \$0.2 million for covenants not to compete from the sellers, amortized on a straight-line basis over the term of 5 years.

(2) Attributable to the Factory-built housing segment, all of which will be deductible for income tax purposes.

Since the acquisition date, Solitaire Homes contributed Net revenue of \$28.3 million and a Net loss of \$0.9 million for the fiscal year ended April 1, 2023.

*Pro Forma Impact of Acquisitions (Unaudited).* The following table presents supplemental pro forma information as if the above acquisitions had occurred on April 4, 2021 (in thousands, except per share data):

	Year Ended	
	April 1, 2023	April 2, 2022
Net revenue	\$ 2,251,233	\$ 1,914,866
Net income attributable to Cavco common stockholders	251,903	208,149
Diluted net income per share	28.23	22.47



## 24. Business Segment Information

We operate principally in two segments: (1) factory-built housing, which includes wholesale and retail factory-built housing operations and (2) financial services, which includes manufactured housing consumer finance and insurance. The following tables provide selected financial data by segment (dollars in thousands):

	Fiscal Year Ended		
	April 1, 2023	April 2, 2022	April 3, 2021
<b>Net revenue:</b>			
Factory-built housing	\$ 2,069,450	\$ 1,556,283	\$ 1,037,889
Financial services	73,263	70,875	70,162
	<u>\$ 2,142,713</u>	<u>\$ 1,627,158</u>	<u>\$ 1,108,051</u>
<b>Net revenue for financial services consists of:</b>			
Finance	\$ 21,952	\$ 23,004	\$ 24,195
Insurance	51,311	47,871	45,967
	<u>\$ 73,263</u>	<u>\$ 70,875</u>	<u>\$ 70,162</u>
<b>Income before income taxes:</b>			
Factory-built housing	\$ 296,415	\$ 197,282	\$ 78,937
Financial services	10,348	14,707	17,975
	<u>\$ 306,763</u>	<u>\$ 211,989</u>	<u>\$ 96,912</u>
<b>Depreciation:</b>			
Factory-built housing	\$ 14,651	\$ 9,451	\$ 5,450
Financial services	182	182	127
	<u>\$ 14,833</u>	<u>\$ 9,633</u>	<u>\$ 5,577</u>
<b>Amortization:</b>			
Factory-built housing	\$ 2,038	\$ 1,270	\$ 560
Financial services	32	114	187
	<u>\$ 2,070</u>	<u>\$ 1,384</u>	<u>\$ 747</u>
<b>Income tax expense:</b>			
Factory-built housing	\$ 63,433	\$ 10,853	\$ 16,204
Financial services	2,489	3,394	4,062
	<u>\$ 65,922</u>	<u>\$ 14,247</u>	<u>\$ 20,266</u>
<b>Capital expenditures:</b>			
Factory-built housing	\$ 44,085	\$ 18,574	\$ 25,465
Financial services	21	79	72
	<u>\$ 44,106</u>	<u>\$ 18,653</u>	<u>\$ 25,537</u>
<b>Total assets:</b>			
Factory-built housing		\$ 1,107,555	\$ 929,535
Financial services		200,420	225,437
		<u>\$ 1,307,975</u>	<u>\$ 1,154,972</u>

	April 1, 2023	April 2, 2022	April 3, 2021
<b>Gross margin %:</b>			
Consolidated	25.9 %	25.1 %	21.6 %
Factory-built housing	25.3 %	23.9 %	19.2 %
Financial services	42.9 %	51.5 %	56.1 %

**CAVCO INDUSTRIES, INC. 2005 STOCK INCENTIVE PLAN  
RESTRICTED STOCK UNIT AGREEMENT  
(for Employees)**

This Restricted Stock Unit Agreement (the "Restricted Stock Unit Agreement", "RSU Agreement" or "Agreement") is made and entered into as of \_\_\_\_\_ (the "Grant Date") by and between Cavco Industries, Inc., a Delaware corporation ("Cavco" or the "Company"), and \_\_\_\_\_ (the "Grantee"), an employee of the Company, pursuant to the Cavco Industries, Inc. 2005 Stock Incentive Plan, as amended (the "Plan"). Except as defined herein (or as provided in Exhibit "A" attached hereto), capitalized terms used but not defined in this Agreement shall have the same meanings ascribed to them in the Plan.

**1. Grant of Restricted Stock Units.**

On the Grant Date and subject to the terms of this Agreement and the Plan, including Section 11 of the Plan, the Company grants to the Grantee an Award of \_\_\_\_\_ Restricted Stock Units ("Restricted Stock Units" or "RSUs"). Each Restricted Stock Unit represents the right to receive one share of the Company's common stock, par value \$.01 per share ("Common Stock"), subject to the terms and conditions set forth in this Agreement and the Plan. Notwithstanding the foregoing or any other provision set forth herein, this Agreement will automatically terminate and be void and this grant of Restricted Stock Units shall automatically be rescinded and withdrawn and be of no force or effect if the Grantee fails to sign this Agreement and return it to the Company on or before the 30<sup>th</sup> day after the Grant Date.

**2. Relationship to Plan; Administration; Compliance with Law.**

This Award is subject to all of the terms, conditions and provisions of the Plan and administrative interpretations thereunder, if any, which have been adopted by the Administrator from time to time. The Plan and this Award shall in all respects be administered by the Administrator (or its designee) in accordance with the terms of and as provided in the Plan. The Administrator (or its designee) shall have the sole and complete discretion with respect to all matters reserved to it by the Plan and decisions of the Administrator (or its designee) with respect thereto and to this Agreement shall be final and binding upon the Grantee and the Company. In the event of any conflict between the terms and conditions of this Agreement and the Plan, the provisions of the Plan shall control.

Consistent with the Plan, the issuance and transfer of Common Stock in connection with the Restricted Stock Units shall be subject to compliance by the Company and the Grantee with all applicable requirements of federal and state securities laws and with all applicable requirements of any stock exchange on which the Company's shares of Common Stock may be listed. No shares of Common Stock shall be issued or transferred unless and until any then applicable requirements of state and federal laws and regulatory agencies have been fully complied with to the satisfaction of the Company and its counsel.

**3. Vesting; Forfeiture.**

Subject to the other conditions in this Agreement and the Plan and the Grantee's continued service, the Restricted Stock Units shall fully vest and the restrictions on the Restricted Stock Units will lapse as follows (with each such date on which Restricted Stock Units vest deemed a "Vesting Date"): (a) 33% on the 12 month anniversary of the Grant Date; (b) 33% on the 24 month anniversary of the Grant Date; and (c) 34% on the 36 month anniversary of the Grant Date, provided, that, if the Grantee terminates employment and is deemed a "Good Leaver" at the time of his or her termination then any unvested Restricted Stock Units scheduled to vest on the next anniversary of the Grant Date shall vest on the date of the Grantee's termination of employment on a pro-rated basis based on the number of full months the Grantee was employed during the period between the most recent Vesting Date and the date of such termination of employment.

For purposes of this Agreement, Grantee will be deemed a “Good Leaver” if he or she: (a) terminates employment due to death or Disability; (b) incurs a termination of employment by the Company without Cause; or (c) terminates employment on account of “Retirement.” For purposes of this Agreement, “Retirement” means a Grantee’s voluntary termination of employment after the sum of the Grantee’s age and length of continuous service with the Company is equal to or greater than 65 provided that: (i) the Grantee has at least five (5) years of continuous service with the Company and/or one or more of its Subsidiaries or Affiliates; (ii) the Grantee is at least 55 years old; (iii) unless otherwise agreed to in writing by the Company, the Grantee has provided at least 90 days advance written notice to the Company prior to the Grantee’s voluntary termination of employment and satisfactorily completed any and all transition duties assigned to Grantee during such notice period; and (iii) the Grantee has signed (and not revoked) a standard release of claims in favor of the Company and any other documentation (including, without limitation, non-competition covenants and/or non-solicitation covenants) requested by the Company at the time of the Grantee’s voluntary termination of employment.

If the Grantee’s service terminates for any reason other than the “Good Leaver” reasons identified above before all of his or her Restricted Stock Units have vested, the Grantee’s unvested Restricted Stock Units shall be automatically forfeited upon such termination of service and the Company shall not have any further obligations to the Grantee under this Agreement.

To the extent necessary to comply with Section 409A of the Code, the term “termination of employment,” “terminates employment” and/or any similar term means Separation from Service.

#### 4. **Payment.**

Within 10 days of the applicable Vesting Date, the Company shall deliver or cause to be delivered to the Grantee shares of Common Stock (including, without limitation, through a book entry credit or electronic delivery of certificates) in respect of the Restricted Stock Units that have vested.

#### 5. **Delivery of Shares.**

The Company shall not be obligated to deliver any shares of Common Stock if counsel to the Company determines that such sale or delivery would violate any applicable law or any rule or regulations of any governmental authority or any rule or regulation of, or agreement of the Company with, any securities exchange or association upon which the Common Stock is listed or quoted. The Company shall in no event be obligated to take any affirmative action in order to cause the delivery of shares of Common Stock to comply with any such law, rule, regulations or agreement.

#### 6. **Notices.**

Notice or other communication to the Company with respect to this Award must be made in the following manner, using such forms as the Company may from time to time provide: (a) by electronic means as designated by the Administrator; (b) by registered or certified United States mail, postage prepaid, to Cavco Industries, Inc., Attention: Secretary, 3636 N. Central Ave., Suite 1200, Phoenix, Arizona 85012; or (c) by hand delivery or otherwise to Cavco Industries, Inc., Attention: Secretary, 3636 N. Central Ave., Suite 1200, Phoenix, Arizona 85012. Notwithstanding the foregoing, in the event that the address of the Company is changed, any such notice shall instead be made pursuant to the foregoing provisions at the Company’s current address.

Any notices provided for in this Restricted Stock Unit Agreement or in the Plan shall be given in writing or by such electronic means, as permitted by the Administrator, and shall be deemed effectively delivered or given upon receipt or, in the case of notices delivered by the Company to the Grantee, five days after deposit in the United States mail, postage prepaid, addressed to the Grantee at the address specified at the end of this Agreement or at such other address as the Grantee hereafter designates by written notice to the Company.

#### **7. Assignment of Award.**

Except as otherwise permitted by the Administrator, the Grantee's rights under the Plan and this Restricted Stock Unit Agreement are personal; no assignment or transfer of the Grantee's rights under and interest in this Award may be made by the Grantee other than by will, by beneficiary designation, by the laws of descent and distribution or by a qualified domestic relations order; and this Award is payable only to the Grantee during his lifetime, except as otherwise provided in this Agreement. After the death of the Grantee, payment of the Award shall be permitted only to the Grantee's designated beneficiary or, in the absence of a designated beneficiary and as required by applicable law, the Grantee's spouse or executor or the personal representative of the Grantee's estate (or by his assignee, in the event of a permitted assignment) and only to the extent that the Award was payable on the date of the Grantee's death.

#### **8. Stock Certificates.**

Certificates, if any, representing the shares of Common Stock issued pursuant to the Award will bear all legends required by law and necessary or advisable to effectuate the provisions of the Plan and this Award. The Company may place a "stop transfer" order against shares of the Common Stock issued pursuant to this Award until all restrictions and conditions set forth in the Plan or this Agreement and in the legends referred to in this Section 8 have been complied with.

#### **9. Stockholder Rights.**

The Grantee shall have no rights of a stockholder with respect to shares of Common Stock subject to the Award unless and until (i) such time as the Award has been paid pursuant to Section 4 above, and (ii) shares of Common Stock have been transferred to the Grantee (including, without limitation, through a book entry credit or electronic delivery of certificates).

#### **10. Successors and Assigns.**

This Agreement shall bind and inure to the benefit of and be enforceable by the Grantee, the Company and their respective permitted successors and assigns (including personal representatives, heirs and legatees), except that the Grantee may not assign any rights or obligations under this Agreement except to the extent and in the manner expressly permitted herein.

#### **11. Tax Advice; Withholding.**

The Grantee acknowledges that neither the Company nor any of its representatives has provided to the Grantee any tax-related advice with respect to the matters covered by this Agreement. Pursuant to the Plan, the Company shall have the right to deduct or withhold from any payments or issuance of Common Stock made by Company to the Grantee, or to require that Grantee remit to Company, an amount sufficient to satisfy any federal, state or local taxes of any kind as are required by law to be withheld with respect to this Agreement and the settlement or vesting of the Restricted Stock Units.

#### **12. No Service Guaranteed.**

This Agreement shall not be construed to confer upon the Grantee any right to continue service with the Company and shall not limit the right of the Company, in its sole and absolute discretion, to terminate the Grantee's service at any time for any reason.

#### **13. Governing Law.**

The Plan and this Agreement and all determinations made and actions taken pursuant hereto, to the extent not otherwise governed by mandatory provisions of the Act or other securities laws of the United States, shall be governed by and construed in accordance with the laws of the State of Delaware, without reference to any conflicts of law principles thereof that would require the application of the laws of another jurisdiction. The Company and the Grantee hereby submit to the jurisdiction of the state and federal courts of Arizona with respect to matters relating to the Plan and this Agreement and agree not to raise or assert the defense that such forum is not convenient for such party.

#### **14. Entire Agreement; Amendment; Severability.**

This Agreement (including all exhibits attached hereto, which are incorporated herein and made a part hereof for all purposes), together with the Plan and all administrative interpretations thereunder (as described in Section 1 above) shall constitute the entire agreement between the parties hereto relating to the subject matter hereof. This Agreement cannot be modified, altered, or amended except by an agreement, in writing, signed by both the Company and the Grantee. If any provision of this Agreement, or the application of any such provision to any person or circumstance, is held to be unenforceable or invalid by any court of competent jurisdiction or under any applicable law, the parties hereto shall negotiate an equitable adjustment to the provisions of this Agreement with the view to effecting, to the greatest extent possible, the original purpose and intent of this Agreement, and in any event, the validity and enforceability of the remaining provisions of this Agreement shall not be affected thereby.

#### **15. Transfer of Personal Data.**

The Grantee authorizes, agrees and unambiguously consents to the transmission by the Company of any personal data information related to this Award for legitimate business purposes (including, without limitation, the administration of this Award and the Plan). This authorization and consent is voluntarily and freely given by the Grantee.

#### **16. Clawback.**

Pursuant to Section 21 of the Plan, Awards issued under the Plan are subject to potential forfeiture or recovery to the fullest extent called for by law, any applicable listing standard, or any current or future clawback policy that may be adopted by the Company from time to time, including, without limitation, any clawback policy adopted to comply with the final rules issued by the Securities and Exchange Commission and the final listing standards to be adopted by the NASDAQ pursuant to Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. By accepting this Award, the Grantee consents to the potential forfeiture or recovery of this Award pursuant to applicable law, listing standard, and/or Company clawback policy, and agrees to be bound by and comply with the clawback policy and to return to the Company the full amount required by the clawback policy.

#### **17. Section 409A.**

This Agreement is intended to comply with Section 409A of the Code or an exemption thereunder and shall be construed and interpreted in a manner that is consistent with the requirements for avoiding additional taxes or penalties under Section 409A of the Code. Notwithstanding the foregoing, the Company makes no representations that the payments and benefits provided under this Agreement comply with Section 409A of the Code and in no event shall the Company be liable for all or any portion of any taxes, penalties, interest or other expenses that may be incurred by the Grantee on account of non-compliance with Section 409A of the Code. If the Company concludes that this Agreement is subject to the requirements of Section 409A, neither the time nor the schedule of the payment of the Restricted Stock Units may be accelerated or subject to a further deferral except as permitted pursuant to Section 409A of the Code and the applicable regulations. In addition, if the Company concludes that this Agreement is subject to Section 409A, payment of the Restricted Stock Units may be delayed only in accordance with Section 409A of the Code and the applicable regulations.

**THE COMPANY:  
CAVCO INDUSTRIES, INC.**

**Date:** \_\_\_\_\_

**By:** \_\_\_\_\_

**Name:** William C. Boor

**Title:** President and CEO

The Grantee hereby accepts the foregoing Restricted Stock Unit Agreement, subject to the terms and provisions of the Plan and administrative interpretations thereof referred to above.

**Date:** \_\_\_\_\_

**GRANTEE:**

\_\_\_\_\_  
[Employee Name]

Grantee's Address:

\_\_\_\_\_  
\_\_\_\_\_

## **EXHIBIT "A"**

### **DEFINITIONS**

#### **Change in Control:**

For the purpose of this Agreement, a "Change in Control" shall mean the occurrence of any of the following events:

- (a) The acquisition by any Person of beneficial ownership of securities of the Company (including any such acquisition of beneficial ownership deemed to have occurred pursuant to Rule 13d-5 under the Exchange Act) if, immediately thereafter, such Person is the beneficial owner of (i) 50% or more of the total number of outstanding shares of any single class of Company Common Stock or (ii) 40% or more of the total number of outstanding shares of all classes of Company Common Stock, unless such acquisition is made (a) directly from the Company in a transaction approved by a majority of the members of the Incumbent Board or (b) by any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company;
- (b) Individuals who, as of the date hereof, constitute the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the date hereof whose election, or nomination for election by the Company's stockholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board (or who is otherwise designated as a member of the Incumbent Board by such a vote) shall be considered as though such individual were a member of the Incumbent Board, except that any such individual shall not be considered a member of the Incumbent Board if his or her initial assumption of office occurs as a result of either an actual or threatened election contest (as such term is used in Rule 14a-11 of Regulation 14A promulgated under the Exchange Act) or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board;
- (c) The consummation of a Business Combination, unless, immediately following such Business Combination, (i) more than 50% of both the total number of then outstanding shares of common stock of the parent corporation resulting from such Business Combination and the combined voting power of the then outstanding voting securities of such parent corporation entitled to vote generally in the election of directors will be (or is) then beneficially owned, directly or indirectly, by all or substantially all of the Persons who were the beneficial owners, respectively, of the outstanding shares of Company Common Stock immediately prior to such Business Combination in substantially the same proportions as their ownership immediately prior to such Business Combination of the outstanding shares of Company Common Stock, (ii) no Person (other than any employee benefit plan (or related trust) of the Company or any corporation resulting from such Business Combination) beneficially owns, directly or indirectly, 40% or more of the total number of then outstanding shares of common stock of the corporation resulting from such Business Combination or the combined voting power of the then outstanding voting securities of such corporation entitled to vote generally in the election of directors and (iii) at least a majority of the members of the board of directors of the parent corporation resulting from such Business Combination were members of the Incumbent Board immediately prior to the consummation of such Business Combination; or



- (d) Approval by the Board and the stockholders of the Company of (i) a complete liquidation or dissolution of the Company or (ii) a Major Asset Disposition (or, if there is no such approval by stockholders, consummation of such Major Asset Disposition) unless, immediately following such Major Asset Disposition, (A) Persons that were beneficial owners of the outstanding shares of Company Common Stock immediately prior to such Major Asset Disposition beneficially own, directly or indirectly, more than 50% of the total number of then outstanding shares of common stock and the combined voting power of the then outstanding shares of voting stock of the Company (if it continues to exist) and of the Acquiring Entity in substantially the same proportions as their ownership immediately prior to such Major Asset Disposition of the outstanding shares of Company Common Stock; (B) no Person (other than any employee benefit plan (or related trust) of the Company or such entity) beneficially owns, directly or indirectly, 40% or more of the then outstanding shares of common stock or the combined voting power of the then outstanding voting securities of the Company (if it continues to exist) and of the Acquiring Entity entitled to vote generally in the election of directors and (C) at least a majority of the members of the Board of the Company (if it continues to exist) and of the Acquiring Entity were members of the Incumbent Board at the time of the execution of the initial agreement or action of the Board providing for such Major Asset Disposition.

For purposes of the foregoing:

- (i) the term “Person” means an individual, entity or group;
- (ii) the term “group” is used as it is defined for purposes of Section 13(d)(3) of the Exchange Act;
- (iii) the terms “beneficial owner”, “beneficially ownership” and “beneficially own” are used as defined for purposes of Rule 13d-3 under the Exchange Act;
- (iv) the term “Business Combination” means (x) a merger, consolidation or share exchange involving the Company or its stock or (y) an acquisition by the Company, directly or through one or more subsidiaries, of another entity or its stock or assets;
- (v) the term “Company Common Stock” shall mean the Common Stock, par value \$.01 per share, of the Company;
- (vi) the term “Exchange Act” means the Securities Exchange Act of 1934, as amended.
- (vii) the phrase “parent corporation resulting from a Business Combination” means the Company if its stock is not acquired or converted in the Business Combination and otherwise means the entity which as a result of such Business Combination owns the Company or all or substantially all of the Company’s assets either directly or through one or more subsidiaries;
- (viii) the term “Major Asset Disposition” means the sale or other disposition in one transaction or a series of related transactions of 50% or more of the assets of the Company and its subsidiaries on a consolidated basis; and any specified percentage or portion of the assets of the Company shall be based on fair market value, as determined by a majority of the members of the Incumbent Board;
- (ix) the term “Acquiring Entity” means the entity that acquires the largest portion of the assets sold or otherwise disposed of in a Major Asset Disposition (or the entity, if any, that owns a majority of the outstanding voting stock of such acquiring entity entitled to vote generally in the election of directors or members of a comparable governing body); and
- (x) the phrase “substantially the same proportions,” when used with reference to ownership interests in the parent corporation resulting from a Business Combination or in an Acquiring Entity, means substantially in proportion to the number of shares of Company Common Stock beneficially owned by the applicable Persons immediately prior to the Business Combination or Major Asset Disposition, but is not to be construed in such a manner as to require that the same ratio or number of shares of such parent corporation or Acquiring Entity be issued, paid or delivered in exchange for or in respect of the shares of each class of Company Common Stock.

The transfer of equity interests or assets of the Company in connection with a bankruptcy filing by or against the Company under Title 11 of the United States Code will **not** be considered to be a “Change in Control” for purposes of this Agreement. Notwithstanding the foregoing a Change in Control shall not occur in the case of Awards that are subject to the requirements of Section 409A of the Code unless such Change in Control constitutes a “change in control event” as defined in Section 409A of the Code and the regulations thereunder.

**CAVCO INDUSTRIES, INC. 2005 STOCK INCENTIVE PLAN  
PERFORMANCE-BASED RESTRICTED STOCK UNIT AWARD AGREEMENT  
(FOR EMPLOYEES)**

This Performance-Based Restricted Stock Unit Award Agreement (the “Agreement”) is made and entered into as of \_\_\_\_\_, 20\_\_ (the “Grant Date”) by and between Cavco Industries, Inc., a Delaware corporation (the “Company”) and \_\_\_\_\_ (the “Grantee”), an employee of the Company, pursuant to the Cavco Industries, Inc. 2005 Stock Incentive Plan, as amended (the “Plan”). This Award is not intended to qualify as performance-based compensation for purposes of IRS 162(m), as a result, it is not subject to the restrictions set forth in the Plan that are applicable to Awards designed to comply with IRS 162(m). Except as defined herein (or as provided in Exhibit “A” attached hereto), capitalized terms used but not defined in this Agreement shall have the same meanings ascribed to them in the Plan.

**1. Grant of Performance-Based Restricted Stock Units.**

Effective as of the Grant Date the Company grants to the Grantee the performance-based Restricted Stock Units (“pRSUs”) described herein (the “Award”). Each pRSU represents the right to receive one share of the Company’s common stock, par value \$0.01 per share (“Common Stock”), subject to the terms and conditions of this Agreement and the Plan, including Section 11 of the Plan. The target number of shares of Common Stock subject to this Award shall be \_\_\_\_\_ (the “Target Award”) and the maximum number of shares of Common Stock subject to this Award shall be 200% of the Target Award.

**2. Relationship to Plan; Administration; Compliance with Law.**

This Award is subject to all of the terms, conditions, and provisions of the Plan and the administrative interpretations thereunder, if any, which have been adopted by the Administrator from time to time. The Plan and this Award shall in all respects be administered by the Administrator (or its designee) in accordance with the terms of and as provided in the Plan. The Administrator (or its designee) shall have the sole and complete discretion with respect to all matters reserved to it by the Plan and decisions of the Administrator (or its designee) with respect thereto and to this Agreement shall be final and binding upon the Grantee and the Company. In the event of any conflict between the terms and conditions of this Agreement and the Plan, the provisions of the Plan shall control.

Consistent with the Plan, the issuance and transfer of Common Stock in connection with the pRSUs shall be subject to compliance by the Company and the Grantee with all applicable requirements of federal and state securities laws and with all applicable requirements of any stock exchange on which the Company’s shares of Common Stock may be listed. No shares of Common Stock shall be issued or transferred unless and until any then applicable requirements of state and federal laws and regulatory agencies have been fully complied with to the satisfaction of the Company and its counsel.

**3. Performance Goals; Vesting; Forfeiture; Performance Period.**

The pRSUs have been credited to a bookkeeping account on the Grantee’s behalf. The Grantee may earn between 0% and 200% of the Target Award in accordance with the matrix attached hereto as Exhibit “B.” The number of earned pRSUs will depend on the Company’s level of attainment of the performance metrics (“Performance Goals”) set forth at Exhibit B. Each Performance Goal shall be weighted equally. Additional details about each Performance Goal are set out in Exhibit B. The Performance Goals will be measured over the period beginning \_\_\_\_\_, 20\_\_ and ending \_\_\_\_\_, 20\_\_ (the “Performance Period”).

Subject to the Grantee's continuous employment, the pRSUs will be eligible to be earned and shall vest in whole, in part, or not at all, as of the date on which the Administrator certifies the level of attainment of one or more Performance Goals, provided, that, if the Grantee terminates employment prior to the end of the Performance Period and is deemed a "Good Leaver" at the time of his or her termination then the Award will continue to vest on a pro-rated basis based on the number of days Grantee was employed during the Performance Period, subject to the actual attainment of the applicable Performance Goals at the end of the Performance Period, and, provided, further, that any pRSUs that are unvested at the time of the closing of a transaction that results in a Change in Control as defined in Exhibit B will immediately vest in full at the target level of attainment upon the closing of such transaction (any date on which pRSUs vest pursuant to this Section 3 shall be referred to herein as the "Vesting Date"). If the Grantee's service terminates for any reason other than the "Good Leaver" reasons identified above before the Vesting Date, or if the Grantee's employment is terminated for Cause before payment is made pursuant to Section 4, below, all pRSUs subject to this Agreement shall be automatically forfeited and the Company shall not have any further obligations to the Grantee under this Agreement.

For purposes of this Agreement, Grantee will be deemed a "Good Leaver" if he or she: (a) terminates employment due to death or Disability; (b) incurs a termination of employment by the Company without Cause; or (c) terminates employment on account of "Retirement." For purposes of this Agreement, "Retirement" means a Grantee's voluntary termination of employment after the sum of the Grantee's age and length of continuous service with the Company is equal to or greater than 65 provided that: (i) the Grantee has at least five (5) years of continuous service with the Company and/or one or more of its Subsidiaries or Affiliates; (ii) the Grantee is at least 55 years old; (iii) unless otherwise agreed to in writing by the Company, the Grantee has provided at least 90 days advance written notice to the Company prior to the Grantee's voluntary termination of employment and satisfactorily completed any and all transition duties assigned to Grantee during such notice period; and (iii) the Grantee has signed (and not revoked) a standard release of claims in favor of the Company and any other documentation (including, without limitation, non-competition covenants and/or non-solicitation covenants) requested by the Company at the time of the Grantee's voluntary termination of employment.

To the extent necessary to comply with Section 409A of the Code, the term "termination of employment," "terminates employment" and/or any similar term means Separation from Service.

#### **4. Payment and Delivery of Shares.**

Within 5 days of the Vesting Date, the Company shall deliver or cause to be delivered to the Grantee shares of Common Stock (including, without limitation, through a book entry credit or electronic delivery of certificates) in respect of the pRSUs that have vested.

The Company shall not be obligated to deliver any shares of Common Stock if counsel to the Company determines that such sale or delivery would violate any applicable law or any rule or regulations of any governmental authority or any rule or regulation of, or agreement of the Company with, any securities exchange or association upon which the Common Stock is listed or quoted. The Company shall in no event be obligated to take any affirmative action in order to cause the delivery of shares of Common Stock to comply with any such law, rule, regulations, or agreement.

#### **5. Notices.**

Notice or other communication to the Company with respect to this Award must be made in the following manner, using such forms as the Company may from time to time provide: (a) by electronic means as designated by the Administrator; (b) by registered or certified United States mail, postage prepaid, to Cavco Industries, Inc., Attention: Secretary, 3636 N. Central Ave., Suite 1200, Phoenix, Arizona 85012; or (c) by hand delivery or otherwise to Cavco Industries, Inc., Attention: Secretary, 3636 N. Central Ave., Suite 1200, Phoenix, Arizona 85012. Notwithstanding the foregoing, in the event that the address of the Company is changed, any such notice shall instead be made pursuant to the foregoing provisions at the Company's current address.

Any notices provided for in this Agreement or in the Plan shall be given in writing or by such electronic means, as permitted by the Administrator, and shall be deemed effectively delivered or given upon receipt or, in the case of notices delivered by the Company to the Grantee, five days after deposit in the United States mail, postage prepaid, addressed to the Grantee at the address specified at the end of this Agreement or at such other address as the Grantee hereafter designates by written notice to the Company.

6. **Assignment of Award.**

Except as otherwise permitted by the Administrator, the Grantee's rights under the Plan and this Agreement are personal; no assignment or transfer of the Grantee's rights under and interest in this Award may be made by the Grantee other than by will, by beneficiary designation, by the laws of descent and distribution or by a qualified domestic relations order; and this Award is payable only to the Grantee during his lifetime, except as otherwise provided in this Agreement. After the death of the Grantee, payment of the Award shall be permitted only to the Grantee's designated beneficiary or, in the absence of a designated beneficiary and as required by applicable law, the Grantee's spouse or executor or the personal representative of the Grantee's estate (or by his assignee, in the event of a permitted assignment) and only to the extent that the Award was payable on the date of the Grantee's death.

7. **Stock Certificates.**

Certificates, if any, representing the shares of Common Stock issued pursuant to the Award will bear all legends required by law and necessary or advisable to effectuate the provisions of the Plan and this Award. The Company may place a "stop transfer" order against shares of the Common Stock issued pursuant to this Award until all restrictions and conditions set forth in the Plan or this Agreement and in the legends referred to in this Section 7 have been complied with.

8. **Stockholder Rights; No Dividends.**

The Grantee shall have no rights of a stockholder with respect to shares of Common Stock subject to the Award unless and until (i) such time as the Award has been paid pursuant to Section 4 and (ii) shares of Common Stock have been transferred to the Grantee (including, without limitation, through a book entry credit or electronic delivery of certificates). For the avoidance of doubt, the Grantee shall not be credited with any dividend or dividend equivalents with respect to the Award in the event that, prior to the settlement date, the Company declares a dividend on the shares of Common Stock.

9. **Successors and Assigns.**

This Agreement shall bind and inure to the benefit of and be enforceable by the Grantee, the Company and their respective permitted successors and assigns (including personal representatives, heirs and legatees), except that the Grantee may not assign any rights or obligations under this Agreement except to the extent and in the manner expressly permitted herein.

10. **Tax Advice; Withholding.**

The Grantee acknowledges that neither the Company nor any of its representatives has provided to the Grantee any tax-related advice with respect to the matters covered by this Agreement. Pursuant to the Plan, the Company shall have the right to deduct or withhold from any payments or issuance of Common Stock made by Company to the Grantee, or to require that Grantee remit to Company, an amount sufficient to satisfy any federal, state or local taxes of any kind as are required by law to be withheld with respect to this Agreement and the settlement or vesting of the pRSUs.

11. **No Service Guaranteed; No Guarantee.**

This Agreement shall not be construed to confer upon the Grantee any right to continue service with the Company and shall not limit the right of the Company, in its sole and absolute discretion, to terminate the Grantee's service at any time for any reason. In addition, the Award is a one-time discretionary award and the Company has no obligation to make a like award or any other award in any future period.

12. **Governing Law.**

The Plan and this Agreement and all determinations made and actions taken pursuant hereto, to the extent not otherwise governed by mandatory provisions of the Act or other securities laws of the United States, shall be governed by and construed in accordance with the laws of the State of Delaware, without reference to any conflicts of law principles thereof that would require the application of the laws of another jurisdiction. The Company and the Grantee hereby submit to the jurisdiction of the state and federal courts of Arizona with respect to matters relating to the Plan and this Agreement and agree not to raise or assert the defense that such forum is not convenient for such party.

13. **Entire Agreement; Amendment; Severability.**

This Agreement (including all exhibits attached hereto, which are incorporated herein and made a part hereof for all purposes), together with the Plan and all administrative interpretations thereunder, shall constitute the entire agreement between the parties hereto relating to the subject matter hereof. This Agreement cannot be modified, altered, or amended except by an agreement, in writing, signed by both the Company and the Grantee. If any provision of this Agreement, or the application of any such provision to any person or circumstance, is held to be unenforceable or invalid by any court of competent jurisdiction or under any applicable law, the parties hereto shall negotiate an equitable adjustment to the provisions of this Agreement with the view to effecting, to the greatest extent possible, the original purpose and intent of this Agreement, and in any event, the validity and enforceability of the remaining provisions of this Agreement shall not be affected thereby.

14. **Transfer of Personal Data.**

The Grantee authorizes, agrees and unambiguously consents to the transmission by the Company of any personal data information related to this Award for legitimate business purposes (including, without limitation, the administration of this Award and the Plan). This authorization and consent is voluntarily and freely given by the Grantee.

15. **Clawback.**

Pursuant to Section 21 of the Plan, Awards issued under the Plan are subject to potential forfeiture or recovery to the fullest extent called for by law, any applicable listing standard, or any current or future clawback policy that may be adopted by the Company from time to time, including, without limitation, any clawback policy adopted to comply with the final rules issued by the Securities and Exchange Commission and the final listing standards to be adopted by the NASDAQ pursuant to Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. By accepting this Award, the Grantee consents to the potential forfeiture or recovery of this Award pursuant to applicable law, listing standard, and/or Company clawback policy, and agrees to be bound by and comply with the clawback policy and to return to the Company the full amount required by the clawback policy.

16. **Section 409A.**

This Agreement is intended to comply with Section 409A of the Code or an exemption thereunder and shall be construed and interpreted in a manner that is consistent with the requirements for avoiding additional taxes or penalties under Section 409A of the Code. Notwithstanding the foregoing, the Company makes no representations that the payments and benefits provided under this Agreement comply with Section 409A of the Code and in no event shall the Company be liable for all or any portion of any taxes, penalties, interest or other expenses that may be incurred by the Grantee on account of non-compliance with Section 409A of the Code. If the Company concludes that this Agreement is subject to the requirements of Section 409A, neither the time nor the schedule of the payment of the pRSUs may be accelerated or subject to a further deferral except as permitted pursuant to Section 409A of the Code and the applicable regulations. In addition, if the Company concludes that this Agreement is subject to Section 409A, payment of the pRSUs may be delayed only in accordance with Section 409A of the Code and the applicable regulations.

17. **Acceptance of Award.**

Notwithstanding any provision of the Agreement to the contrary, this Agreement will terminate automatically and be void and the Award will be rescinded if the Grantee fails to sign and return (or fails to electronically sign and/or acknowledge) this Agreement to the Company within 14 days of receipt.

The Grantee hereby accepts the foregoing Agreement, subject to the terms and provisions of the Plan and administrative interpretations thereof referred to above.

**GRANTEE:**

\_\_\_\_\_  
Employee's Name

Date: \_\_\_\_\_

Employee's Address:

\_\_\_\_\_

\_\_\_\_\_

**GRANTOR: CAVCO INDUSTRIES, INC.**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Its: \_\_\_\_\_

Date: \_\_\_\_\_

## **EXHIBIT “A”**

### **DEFINITIONS**

#### **Change in Control:**

For the purpose of this Agreement, a “Change in Control” shall mean the occurrence of any of the following events:

- (a) The acquisition by any Person of beneficial ownership of securities of the Company (including any such acquisition of beneficial ownership deemed to have occurred pursuant to Rule 13d-5 under the Exchange Act) if, immediately thereafter, such Person is the beneficial owner of (i) 50% or more of the total number of outstanding shares of any single class of Company Common Stock or (ii) 40% or more of the total number of outstanding shares of all classes of Company Common Stock, unless such acquisition is made (a) directly from the Company in a transaction approved by a majority of the members of the Incumbent Board or (b) by any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company;
- (b) Individuals who, as of the date hereof, constitute the Board (the “Incumbent Board”) cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the date hereof whose election, or nomination for election by the Company’s stockholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board (or who is otherwise designated as a member of the Incumbent Board by such a vote) shall be considered as though such individual were a member of the Incumbent Board, except that any such individual shall not be considered a member of the Incumbent Board if his or her initial assumption of office occurs as a result of either an actual or threatened election contest (as such term is used in Rule 14a-11 of Regulation 14A promulgated under the Exchange Act) or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board;
- (c) The consummation of a Business Combination, unless, immediately following such Business Combination, (i) more than 50% of both the total number of then outstanding shares of common stock of the parent corporation resulting from such Business Combination and the combined voting power of the then outstanding voting securities of such parent corporation entitled to vote generally in the election of directors will be (or is) then beneficially owned, directly or indirectly, by all or substantially all of the Persons who were the beneficial owners, respectively, of the outstanding shares of Company Common Stock immediately prior to such Business Combination in substantially the same proportions as their ownership immediately prior to such Business Combination of the outstanding shares of Company Common Stock, (ii) no Person (other than any employee benefit plan (or related trust) of the Company or any corporation resulting from such Business Combination) beneficially owns, directly or indirectly, 40% or more of the total number of then outstanding shares of common stock of the corporation resulting from such Business Combination or the combined voting power of the then outstanding voting securities of such corporation entitled to vote generally in the election of directors and (iii) at least a majority of the members of the board of directors of the parent corporation resulting from such Business Combination were members of the Incumbent Board immediately prior to the consummation of such Business Combination; or
- (d) Approval by the Board and the stockholders of the Company of (i) a complete liquidation or dissolution of the Company or (ii) a Major Asset Disposition (or, if there is no such approval by stockholders, consummation of such Major Asset Disposition) unless, immediately following such Major Asset Disposition, (A) Persons that were beneficial owners of the outstanding shares of Company Common Stock immediately prior to such Major Asset Disposition beneficially own, directly or indirectly, more than 50% of the total number of then outstanding shares of common stock and the combined voting power of the then outstanding shares of voting stock of the Company (if it continues to exist) and of the Acquiring Entity in substantially the same proportions as their ownership immediately prior to such Major Asset Disposition of the outstanding shares of Company Common Stock; (B) no Person (other than any employee benefit plan (or related trust) of the Company or such entity) beneficially owns, directly or indirectly, 40% or more of the then outstanding shares of common stock or the combined voting power of the then outstanding voting securities of the Company (if it continues to exist) and of the Acquiring Entity entitled to vote generally in the election of directors and (C) at least a majority of the members of the Board of the Company (if it continues to exist) and of the Acquiring Entity were members of the Incumbent Board at the time of the execution of the initial agreement or action of the Board providing for such Major Asset Disposition.



For purposes of the foregoing:

- (i) the term “Person” means an individual, entity or group;
- (ii) the term “group” is used as it is defined for purposes of Section 13(d)(3) of the Exchange Act;
- (iii) the terms “beneficial owner”, “beneficially ownership” and “beneficially own” are used as defined for purposes of Rule 13d-3 under the Exchange Act;
- (iv) the term “Business Combination” means (x) a merger, consolidation or share exchange involving the Company or its stock or (y) an acquisition by the Company, directly or through one or more subsidiaries, of another entity or its stock or assets;
- (v) the term “Company Common Stock” shall mean the Common Stock, par value \$.01 per share, of the Company;
- (vi) the term “Exchange Act” means the Securities Exchange Act of 1934, as amended.
- (vii) the phrase “parent corporation resulting from a Business Combination” means the Company if its stock is not acquired or converted in the Business Combination and otherwise means the entity which as a result of such Business Combination owns the Company or all or substantially all of the Company’s assets either directly or through one or more subsidiaries;
- (viii) the term “Major Asset Disposition” means the sale or other disposition in one transaction or a series of related transactions of 50% or more of the assets of the Company and its subsidiaries on a consolidated basis; and any specified percentage or portion of the assets of the Company shall be based on fair market value, as determined by a majority of the members of the Incumbent Board;
- (ix) the term “Acquiring Entity” means the entity that acquires the largest portion of the assets sold or otherwise disposed of in a Major Asset Disposition (or the entity, if any, that owns a majority of the outstanding voting stock of such acquiring entity entitled to vote generally in the election of directors or members of a comparable governing body); and
- (x) the phrase “substantially the same proportions,” when used with reference to ownership interests in the parent corporation resulting from a Business Combination or in an Acquiring Entity, means substantially in proportion to the number of shares of Company Common Stock beneficially owned by the applicable Persons immediately prior to the Business Combination or Major Asset Disposition, but is not to be construed in such a manner as to require that the same ratio or number of shares of such parent corporation or Acquiring Entity be issued, paid or delivered in exchange for or in respect of the shares of each class of Company Common Stock.

The transfer of equity interests or assets of the Company in connection with a bankruptcy filing by or against the Company under Title 11 of the United States Code will **not** be considered to be a “Change in Control” for purposes of this Agreement. Notwithstanding the foregoing a Change in Control shall not occur in the case of Awards that are subject to the requirements of Section 409A of the Code unless such Change in Control constitutes a “change in control event” as defined in Section 409A of the Code and the regulations thereunder.

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**EXHIBIT “B”**

**PERFORMANCE GOALS**

<b>Goal (Each Performance Measure Shall be Allocated Equally and Individually at 50%)</b>	<b>Threshold 50%</b>	<b>Target 100%</b>	<b>Maximum 200%</b>
<p><b>Relative Total Shareholder Return (rTSR)</b></p> <p>A 50% payout will be made if the Company’s rTSR for the Performance Period places it in either the Threshold, Target, or Maximum range as shown to the right.</p>	20 <sup>th</sup> Percentile	50 <sup>th</sup> Percentile	80 <sup>th</sup> Percentile
<p><b>Market Share</b></p> <p>A 50% payout will be made if the Company’s Market Share metric for the Performance Period places it in either the Threshold, Target, or Maximum range as shown to the right.</p>	> 0%	5%	10%

**Certification:** No later than 90 days after the end of the Performance Period, the Administrator shall determine and certify the level of attainment, if any, of the Performance Goals and the resulting number of pRSUs earned and vested. Payouts between performance levels will be determined based on straight line interpolation. The Administrator may modify a Performance Goal, in whole or in part, as it deems appropriate, if it determines that a change in the business, operations, corporate structure or capital structure of the Company or the manner in which the Company conducts its business, or other unusual or non-recurring events or circumstances render the Performance Goal(s) to be unsuitable.

**Market Share:** Market share shall be determined by reference to the percentage difference between: (i) the total number of Company units shipped during the fiscal year ending immediately prior to the Performance Period divided by the number of Housing and Urban Development Code Home shipments during the same period and (ii) the total number of Company units shipped during the last fiscal year of the Performance Period divided by the number of Housing and Urban Development Code Home shipments during the same period. For this purpose, all shipments shall include acquisitions and all units shipped, whether HUD code homes or other.

**Relative Total Shareholder Return (“rTSR”):** rTSR shall be determined with respect to the Company and the rTSR Comparator Companies by dividing: (a) the sum of (i) the difference between the applicable Beginning Stock Price and the applicable Ending Stock Price plus (ii) all dividends and other distributions on the respective shares with an ex-dividend date that falls during the Performance Period by (b) the applicable Beginning Stock Price. To determine the Company’s applicable percentile ranking, the Company and each rTSR Comparator Company are arranged by their respective total shareholder returns (highest to lowest). For this purpose:

- “Beginning Stock Price” means the average of the closing market prices of the applicable company’s common stock on the principal exchange on which such stock is traded for the 10 consecutive trading days ending with the last trading day before the beginning of the Performance Period.
- “Ending Stock Price” means the average of the closing market prices of the applicable company’s common stock on the principal exchange on which such stock is traded for the 10 consecutive trading days ending with the last day of the Performance Period.
- “rTSR Comparator Companies” for the Company shall be: Lennar Corporation, D.R. Horton, Inc., Sherwin-Williams Company, PPG Industries, Inc. PulteGroup, Inc., Mohawk Industries, Inc., Builders FirstSource, Inc., NVR, Inc., Masco Corporation, Toll Brothers, Inc., Owens Corning, Beacon Roofing Supply, Inc., Taylor Morrison Homes Corp., Fortune Brands Home and Security, Inc., Watsco, Inc. Meritage Homes Corporation, KB Home, M.D.C. Holdings, Inc., Lennox International Inc., Tri Pointe Homes, Inc., Century Communities, Inc., TopBuild Corp., LGI Homes, Inc., American Woodmark Corporation, Skyline Champion Corporation, Simpson Manufacturing Co., Inc., Legacy Housing Corp.
  - If the common stock of any rTSR Comparator Company ceases to be publicly traded at any time during the Performance Period, such company shall be disregarded and shall not be considered an rTSR Comparator Company for the entirety of the Performance Period.

**SUBSIDIARIES OF CAVCO INDUSTRIES, INC.**

**As of April 1, 2023**

<b>Subsidiary</b>	<b>Jurisdiction</b>
Catskill-Valley Homes, LLC	Delaware
Cavco Exchange LLC	Delaware
Chariot Eagle, LLC	Florida
Commodore Homes, LLC	Delaware
CountryPlace Acceptance Corp.	Nevada
CountryPlace Acceptance GP, LLC	Texas
CountryPlace Acceptance LP, LLC	Delaware
CountryPlace Mortgage, Ltd.	Texas
CRG Holdings, LLC	Delaware
Deming Manufactured Homes, LLC	New Mexico
Destiny Homes, LLC	Delaware
Diamond Home Transport, LLC	Oklahoma
Elite Homebuilders, LLC	Indiana
Elliott Homes, LLC	Oklahoma
Elliott Manufactured Homes, Inc.	Oklahoma
Fairmont Homes, LLC	Delaware
Fleetwood Homes, Inc.	Delaware
Kesterson Retail, LLC	Texas
Lexington Homes, Inc.	Mississippi
MH Group, LLC	Oklahoma
Palm Harbor Homes, Inc.	Delaware
Palm Harbor Insurance Agency of Texas, Inc.	Texas
Palm Harbor Villages, Inc.	Delaware
Palm Harbor Villages Real Estate, LLC	Texas
R-Anell Housing Group, LLC	North Carolina
SH Acquisitions, LLC	Delaware
Solitaire de Mexico S. de R.L. de C.V.	Mexico
Solitaire Holdings, LLC	Oklahoma
Solitaire Homes, LLC	Texas
Solitaire Home Transport, L.P.	Texas
Solitaire Manufactured Homes, LLC	Oklahoma
Standard Casualty Company	Texas
Standard Insurance Agency, Inc.	Texas

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (No. 333-191171) on Form S-3 and Registration Statements (Nos. 333-106861, 333-132925, and 333-209097) on Form S-8 of Cavco Industries, Inc. of our reports dated May 19, 2023, relating to the consolidated financial statements, and the effectiveness of internal control over financial reporting of Cavco Industries, Inc., appearing in this Annual Report on Form 10-K of Cavco Industries, Inc. for the fiscal year ended April 1, 2023.

/s/ RSM US LLP

Phoenix, Arizona

May 19, 2023

**CERTIFICATION OF PRESIDENT AND CHIEF EXECUTIVE OFFICER**

I, William C. Boor, certify that:

1. I have reviewed this annual report on Form 10-K of Cavco Industries, Inc.;
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(s) 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(s) 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: May 19, 2023

/s/ William C. Boor

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William C. Boor

President and Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER**

I, Allison K. Aden certify that:

1. I have reviewed this annual report on Form 10-K of Cavco Industries, Inc.;
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(s) 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(s) 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: May 19, 2023

/s/ Allison K. Aden

Allison K. Aden

Executive Vice President, Chief Financial Officer  
& Treasurer

**CERTIFICATIONS OF  
CHIEF EXECUTIVE OFFICER  
AND  
CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Cavco Industries, Inc. (the "Registrant") on Form 10-K for the year ending April 1, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned, William C. Boor and Allison K. Aden, Chief Executive Officer and Chief Financial Officer, respectively, of the Registrant, hereby certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to his or her knowledge:

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

May 19, 2023

/s/ William C. Boor

William C. Boor

President and Chief Executive Officer

/s/ Allison K. Aden

Allison K. Aden

Executive Vice President, Chief Financial Officer &  
Treasurer