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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 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 1-9977

MeritageHomes®

Setting the standard for energy-efficient homes®

Meritage Homes Corporation

(Exact Name of Registrant as Specified in its Charter)

Maryland	**86-0611231**
(State or Other Jurisdiction of Incorporation or Organization)	**(IRS Employer Identification No.)**

8800 E. Raintree Drive, Suite 300, Scottsdale, Arizona 85260

(Address of Principal Executive Offices) (Zip Code)

(480) 515-8100

(Registrant's telephone number, including area code)

N/A

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock $.01 par value	MTH	New York Stock Exchange

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 a checkmark whether the registrant has submitted electronically every Interactive Date 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	ý	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

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

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

Common shares outstanding as of July 24, 2023: 36,765,267

MERITAGE HOMES CORPORATION
FORM 10-Q FOR THE QUARTER ENDED JUNE 30, 2023
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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

MERITAGE HOMES CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATED BALANCE SHEETS
(in thousands, except share amounts)

	June 30, 2023	December 31, 2022
Assets		
Cash and cash equivalents	$ 1,163,243	$ 861,561
Other receivables	210,068	215,019
Real estate	4,348,600	4,358,263
Deposits on real estate under option or contract	70,984	76,729
Investments in unconsolidated entities	12,451	11,753
Property and equipment, net	47,312	38,635
Deferred tax assets, net	45,036	45,452
Prepaids, other assets and goodwill	167,947	164,689
Total assets	$ 6,065,641	$ 5,772,101
Liabilities		
Accounts payable	$ 276,123	$ 273,267
Accrued liabilities	336,098	360,615
Home sale deposits	49,779	37,961
Loans payable and other borrowings	11,204	7,057
Senior notes, net	1,144,142	1,143,590
Total liabilities	1,817,346	1,822,490
Stockholders' Equity		
Preferred stock, par value $0.01. Authorized 10,000,000 shares; none issued and outstanding at June 30, 2023 and December 31, 2022	—	—
Common stock, par value $0.01. Authorized 125,000,000 shares; 36,765,267 and 36,571,393 shares issued and outstanding at June 30, 2023 and December 31, 2022, respectively	368	366
Additional paid-in capital	328,277	327,878
Retained earnings	3,919,650	3,621,367
Total stockholders' equity	4,248,295	3,949,611
Total liabilities and stockholders' equity	$ 6,065,641	$ 5,772,101

See accompanying notes to unaudited consolidated financial statements

MERITAGE HOMES CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATED INCOME STATEMENTS
(in thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Homebuilding:				
Home closing revenue	$ 1,543,021	$ 1,408,947	$ 2,804,944	$ 2,654,403
Land closing revenue	24,379	3,434	41,764	44,912
Total closing revenue	1,567,400	1,412,381	2,846,708	2,699,315
Cost of home closings	(1,166,041)	(964,208)	(2,145,503)	(1,832,015)
Cost of land closings	(24,202)	(2,784)	(40,147)	(33,469)
Total cost of closings	(1,190,243)	(966,992)	(2,185,650)	(1,865,484)
Home closing gross profit	376,980	444,739	659,441	822,388
Land closing gross profit	177	650	1,617	11,443
Total closing gross profit	377,157	445,389	661,058	833,831
Financial Services:				
Revenue	6,210	5,139	11,941	9,811
Expense	(2,972)	(2,581)	(6,039)	(5,093)
(Loss)/earnings from financial services unconsolidated entities and other, net	(5,795)	1,521	(5,536)	2,695
Financial services (loss)/profit	(2,557)	4,079	366	7,413
Commissions and other sales costs	(95,798)	(69,383)	(178,644)	(134,923)
General and administrative expenses	(52,140)	(47,932)	(99,659)	(87,927)
Interest expense	—	—	—	(41)
Other income/(expense), net	12,862	(458)	21,706	(775)
Earnings before income taxes	239,524	331,695	404,827	617,578
Provision for income taxes	(52,688)	(81,611)	(86,690)	(150,240)
Net earnings	$ 186,836	$ 250,084	$ 318,137	$ 467,338
Earnings per common share:				
Basic	$ 5.08	$ 6.82	$ 8.67	$ 12.69
Diluted	$ 5.02	$ 6.77	$ 8.56	$ 12.55
Weighted average number of shares:				
Basic	36,765	36,647	36,715	36,820
Diluted	37,191	36,962	37,149	37,239

See accompanying notes to unaudited consolidated financial statements

MERITAGE HOMES CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Six Months Ended June 30, 2023	Six Months Ended June 30, 2022
Cash flows from operating activities:		
Net earnings	$ 318,137	$ 467,338
Adjustments to reconcile net earnings to net cash provided by/(used in) operating activities:		
Depreciation and amortization	11,196	11,723
Stock-based compensation	10,401	10,045
Equity in earnings from unconsolidated entities	(2,882)	(2,145)
Distributions of earnings from unconsolidated entities	3,418	2,339
Other	2,148	(601)
Changes in assets and liabilities:		
Decrease/(increase) in real estate	14,950	(729,450)
Decrease/(increase) in deposits on real estate under option or contract	5,491	(7,288)
Decrease/(increase) in other receivables, prepaids and other assets	8,962	(90,419)
(Decrease)/increase in accounts payable and accrued liabilities	(27,754)	113,421
Increase in home sale deposits	11,818	18,210
Net cash provided by/(used in) operating activities	355,885	(206,827)
Cash flows from investing activities:		
Investments in unconsolidated entities	(1,277)	(5,653)
Distributions of capital from unconsolidated entities	43	—
Purchases of property and equipment	(21,134)	(12,852)
Proceeds from sales of property and equipment	228	247
Maturities/sales of investments and securities	750	1,032
Payments to purchase investments and securities	(750)	(1,032)
Net cash used in investing activities	(22,140)	(18,258)
Cash flows from financing activities:		
Repayment of loans payable and other borrowings	(2,209)	(11,800)
Dividends paid	(19,854)	—
Repurchase of shares	(10,000)	(109,303)
Net cash used in financing activities	(32,063)	(121,103)
Net increase/(decrease) in cash and cash equivalents	301,682	(346,188)
Cash and cash equivalents, beginning of period	861,561	618,335
Cash and cash equivalents, end of period	$ 1,163,243	$ 272,147

See Supplemental Disclosure of Cash Flow Information in Note 13.

See accompanying notes to unaudited consolidated financial statements

MERITAGE HOMES CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 — ORGANIZATION AND BASIS OF PRESENTATION

Organization. Meritage Homes Corporation ("Meritage Homes") is a leading designer and builder of single-family attached and detached homes. We primarily build in historically high-growth regions of the United States and offer a variety of entry-level and first move-up homes. We have operations in three regions: West, Central and East, which are comprised of ten states: Arizona, California, Colorado, Utah, Texas, Florida, Georgia, North Carolina, South Carolina, and Tennessee. We also operate a financial services reporting segment. In this segment, we offer title and escrow, mortgage, and insurance services. Carefree Title Agency, Inc. ("Carefree Title"), our wholly-owned title company, provides title insurance and closing/settlement services to our homebuyers in certain states. Managing our own title operations allows us greater control over the entire escrow and closing cycles in addition to generating additional revenue. Meritage Homes Insurance Agency, Inc. (“Meritage Insurance”), our wholly-owned insurance broker, works in collaboration with insurance companies nationwide to offer homeowners insurance and other insurance products to our homebuyers. Our financial services operation also provides mortgage services to our homebuyers through an unconsolidated joint venture.

We commenced our homebuilding operations in 1985 through our predecessor company, Monterey Homes. Meritage Homes Corporation was incorporated in the state of Maryland in 1988 under the name of Homeplex Mortgage Investments Corporation and merged with Monterey Homes in 1996, at which time our name was changed to Monterey Homes Corporation and later ultimately to Meritage Homes Corporation. Since that time, we have engaged in homebuilding and related activities. Meritage Homes Corporation operates as a holding company and has no independent assets or operations. Its homebuilding construction, development and sales activities are conducted through its subsidiaries. Our homebuilding activities are conducted under the name of Meritage Homes in each of our homebuilding markets. At June 30, 2023, we were actively selling homes in 291 communities, with base prices ranging from approximately $240,000 to $1,400,000.

Basis of Presentation. The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. These financial statements should be read in conjunction with the audited consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2022. The unaudited consolidated financial statements include the accounts of Meritage Homes and those of our consolidated subsidiaries, partnerships and other entities in which we have a controlling financial interest, and of variable interest entities (see Note 3) in which we are deemed the primary beneficiary (collectively, “us”, “we”, “our” and “the Company”). Intercompany balances and transactions have been eliminated in consolidation. In the opinion of management, the accompanying unaudited consolidated financial statements include all normal and recurring adjustments that are considered necessary for the fair presentation of our results for the interim periods presented. Results for interim periods are not necessarily indicative of results to be expected for the full fiscal year.

Cash and Cash Equivalents. Liquid investments with an initial maturity of three months or less are classified as cash equivalents.Amounts in transit from title companies or closing agents for home closings of approximately $51.7 million and $161.5 million are included in Cash and cash equivalents at June 30, 2023 and December 31, 2022, respectively.

Real Estate. Real estate inventory is stated at cost unless the community or land is determined to be impaired, at which point the inventory is written down to fair value as required by Accounting Standards Codification (“ASC”) 360-10, *Property, Plant and Equipment* (“ASC 360-10”). Real estate inventory includes the costs of land acquisition, land development and home construction, capitalized interest, real estate taxes, and direct overhead costs incurred during development and home construction that benefit the entire community, less impairments, if any. Land and development costs are typically allocated and transferred to homes when home construction begins. Home construction costs are accumulated on a per-home basis, while selling and marketing costs are expensed as incurred. Cost of home closings includes the specific construction costs of the home and all related allocated land acquisition, land development and other common costs (both incurred and estimated to be incurred) that are allocated based upon the total number of homes expected to be closed in each community or phase. Any changes to the estimated total development costs of a community or phase are allocated to the remaining homes in that community or phase. When a home closes, we may have incurred costs for goods and services that have not yet been paid. We accrue a liability to capture such obligations in connection with the home closing which is charged directly to Cost of home closings.

We capitalize qualifying interest to inventory during the development and construction periods. Capitalized interest is included in Cost of closings when the related inventory is closed. Included within our Real estate inventory is land held for development and land held for sale. Land held for development primarily represents land and land development costs related to land where development activity is not currently underway but is expected to begin in the future. For these parcels, we have chosen not to currently develop certain land holdings as they typically represent a portion or phases of a larger land parcel that we plan to build out over several years. We do not capitalize interest for these inactive assets, and all ongoing costs of land ownership (i.e. property taxes, homeowner association dues, etc.) are expensed as incurred.

We rely on certain estimates to determine our construction and land development costs. Construction and land costs are comprised of direct and allocated costs, including estimated future costs. In determining these costs, we compile project budgets that are based on a variety of assumptions, including future construction schedules and costs to be incurred. Actual results can differ from budgeted amounts for various reasons, including construction delays, labor or material shortages, sales orders absorptions that differ from our expectations, increases in costs that have not yet been contracted, changes in governmental requirements, or other unanticipated issues encountered during construction and development and other factors beyond our control, including weather. To address uncertainty in these budgets, we assess, update and revise project budgets on a regular basis, utilizing the most current information available to estimate home construction and land development costs.

Typically, a community's life cycle ranges from three to five years, commencing with the acquisition of the land, continuing through the land development phase, if applicable, and concluding with the construction, sale and closing of the homes. Actual community lives will vary based on the size of the community, the sales orders absorption rates and whether the land purchased was raw, partially-developed or in finished status. Master-planned communities encompassing several phases and super-block land parcels may have significantly longer lives and projects involving smaller finished lot purchases may be significantly shorter.

All of our land inventory and related real estate assets are periodically reviewed for recoverability when certain criteria are met, but at least annually, as our inventory is considered “long-lived” in accordance with GAAP. Community-level reviews are performed quarterly to determine if indicators of potential impairment exist. If indicators of potential impairment exist and the undiscounted cash flows expected to be generated by an asset are lower than its carrying amount, impairment charges are recorded to write down the asset to its estimated fair value. The impairment of a community is allocated to each remaining unstarted lot in the community on a straight-line basis and is recognized in Cost of home closings in the period in which the impairment is determined. Our determination of fair value is based on projections and estimates. Changes in these expectations may lead to a change in the outcome of our impairment analysis, and actual results may also differ from our assumptions, although if financial metrics improve, we do not reverse impairments once recorded. See Note 2 for additional information related to real estate.

Deposits. Deposits paid related to land option and purchase contracts are recorded and classified as Deposits on real estate under option or contract until the related land is purchased. Deposits are reclassified as a component of Real estate at the time the deposit is used to offset the acquisition price of the land based on the terms of the underlying agreements. To the extent they are non-refundable, deposits are expensed to Cost of home closings if the land acquisition is terminated or no longer considered probable. Since our acquisition contracts typically do not require specific performance, we do not consider such contracts to be contractual obligations to purchase the land and our total exposure under such contracts is limited to the loss of any non-refundable deposits and any related capitalized costs. Our Deposits on real estate under option or contract were $71.0 million and $76.7 million as of June 30, 2023 and December 31, 2022, respectively. See Note 3 for additional information related to Deposits on real estate.

Goodwill. In accordance with ASC 350, *Intangibles, Goodwill and Other* ("ASC 350"), we analyze goodwill on an annual basis (or whenever indication of impairment exists) through a qualitative assessment to determine whether it is necessary to perform a goodwill impairment test. ASC 350 states that an entity may first assess qualitative factors to determine whether it is necessary to perform a goodwill impairment test. Such qualitative factors include: (1) macroeconomic conditions, such as a deterioration in general economic conditions, (2) industry and market considerations such as deterioration in the environment in which the entity operates, (3) cost factors such as increases in raw materials, labor costs, etc., and (4) overall financial performance such as negative or declining cash flows or a decline in actual or planned revenue or earnings. If the qualitative analysis determines that additional impairment testing is required, a two-step impairment test in accordance with ASC 350 would be initiated. We continually evaluate our qualitative inputs to assess whether events and circumstances have occurred that indicate the goodwill balance may not be recoverable. See Note 9 for additional information on our goodwill assets.

Leases. We lease certain office space and equipment for use in our operations. We assess each of these contracts to determine whether the arrangement contains a lease as defined by ASC 842, *Leases* ("ASC 842"). In order to meet the definition of a lease under ASC 842, the contractual arrangement must convey to us the right to control the use of an identifiable asset for a period of time in exchange for consideration. Leases that meet the criteria of ASC 842 are recorded on our balance sheets as right-of-use ("ROU") assets and lease liabilities. ROU assets are classified within Prepaids, other assets and goodwill on the accompanying unaudited consolidated balance sheets, while lease liabilities are classified within Accrued liabilities on the accompanying unaudited consolidated balance sheets.

The table below outlines our ROU assets and lease liabilities (in thousands):

	As of	
	June 30, 2023	December 31, 2022
ROU assets	$ 21,787	$ 19,129
Lease liabilities	24,753	22,782

Off-Balance Sheet Arrangements - Joint Ventures We may participate in land development joint ventures as a means of accessing larger parcels of land, expanding our market opportunities, managing our risk profile, optimizing deal structure for the impacted parties and leveraging our capital, although our participation in such ventures is currently limited. See Note 4 for additional discussion of our investments in unconsolidated entities.

Off-Balance Sheet Arrangements - Other. In the normal course of business, we may acquire lots from various development entities pursuant to purchase and option agreements. The purchase price generally approximates the market price at the date the contract is executed (with possible future escalators) and may have staggered purchase schedules. See Note 3 for additional information on these off-balance sheet arrangements.

Surety Bonds and Letters of Credit. We provide surety bonds and letters of credit in support of our obligations relating to the development of our projects and other corporate purposes in lieu of cash deposits. The amount of these obligations outstanding at any time varies depending on the stage and level of our development activities. Surety bonds are generally not wholly released until all development activities under the bond are complete. In the event a bond or letter of credit is drawn upon, we would be obligated to reimburse the issuer for any amounts advanced under the bond or letter of credit. We believe it is unlikely that any significant amounts of these bonds or letters of credit will be drawn upon.

The table below outlines our surety bond and letter of credit obligations (in thousands):

	As of			
	June 30, 2023		December 31, 2022	
	Outstanding	Estimated work remaining to complete	Outstanding	Estimated work remaining to complete
Sureties:				
Sureties related to owned projects and lots under contract	$ 968,729	$ 689,160	$ 926,928	$ 616,028
Total Sureties	$ 968,729	$ 689,160	$ 926,928	$ 616,028
Letters of Credit (“LOCs”):				
LOCs for land development	35,056	N/A	49,442	N/A
LOCs for general corporate operations	5,000	N/A	5,000	N/A
Total LOCs	$ 40,056	N/A	$ 54,442	N/A

Accrued Liabilities. Accrued liabilities at June 30, 2023 and December 31, 2022 consisted of the following (in thousands):

	As of	
	June 30, 2023	December 31, 2022
Accruals related to real estate development and construction activities	$ 151,883	$ 139,447
Payroll and other benefits	76,642	110,338
Accrued interest	6,841	7,026
Accrued taxes	21,773	25,182
Warranty reserves	36,215	35,575
Lease liabilities	24,753	22,782
Other accruals	17,991	20,265
Total	$ 336,098	$ 360,615

Warranty Reserves. We provide home purchasers with limited warranties against certain building defects and we have certain obligations related to those post-construction warranties for closed homes. The specific terms and conditions of these limited warranties vary by state, but overall the nature of the warranties include a complete workmanship and materials warranty for the first year after the close of the home, a major mechanical warranty for two years after the close of the home and a structural warranty that typically extends up to 10 years after the close of the home. With the assistance of an actuary, we have estimated these reserves for the structural warranty based on the number of homes still under warranty and historical data and trends for our geographies. We may use industry data with respect to similar product types and geographic areas in markets where our experience is incomplete to draw a meaningful conclusion. We regularly review our warranty reserves and adjust them, as necessary, to reflect changes in trends as information becomes available. Based on such reviews of warranty costs incurred, we did not adjust the warranty reserve balance in the three or six months ended June 30, 2023 or 2022. Included in the warranty reserve balances at June 30, 2023 and December 31, 2022 are case-specific reserves for warranty matters, as discussed in Note 15.

A summary of changes in our warranty reserves follows (in thousands):

	Three Months Ended June 30,			Six Months Ended June 30,		
	2023	2022		2023	2022	
Balance, beginning of period	$ 37,063	$ 26,667		$ 35,575	$ 26,264	
Additions to reserve from new home deliveries	5,982	5,308		10,388	9,836	
Warranty claims and recoveries	(6,830)	(538)	(1)	(9,748)	(4,663)	(1)
Adjustments to pre-existing reserves	—	—		—	—	
Balance, end of period	$ 36,215	$ 31,437		$ 36,215	$ 31,437	

(1) Includes recoveries for costs incurred over several years on a foundation design and performance matter that affected a single community in Texas.

Warranty reserves are included in Accrued liabilities on the accompanying unaudited consolidated balance sheets, and additions and adjustments to the reserves are included in Cost of home closings within the accompanying unaudited consolidated income statements. These reserves are intended to cover costs associated with our contractual and statutory warranty obligations, which include, among other items, claims involving defective workmanship and materials. We believe that our total reserves, coupled with our contractual relationships and rights with our trades and the insurance we and our trades maintain, are sufficient to cover our general warranty obligations. However, unanticipated changes in regulatory, legislative, weather, environmental or other conditions could have an impact on our actual warranty costs, and future costs could differ significantly from our estimates.

Revenue Recognition. In accordance with ASC 606, *Revenue from Contracts with Customers,* we apply the following steps in determining the timing and amount of revenue to recognize: (1) identify the contract with our customer; (2) identify the performance obligation(s) in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract, if applicable; and (5) recognize revenue when (or as) we satisfy the performance obligations. The performance obligations and subsequent revenue recognition for our three sources of revenue are outlined below:

- Revenue from home closings is recognized when closings have occurred, the risks and rewards of ownership are transferred to the buyer, and we have no continuing involvement with the property, which is generally upon the close of escrow. Revenue is reported net of any discounts and incentives.
- Revenue from land closings is recognized when a significant down payment is received, title passes, and collectability of the receivable, if any, is reasonably assured, and we have no continuing involvement with the property, which is generally upon the close of escrow.
- Revenue from financial services is recognized when closings have occurred and all financial services have been rendered, which is generally upon the close of escrow.

Home closing and land closing revenue expected to be recognized in any future year related to remaining performance obligations (if any) and the associated contract liabilities expected to be recognized as revenue, excluding revenue pertaining to contracts that have an original expected duration of one year or less, is not material. Revenue from financial services includes estimated future insurance policy renewal commissions as our performance obligations are satisfied upon issuance of the initial policy with a third party broker. The related contract assets for these estimated future renewal commissions are not material at

June 30, 2023 and December 31, 2022. Our three sources of revenue are disaggregated by type in the accompanying unaudited consolidated income statements.

Recent Accounting Pronouncements.

There are no recent accounting pronouncements that are expected to have a material impact on our financial statements or financial statement disclosures.

NOTE 2 — REAL ESTATE AND CAPITALIZED INTEREST

Real estate consists of the following (in thousands):

	As of	
	June 30, 2023	December 31, 2022
Homes under contract under construction (1)	$ 987,983	$ 822,428
Unsold homes, completed and under construction (1)	932,984	1,155,543
Model homes (1)	113,919	97,198
Finished home sites and home sites under development (2) (3)	2,313,714	2,283,094
Total	$ 4,348,600	$ 4,358,263

(1) Includes the allocated land and land development costs associated with each lot for these homes.

(2) Includes raw land, land held for development and land held for sale, less impairments, if any. We do not capitalize interest for inactive assets, and all ongoing costs of land ownership (i.e. property taxes, homeowner association dues, etc.) are expensed as incurred.

(3) Includes land held for sale of $8.6 million and $66.8 million as of June 30, 2023 and December 31, 2022, respectively.

Subject to sufficient qualifying assets, we capitalize our development period interest costs incurred to applicable qualifying assets in connection with our real estate development and construction activities. Capitalized interest is allocated to active real estate when incurred and charged to Cost of closings when the related property is delivered. A summary of our capitalized interest is as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Capitalized interest, beginning of period	$ 62,452	$ 59,082	$ 60,169	$ 56,253
Interest incurred	15,144	15,171	30,174	30,384
Interest expensed	—	—	—	(41)
Interest amortized to cost of home and land closings	(16,518)	(12,794)	(29,265)	(25,137)
Capitalized interest, end of period	$ 61,078	$ 61,459	$ 61,078	$ 61,459

NOTE 3 — VARIABLE INTEREST ENTITIES AND CONSOLIDATED REAL ESTATE NOT OWNED

We enter into purchase and option agreements for land or lots as part of the normal course of business. These purchase and option agreements enable us to acquire properties at one or multiple future dates at pre-determined prices. We believe these acquisition structures allow us to better leverage our balance sheet and reduce our financial risk associated with land acquisitions. In accordance with ASC 810, *Consolidation*, we evaluate all purchase and option agreements for land to determine whether they are a variable interest entity ("VIE"), and if so, whether we are the primary beneficiary. Although we do not have legal title to the underlying land, if we are the primary beneficiary we are required to consolidate the VIE in our financial statements and reflect its assets and liabilities as Real estate not owned and Liabilities related to real estate not owned, respectively. As a result of our analyses, we determined that as of June 30, 2023 and December 31, 2022, we were not the primary beneficiary of any VIEs from which we have acquired rights to land or lots under option contracts.

The table below presents a summary of our lots under option at June 30, 2023 (dollars in thousands):

	Projected Number of Lots	Purchase Price	Option/ Earnest Money Deposits–Cash
Purchase and option contracts recorded on balance sheet as Real estate not owned	—	$ —	$ —
Option contracts — non-refundable deposits, committed (1)	6,890	400,805	37,672
Purchase contracts — non-refundable deposits, committed (1)	5,408	154,591	19,930
Purchase and option contracts —refundable deposits, committed	2,109	158,893	2,035
Total committed	14,407	714,289	59,637
Purchase and option contracts — refundable deposits, uncommitted (2)	21,171	779,805	11,347
Total lots under contract or option	35,578	$ 1,494,094	$ 70,984
Total purchase and option contracts not recorded on balance sheet(3)	35,578	$ 1,494,094	$ 70,984 (4)

(1) Deposits are non-refundable except if certain contractual conditions are not performed by the selling party.

(2) Deposits are refundable at our sole discretion. We have not completed our acquisition evaluation process and we have not internally committed to purchase these lots.

(3) Except for our specific performance contracts recorded on the accompanying unaudited consolidated balance sheets as Real estate not owned (if any), none of our purchase or option contracts require us to purchase lots.

(4) Amount is reflected on the accompanying unaudited consolidated balance sheets in Deposits on real estate under option or contract as of June 30, 2023.

Generally, our options to purchase lots remain effective so long as we purchase a pre-established minimum number of lots on a pre-determined schedule in accordance with each respective agreement. Although the pre-established number is typically structured to approximate our expected rate of home construction starts, during a weakened homebuilding market, we may purchase lots at an absorption level that exceeds our expected orders and home starts pace to meet the pre-established minimum number of lots or restructure our original contract to terms that more accurately reflect our revised orders pace expectations. During a strong homebuilding market, we may accelerate our pre-established minimum purchases if allowed by the contract.

NOTE 4 - INVESTMENTS IN UNCONSOLIDATED ENTITIES

We may enter into joint ventures as a means of accessing larger parcels of land, expanding our market opportunities, managing our risk profile, optimizing deal structure for the impacted parties and leveraging our capital. While purchasing land through a joint venture can be beneficial, currently we do not view joint ventures as critical to the success of our homebuilding operations. Our joint venture partners generally are other homebuilders, land sellers or other real estate investors. We generally do not have a controlling interest in these ventures, which means our joint venture partners could cause the venture to take actions we disagree with or fail to take actions we believe should be undertaken, including the sale of the underlying property to repay debt or recoup all or part of the partners' investments. Based on the structure of these joint ventures, they may or may not be consolidated into our results. As of June 30, 2023, we had two active equity-method land joint ventures and one mortgage joint venture, which is engaged in mortgage activities and primarily provides services to our homebuyers.

Summarized condensed combined financial information related to unconsolidated joint ventures that are accounted for using the equity method was as follows (in thousands):

	As of	
	June 30, 2023	December 31, 2022
Assets:		
Cash	$ 3,114	$ 3,389
Real estate	20,301	17,965
Other assets	5,720	11,653
Total assets	$ 29,135	$ 33,007
Liabilities and equity:		
Accounts payable and other liabilities	$ 5,313	$ 11,397
Equity of:		
Meritage [1]	11,637	10,356
Other	12,185	11,254
Total liabilities and equity	$ 29,135	$ 33,007

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Revenue	$ 11,710	$ 9,840	$ 21,226	$ 19,078
Costs and expenses	(9,099)	(7,936)	(17,450)	(16,208)
Net earnings of unconsolidated entities	$ 2,611	$ 1,904	$ 3,776	$ 2,870
Meritage’s share of pre-tax earnings [1] [2]	$ 1,536	$ 1,208	$ 2,882	$ 2,192

(1) Balance represents Meritage’s interest, as reflected in the financial records of the respective joint ventures. This balance may differ from the balance reported in the accompanying unaudited consolidated financial statements due to the following reconciling items: (i) timing differences for revenue and distributions recognition, (ii) step-up basis and corresponding amortization, (iii) capitalization of interest on qualified assets, (iv) income deferrals as discussed in Note (2) below and (v) the cessation of allocation of losses from joint ventures in which we have previously written down our investment balance to zero and where we have no commitment to fund additional losses.

(2) Our share of pre-tax earnings/(loss) from our mortgage joint venture is recorded in (Loss)/earnings from financial services unconsolidated entities and other, net on the accompanying unaudited consolidated income statements. Our share of pre-tax earnings/(loss) from all other joint ventures is recorded in Other income/(expense), net on the accompanying unaudited consolidated income statements and excludes joint venture profit related to lots we purchased from the joint ventures, if any. Such profit is deferred until homes are delivered by us and title passes to a homebuyer.

NOTE 5 — LOANS PAYABLE AND OTHER BORROWINGS

Loans payable and other borrowings consist of the following (in thousands):

	As of	
	June 30, 2023	December 31, 2022
Other borrowings, real estate notes payable [1]	$ 11,204	$ 7,057
$835.0 million unsecured revolving credit facility	—	—
Total	$ 11,204	$ 7,057

(1) Reflects balance of non-recourse notes payable in connection with land purchases

The Company entered into an amended and restated unsecured revolving credit facility agreement ("Credit Facility") in 2014 that has been amended from time to time. In June 2023, the Credit Facility was amended to increase the facility size to $835.0 million, extend the maturity date to June 2, 2028, amend the accordion feature to permit the facility to increase by up to fifty percent of the facility size, increase the letter of credit sublimit up to the maximum size of the facility, eliminate the liquidity and interest coverage covenant and adjust certain covenant basket amounts. The Credit Facility's aggregate commitment is $835.0 million with an accordion feature permitting the size of the facility to increase to a maximum of $1.3 billion, subject to certain conditions, including the availability of additional bank commitments. Borrowings under the Credit Facility bear interest at the Company's option, at either (1) term SOFR (based on 1, 3, or 6 month interest periods, as selected by the Company) plus a 10 basis point adjustment plus an applicable margin (ranging from 125 basis points to 175 basis points (the "applicable margin")) based on the Company's leverage ratio as determined in accordance with a pricing grid, (2) the higher of (i) the prime lending rate ("Prime"), (ii) an overnight bank rate plus 50 basis points and (iii) term SOFR (based on a 1 month interest period) plus a 10 basis point adjustment plus 1%, in each case plus a margin ranging from 25 basis points to 75 basis points based on the Company's leverage in accordance with a pricing grid, or (3) daily simple SOFR plus a 10 basis point adjustment plus the applicable margin. At June 30, 2023, the interest rate on outstanding borrowings under the Credit Facility would have been 6.490% per annum, calculated in accordance with option (1) discussed previously and using the 1 month term SOFR. We are obligated to pay a fee on the undrawn portion of the Credit Facility at a rate equal to the applicable margin then in effect.

The Credit Facility also contains certain financial covenants, including (a) a minimum tangible net worth requirement of $2.8 billion (which amount is subject to increase over time based on subsequent earnings and proceeds from equity offerings), and (b) a maximum leverage covenant that prohibits the leverage ratio (as defined therein) from exceeding 60%. We were in compliance with all Credit Facility covenants as of June 30, 2023.

We had no outstanding borrowings under the Credit Facility as of June 30, 2023 and December 31, 2022. There were no borrowings or repayments under the Credit Facility during the three and six months ended June 30, 2023 and 2022. As of June 30, 2023, we had outstanding letters of credit issued under the Credit Facility totaling $40.1 million, leaving $794.9 million available under the Credit Facility to be drawn.

NOTE 6 — SENIOR NOTES, NET

Senior notes, net consist of the following (in thousands):

	As of	
	June 30, 2023	December 31, 2022
6.00% senior notes due 2025. At June 30, 2023 and December 31, 2022 there was approximately $1,568 and $1,977 in net unamortized premium, respectively.	401,568	401,977
5.125% senior notes due 2027	300,000	300,000
3.875% senior notes due 2029	450,000	450,000
Net debt issuance costs	(7,426)	(8,387)
Total	$ 1,144,142	$ 1,143,590

The indentures for all of our senior notes contain non-financial covenants including, among others, limitations on the amount of secured debt we may incur, and limitations on sale and leaseback transactions and mergers. We were in compliance with all such covenants as of June 30, 2023.

Obligations to pay principal and interest on the senior notes are guaranteed by substantially all of our wholly-owned subsidiaries (each a “Guarantor” and, collectively, the “Guarantor Subsidiaries”), each of which is directly or indirectly 100% owned by Meritage Homes Corporation. Such guarantees are full and unconditional, and joint and several. In the event of a sale or other disposition of all of the assets of any Guarantor, by way of merger, consolidation or otherwise, or a sale or other disposition of all of the equity interests of any Guarantor then held by Meritage and its subsidiaries, then that Guarantor may be released and relieved of any obligations under its note guarantee. There are no significant restrictions on our ability or the ability of any Guarantor to obtain funds from their respective subsidiaries, as applicable, by dividend or loan. We do not provide separate financial statements of the Guarantor Subsidiaries because Meritage (the parent company) has no independent assets or operations and the guarantees are full and unconditional and joint and several. Subsidiaries of Meritage Homes Corporation that are non-guarantor subsidiaries are, individually and in the aggregate, minor.

NOTE 7 — FAIR VALUE DISCLOSURES

ASC 820-10, *Fair Value Measurement* ("ASC 820"), defines fair value, establishes a framework for measuring fair value and addresses required disclosures about fair value measurements. This standard establishes a three-level hierarchy for fair value measurements based upon the significant inputs used to determine fair value. Observable inputs are those which are obtained from market participants external to the Company while unobservable inputs are generally developed internally, utilizing management's estimates, assumptions and specific knowledge of the assets/liabilities and related markets. The three levels are defined as follows:

- Level 1 — Valuation is based on quoted prices in active markets for identical assets and liabilities.
- Level 2 — Valuation is determined from quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar instruments in markets that are not active, or by model-based techniques in which all significant inputs are observable in the market.
- Level 3 — Valuation is derived from model-based techniques in which at least one significant input is unobservable and based on the company's own estimates about the assumptions that market participants would use to value the asset or liability.

If the only observable inputs are from inactive markets or for transactions which the Company evaluates as "distressed", the use of Level 1 inputs should be modified by the Company to properly address these factors, or the reliance of such inputs may be limited, with a greater weight attributed to Level 3 inputs.

Financial Instruments: The fair value of our fixed-rate debt is derived from quoted market prices by independent dealers (Level 2 inputs as per the discussion above) and is as follows (in thousands):

	As of			
	June 30, 2023		December 31, 2022	
	Aggregate Principal	Estimated Fair Value	Aggregate Principal	Estimated Fair Value
6.00% senior notes due 2025	$ 400,000	$ 399,000	$ 400,000	$ 397,520
5.125% senior notes due 2027	$ 300,000	$ 287,040	$ 300,000	$ 283,500
3.875% senior notes due 2029	$ 450,000	$ 397,125	$ 450,000	$ 380,610

Due to the short-term nature of other financial assets and liabilities, including our Loans payable and other borrowings, we consider the carrying amounts of our other short-term financial instruments to approximate fair value.

Non-Financial Instruments: Our Real estate assets are Level 3 instruments that are required to be recorded at fair value on non-recurring basis when events and circumstances indicate that the carrying value may not be recoverable. Refer to Note 1 for information regarding the valuation of these assets.

NOTE 8 — EARNINGS PER SHARE

Basic and diluted earnings per common share were calculated as follows (in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Basic weighted average number of shares outstanding	36,765	36,647	36,715	36,820
Effect of dilutive securities:				
Unvested restricted stock	426	315	434	419
Diluted average shares outstanding	37,191	36,962	37,149	37,239
Net earnings	$ 186,836	$ 250,084	$ 318,137	$ 467,338
Basic earnings per share	$ 5.08	$ 6.82	$ 8.67	$ 12.69
Diluted earnings per share	$ 5.02	$ 6.77	$ 8.56	$ 12.55

NOTE 9 — ACQUISITIONS AND GOODWILL

Goodwill. In prior years, we have entered new markets through the acquisition of the homebuilding assets and operations of local/regional homebuilders in Georgia, South Carolina and Tennessee. As a result of these transactions, we recorded approximately $33.0 million of goodwill. Goodwill represents the excess purchase price of our acquisitions over the fair value of the net assets acquired. Our acquisitions were recorded in accordance with ASC 805, *Business Combinations*, and ASC 820, using the acquisition method of accounting. The purchase price for acquisitions was allocated based on estimated fair value of the assets and liabilities at the date of the acquisition. The combined excess purchase price of our acquisitions over the fair value of the net assets is classified as goodwill and is included in our unaudited consolidated balance sheets in Prepaids, other assets and goodwill. In accordance with ASC 350, we assess the recoverability of goodwill annually, or more frequently, if impairment indicators are present.

A summary of the carrying amount of goodwill follows (in thousands):

	West	Central	East	Financial Services	Corporate	Total
Balance at December 31, 2022	$ —	$ —	$ 32,962	$ —	$ —	$ 32,962
Additions	—	—	—	—	—	—
Balance at June 30, 2023	$ —	$ —	$ 32,962	$ —	$ —	$ 32,962

NOTE 10 — STOCKHOLDERS' EQUITY

A summary of changes in stockholders' equity is presented below (in thousands):

	Six Months Ended June 30, 2023 (In thousands)				
	Number of Shares	**Common Stock**	**Additional Paid-In Capital**	**Retained Earnings**	**Total**
Balance at December 31, 2022	36,571	$ 366	$ 327,878	$ 3,621,367	$ 3,949,611
Net earnings	—	—	—	131,301	131,301
Stock-based compensation expense	—	—	6,225	—	6,225
Issuance of stock	287	3	(3)	—	—
Dividends declared	—	—	—	(9,927)	(9,927)
Share repurchases	(93)	(1)	(9,999)	—	(10,000)
Balance at March 31, 2023	36,765	$ 368	$ 324,101	$ 3,742,741	$ 4,067,210
Net earnings	—	—	—	186,836	186,836
Stock-based compensation expense	—	—	4,176	—	4,176
Dividends declared	—	—	—	(9,927)	(9,927)
Balance at June 30, 2023	36,765	$ 368	$ 328,277	$ 3,919,650	$ 4,248,295

	Six Months Ended June 30, 2022 (In thousands)				
	Number of Shares	Common Stock	Additional Paid-In Capital	Retained Earnings	Total
Balance at December 31, 2021	37,341	$ 373	$ 414,841	$ 2,629,175	$ 3,044,389
Net earnings	—	—	—	217,254	217,254
Stock-based compensation expense	—	—	5,975	—	5,975
Issuance of stock	392	4	(4)	—	—
Share repurchases	(1,038)	(10)	(99,293)	—	(99,303)
Balance at March 31, 2022	36,695	$ 367	$ 321,519	$ 2,846,429	$ 3,168,315
Net earnings	—	—	—	250,084	250,084
Stock-based compensation expense	—	—	4,070	—	4,070
Share repurchases	(128)	(1)	(9,999)	—	(10,000)
Balance at June 30, 2022	36,567	366	315,590	3,096,513	3,412,469

During the three months ended June 30, 2023, our Board of Directors approved, and we paid, a quarterly cash dividend on common stock of $0.27 per share. Quarterly dividends declared and paid during the six months ended June 30, 2023 totaled $0.54 per share. There were no such transactions in the three and six months ended June 30, 2022.

NOTE 11 — STOCK BASED AND DEFERRED COMPENSATION

We have a stock compensation plan, the Meritage Homes Corporation 2018 Stock Incentive Plan (the “2018 Plan"), that was approved by our Board of Directors and our stockholders and adopted in May 2018. In May 2023, the Board of Directors and stockholders approved an amendment to the Plan to increase the number of shares available for issuance by 800,000. The 2018 Plan is administered by our Board of Directors and allows for the grant of stock appreciation rights, restricted stock awards, restricted stock units, performance share awards and performance-based awards in addition to non-qualified and incentive stock options. All available shares from expired, terminated, or forfeited awards that remained under prior plans were merged into and became available for grant under the 2018 Plan. The 2018 Plan authorizes awards to officers, key employees, non-employee directors and consultants. The 2018 Plan authorizes 7,400,000 shares of stock to be awarded, of which 1,308,894 shares remain available for grant at June 30, 2023. We believe that such awards provide a means of long-term compensation to attract and retain qualified employees and better align the interests of our employees with those of our stockholders. Non-vested stock awards are usually granted with a five-year ratable vesting period for employees, a three-year cliff vesting for both restricted stock and performance-based awards granted to senior executive officers and either a three-year cliff vesting or one-year vesting for non-employee directors, dependent on their start date.

Compensation cost related to time-based restricted stock awards is measured as of the closing price on the date of grant and is expensed, less forfeitures, on a straight-line basis over the vesting period of the award. Compensation cost related to performance-based restricted stock awards is also measured as of the closing price on the date of grant but is expensed in accordance with ASC 718-10-25-20, *Compensation – Stock Compensation* ("ASC 718"), which requires an assessment of probability of attainment of the performance target. As our performance targets are dependent on performance over a specified measurement period, once we determine that the performance target outcome is probable, the cumulative expense is recorded immediately with the remaining expense recorded on a straight-line basis through the end of the award vesting period. A portion of the performance-based restricted stock awards granted to our executive officers contain market conditions as defined by ASC 718. ASC 718 requires that compensation expense for stock awards with market conditions be expensed based on a derived grant date fair value and expensed over the service period. We engage a third party to perform a valuation analysis on the awards containing market conditions and our associated expense with those awards is based on the derived fair value from that analysis and is expensed straight-line over the service period of the awards. Below is a summary of stock-based compensation expense and stock award activity (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Stock-based compensation expense	$ 4,176	$ 4,070	$ 10,401	$ 10,045
Non-vested shares granted	2,100	—	180,412	264,862
Performance-based non-vested shares granted	—	—	42,964	40,004
Performance-based shares issued in excess of target shares granted (1)	—	—	26,167	37,146
Restricted stock awards vested (includes performance-based awards)	—	—	287,171	392,160

(1) Performance-based shares that vested and were issued as a result of performance achievement exceeding the originally established targeted number of shares related to respective performance metrics.

The following table includes additional information regarding our stock compensation plan (dollars in thousands):

	As of	
	June 30, 2023	December 31, 2022
Unrecognized stock-based compensation cost	$ 36,709	$ 29,187
Weighted average years expense recognition period	2.12	1.98
Total equity awards outstanding (1)	739,109	803,769

(1) Includes unvested restricted stock awards, restricted stock units and performance-based awards (assuming100%/target payout).

We also offer a non-qualified deferred compensation plan ("deferred compensation plan") to highly compensated employees in order to allow them additional pre-tax income deferrals above and beyond the limits that qualified plans, such as 401(k) plans, impose on highly compensated employees. We do not currently offer a contribution match on the deferred compensation plan. All contributions to the plan to date have been funded by the employees and, therefore, we have no associated expense related to the deferred compensation plan for the three and six months ended June 30, 2023 or 2022, other than minor administrative costs.

NOTE 12 — INCOME TAXES

Components of the income tax provision are as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Federal	$ 41,831	$ 67,118	$ 68,271	$ 123,463
State	10,857	14,493	18,419	26,777
Total	$ 52,688	$ 81,611	$ 86,690	$ 150,240

The effective tax rate for the three and six months ended June 30, 2023 was22.0% and 21.4%, and for the three and six months ended June 30, 2022 was24.6% and 24.3%, respectively. The lower tax rate for the three and six months ended June 30, 2023 reflects the increased §45L energy-efficient homes federal tax credit on qualifying homes under the Internal Revenue Code ("IRC") enacted in the Inflation Reduction Act ("IRA") in August 2022. There were no such credits available in the first six months of 2022.

The IRA retroactively extended the IRC §45L energy-efficient homes federal tax credit to homes delivered from January 1, 2022 through December 31, 2032, modified the energy standards required to qualify for the tax credit and increased the per-home credit amount starting in 2023. Among other provisions, the IRA also created a 15% corporate alternative minimum tax on certain profits and a 1% excise tax on net stock repurchases. The alternative minimum tax and excise tax were effective for us on January 1, 2023 and did not have a material impact on our consolidated financial statements for the three and six months ended June 30, 2023.

At June 30, 2023 and December 31, 2022, we have no unrecognized tax benefits. We believe our current income tax filing positions and deductions will be sustained on audit and do not anticipate any adjustments that will result in a material change. Our policy is to accrue interest and penalties on unrecognized tax benefits and include them in the provision for income taxes.

We determine our deferred tax assets and liabilities in accordance with ASC 740, *Income Taxes*. We evaluate our deferred tax assets, including the benefit from net operating losses ("NOLs"), by jurisdiction to determine if a valuation allowance is required. This evaluation considers, among other matters, the nature, frequency and severity of cumulative losses, forecasts of future profitability, the length of statutory carry forward periods, experiences with operating losses and experiences of utilizing tax credit carry forwards and tax planning alternatives. We have no NOLs or credit carryovers, and determined that no valuation allowance on our deferred tax assets is necessary at June 30, 2023.

At June 30, 2023, we have $11.0 million in income taxes payable and no income taxes receivable. The income taxes payable primarily consists of current federal and state tax accruals, net of current energy tax credits and estimated tax payments and is recorded in Accrued liabilities on the accompanying unaudited consolidated balance sheets at June 30, 2023.
We conduct business and are subject to tax in the U.S. both federally and in several states. With few exceptions, we are no longer subject to U.S. federal, state, or local income tax examinations by taxing authorities for years prior to 2018. We have one state income tax examination covering various years pending resolution at this time.

NOTE 13 — SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

The following table presents certain supplemental cash flow information (in thousands):

	Six Months Ended June 30,			
	2023		2022	
Cash paid during the year for:				
Interest, net of interest capitalized	$	(934)	$	(1,282)
Income taxes paid	$	86,587	$	168,464
Non-cash operating activities:				
Real estate acquired through notes payable	$	6,356	$	9,861

NOTE 14 — OPERATING AND REPORTING SEGMENTS

We operate with two principal business segments: homebuilding and financial services. As defined in ASC 280-10, *Segment Reporting*, we have ten homebuilding operating segments. The homebuilding segments are engaged in the business of acquiring and developing land, constructing homes, marketing and selling those homes and providing warranty and customer services. We aggregate our homebuilding operating segments into reporting segments based on similar long-term economic characteristics and geographical proximity. Our three reportable homebuilding segments are as follows:

West:	Arizona, California, Colorado and Utah
Central:	Texas
East:	Florida, Georgia, North Carolina, South Carolina and Tennessee

Management's evaluation of segment performance is based on homebuilding segment operating income, which we define as home and land closing revenue less cost of home and land closings, including land development and other land sales costs, commissions and other sales costs, and other general and administrative costs incurred by or allocated to each segment, including impairments. Each reportable segment follows the same accounting policies described in Note 1, "Organization and Basis of Presentation." Operating results for each segment may not be indicative of the results for such segment had it been an independent, stand-alone entity for the periods presented.

The following segment information is in thousands:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Homebuilding revenue [1]:				
West	$ 528,977	$ 487,803	$ 963,114	$ 982,309
Central	458,709	424,036	884,159	779,660
East	579,714	500,542	999,435	937,346
Consolidated total	$ 1,567,400	$ 1,412,381	$ 2,846,708	$ 2,699,315
Homebuilding segment operating income:				
West	$ 52,283	$ 115,403	$ 91,092	$ 236,259
Central	83,491	100,203	148,782	175,463
East	103,517	119,395	164,393	212,943
Total homebuilding segment operating income	239,291	335,001	404,267	624,665
Financial services segment profit	(2,557)	4,079	366	7,413
Corporate and unallocated costs [2]	(10,072)	(6,927)	(21,512)	(13,684)
Interest expense	—	—	—	(41)
Other income/(expense), net	12,862	(458)	21,706	(775)
Earnings before income taxes	$ 239,524	$ 331,695	$ 404,827	$ 617,578

(1) Homebuilding revenue includes the following land closing revenue, by segment:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Land closing revenue:				
West	$ 9,760	$ 1,725	$ 26,575	$ 32,807
Central	1,908	1,709	2,478	9,505
East	12,711	—	12,711	2,600
Total	$ 24,379	$ 3,434	$ 41,764	$ 44,912

(2) Balance consists primarily of corporate costs and shared service functions such as finance and treasury that are not allocated to the homebuilding or financial services reporting segments.

	At June 30, 2023					
	West	Central	East	Financial Services	Corporate and Unallocated	Total
Deposits on real estate under option or contract	$ 14,119	$ 8,962	$ 47,903	$ —	$ —	$ 70,984
Real estate	1,708,328	1,204,692	1,435,580	—	—	4,348,600
Investments in unconsolidated entities	74	2,847	8,697	—	833	12,451
Other assets	52,887 (1)	223,378 (2)	105,512 (3)	1,821	1,250,008 (4)	1,633,606
Total assets	$ 1,775,408	$ 1,439,879	$ 1,597,692	$ 1,821	$ 1,250,841	$ 6,065,641

(1) Balance consists primarily of cash and cash equivalents, prepaids and other assets and property and equipment, net

(2) Balance consists primarily of cash and cash equivalents, development reimbursements from local municipalities and prepaids and other assets.

(3) Balance consists primarily of cash and cash equivalents, goodwill (see Note 9), prepaids and other assets and property and equipment, net.

(4) Balance consists primarily of cash and cash equivalents, deferred tax assets and prepaids and other assets.

	At December 31, 2022										
	West		Central		East		Financial Services	Corporate and Unallocated		Total
Deposits on real estate under option or contract	$ 21,599		$ 8,992		$ 46,138		$ —	$ —		$ 76,729
Real estate	1,775,879		1,298,455		1,283,929		—	—		4,358,263
Investments in unconsolidated entities	110		2,866		7,503		—	1,274		11,753
Other assets	99,267	(1)	241,470	(2)	132,181	(3)	1,536	850,902	(4)	1,325,356
Total assets	$ 1,896,855		$ 1,551,783		$ 1,469,751		$ 1,536	$ 852,176		$ 5,772,101

(1) Balance consists primarily of cash and cash equivalents, development reimbursements from local municipalities and property and equipment, net.

(2) Balance consists primarily of cash and cash equivalents, development reimbursements from local municipalities and prepaids and other assets

(3) Balance consists primarily of cash and cash equivalents, goodwill, prepaids and other assets and property and equipment, net

(4) Balance consists primarily of cash and cash equivalents, deferred tax assets and prepaids and other assets

NOTE 15 — COMMITMENTS AND CONTINGENCIES

We are involved in various routine legal and regulatory proceedings, including, without limitation, claims and litigation alleging construction defects. In general, the proceedings are incidental to our business, and most exposure is subject to and should be covered by warranty and indemnity obligations of our consultants and subcontractors. Additionally, some such claims are also covered by insurance. With respect to the majority of pending litigation matters, our ultimate legal and financial responsibility, if any, cannot be estimated with certainty and, in most cases, any potential material losses related to these matters are not considered probable. Historically, most disputes regarding warranty claims are resolved prior to litigation. We believe there are no pending legal or warranty matters as of June 30, 2023 that could have a material adverse impact upon our consolidated financial condition, results of operations or cash flows that have not been sufficiently reserved.

As discussed in Note 1 under the heading "Warranty Reserves", we have case specific reserves within our $36.2 million of total warranty reserves related to alleged stucco defects in certain homes we constructed predominantly between 2006 and 2017 and HVAC condensation issues in limited geographies for homes constructed and delivered in 2021 and the first half of 2022. Our review and handling of these matters is ongoing and our estimate of and reserves for resolving them is based on internal data, our judgment and various assumptions and estimates. Due to the degree of judgment and the potential for variability in our underlying assumptions and data, as we obtain additional information, we may revise our estimate and thus our related reserves. As of June 30, 2023, after considering potential recoveries from the consultants and contractors involved and their insurers and the potential recovery under our general liability insurance policies, we believe our reserves are sufficient to cover the above mentioned matter. See Note 1 for information related to our warranty obligations.

Special Note of Caution Regarding Forward-Looking Statements

In passing the Private Securities Litigation Reform Act of 1995 (“PSLRA”), Congress encouraged public companies to make “forward-looking statements” by creating a safe-harbor to protect companies from securities law liability in connection with forward-looking statements. We intend to qualify both our written and oral forward-looking statements for protection under the PSLRA.

The words “believe,” “expect,” “anticipate,” “forecast,” “plan,” “intend,” “may,” “will,” “should,” “could,” “estimate,” "target," and “project” and similar expressions identify forward-looking statements, which speak only as of the date the statement was made. All statements we make other than statements of historical fact are forward-looking statements within the meaning of that term in Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"). Forward-looking statements in this Annual Report include statements concerning our belief that we have ample liquidity; our goals, strategies and strategic initiatives including our all-spec strategy and the anticipated benefits relating thereto; our intentions and the expected benefits and advantages of our product and land positioning strategies, including with respect to our focus on the first-time and first move-up home buyer and housing demand for affordable homes; the benefits of and our intentions to use options to acquire land; our positions and our expected outcome relating to litigation and regulatory proceedings in general; our intentions to pay quarterly dividends; the sustainability of our tax positions; that we may repurchase our debt and equity securities; our non-use of derivative financial instruments; expectations regarding our industry and our business for the remainder of 2023 and beyond; the demand for and the pricing of our homes; our land and lot acquisition strategy (including that we will redeploy cash to acquire well-positioned finished lots and that we may participate in joint ventures or opportunities outside of our existing markets if opportunities arise and the benefits relating thereto); that we may expand into new markets; the availability of labor and materials for our operations; that we may seek additional debt or equity capital; our expectation that existing guarantees, letters of credit and performance and surety bonds will not be drawn on; the sufficiency of our insurance coverage and legal and warranty reserves; the outcome of pending litigation; the sources and sufficiency of our capital resources to support our business strategy; the sufficiency of our land pipeline; the impact of new accounting standards and changes in accounting estimates; trends and expectations concerning future demand for homes, home construction cycle times, sales prices, sales orders, cancellations, construction and materials costs and availability, gross margins, land costs, community counts and profitability and future home supply and inventories; our future cash needs and sources, and the impact of seasonality.

Important factors that could cause actual results to differ materially from those in forward-looking statements, and that could negatively affect our business include, but are not limited to, the following: increases in mortgage interest rates and the availability and pricing of residential mortgages; inflation in the cost of materials used to develop communities and construct homes; cancellation rates; supply chain and labor constraints; the ability of our potential buyers to sell their existing homes; our ability to acquire and develop lots may be negatively impacted if we are unable to obtain performance and surety bonds; the adverse effect of slow absorption rates; legislation related to tariffs; impairments of our real estate inventory; competition; home warranty and construction defect claims; failures in health and safety performance; fluctuations in quarterly operating results; our level of indebtedness; our ability to obtain financing if our credit ratings are downgraded; our potential exposure to and impacts from natural disasters or severe weather conditions; the availability and cost of finished lots and undeveloped land; the success of our strategy to offer and market entry-level and first move-up homes; a change to the feasibility of projects under option or contract that could result in the write-down or write-off of earnest money or option deposits; our limited geographic diversification; the replication of our energy-efficient technologies by our competitors; shortages in the availability and cost of subcontract labor; our exposure to information technology failures and security breaches and the impact thereof; the loss of key personnel; changes in tax laws that adversely impact us or our homebuyers; our inability to prevail on contested tax positions; failure of our employees and representatives to comply with laws and regulations; our compliance with government regulations related to our financial services operations; negative publicity that affects our reputation; potential disruptions to our business by an epidemic or pandemic (such as COVID-19), and measures that federal, state and local governments and/or health authorities implement to address it; and other factors identified in documents filed by the Company with the Securities and Exchange Commission, including those set forth in our Form 10-K for the year ended December 31, 2022 under the caption "Risk Factors."

Forward-looking statements express expectations of future events. All forward-looking statements are inherently uncertain, as they are based on various expectations and assumptions concerning future events and they are subject to numerous known and unknown risks and uncertainties that could cause actual events or results to differ materially from those projected. Due to these inherent uncertainties, the investment community is urged not to place undue reliance on forward-looking statements. In addition, we disclaim and undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to projections over time, except as required by law.

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

Overview and Outlook

The second quarter of 2023 continued to see increased new home demand similar with the first quarter of this year as compared to the latter half of 2022. Homebuyers have begun to acclimate to higher interest rates and their previous hesitancy to purchase a home during uncertain economic conditions has adjusted accordingly. Despite the normalization of higher interest rates, homebuyers are still looking for assistance with monthly mortgage affordability, primarily in the form of interest rate locks or buy-downs. While there is a continuing lack of visibility in the economy, demand has been healthy in 2023. We expect the housing undersupply in the resale market and favorable demographics to provide a strong long-term runway for future homebuying demand, particularly for affordable, quick move-in homes, and believe that our all-spec strategy with a commitment to finding the market price will allow us to meet the demand and continue to grow our market share.

Production costs continue to be elevated due to persistent inflation but have come down slightly from the second quarter of 2022. We expect that over the long term, costs will decline and cycle times will continue to shorten and stabilize as the homebuilding market returns to normal levels. We reduced our construction cycle time by over three weeks for new home starts in the second quarter of 2023 as compared to the first quarter, nearing our historical averages.

Summary Company Results

We achieved record second quarter home closing revenue and units volume of $1.5 billion on 3,490 homes, up from $1.4 billion on 3,221 homes closed in the second quarter of 2022. The 9.5% increase in home closing revenue year-over-year was driven primarily by the 8.4% higher volume and aided by a 1.1% increase in average sales price ("ASP") on closings. ASP on closings improved despite increased incentives due to a favorable mix of closings in higher-priced markets. Second quarter home closing gross margin declined to 24.4% for home closing gross profit of $377.0 million compared to 31.6% and $444.7 million, respectively, in the second quarter of 2022. The margin deterioration is due primarily to the increased incentives offered in response to the market slowdown that began in 2022. Financial services loss of $2.6 million in the second quarter of 2023, as compared to profit of $4.1 million in 2022, reflects $7.9 million of charges taken for unused prepaid interest rate locks that expired during the period. Commissions and other sales costs of $95.8 million in the three months ended June 30, 2023 increased $26.4 million due to higher home closing revenue and higher broker commission rates paid in response to current market conditions. General and administrative expenses of $52.1 million in the three months ended June 30, 2023 were 3.4% of home closing revenue, consistent with the same period in 2022. Other income, net of $12.9 million increased from a net expense of $0.5 million in the prior year primarily due to the higher interest rate earned on a larger cash balance. Earnings before income taxes for the second quarter of 2023 of $239.5 million decreased $92.2 million year over year from $331.7 million in 2022. The lower effective income tax rate of 22.0% compared to 24.6% in 2022 reflects the benefit from earned eligible energy tax credits on qualifying homes under the Inflation Reduction Act ("IRA") enacted in August 2022. The decrease in year-over-year profitability partially offset by a lower tax rate, resulted in net earnings of $186.8 million in the second quarter of 2023 versus $250.1 million in the second quarter of 2022.

Similar to the second quarter, 5.1% higher home closing volume led to a 5.7% improvement in home closing revenue for the six months ended June 20, 2023 versus 2022. Home closing gross margin of 23.5% declined 750 basis points year over year, for a $162.9 million decrease in home closing gross profit. Lower gross margin, profitability and a lower effective tax rate of 21.4% led to net income of $318.1 million for the six months ended June 30, 2023, compared to $467.3 million for the 2022 period.

Home orders of 3,340 for the quarter ended June 30, 2023 were 11.3% lower than the second quarter of 2022 on a relatively flat average active community count, reflecting an 11.4% decrease in orders pace to 3.9 per month compared to 4.4 in 2022. The lower orders pace in the second quarter of 2023 was primarily from the timing of community openings and closings with a disproportionate share of closings in the first month of the quarter and openings in the last month of the quarter. Home order value decreased 18.5% year-over-year, to $1.5 billion during the three months ended June 30, 2023, versus $1.8 billion in the same period of 2022, due to the lower volume as well as an 8.1% decrease in ASP on orders. The lower ASP on orders year over year is due to increased incentives to assist homebuyer affordability, primarily related to interest rates. Our cancellation rate returned to a more normalized 12% in the second quarter of 2023, down sequentially from 15% in the first quarter of 2023 and 13% in the second quarter of 2022.

Similar to the second quarter, for the six months ended June 30, 2023, home orders and home order value decreased 10.7% and 16.7%, respectively, over the prior year, with a cancellation rate of 13% compared to 11% for the prior year period. We ended the second quarter of 2023 with 3,772 homes in backlog valued at $1.7 billion, decreases of 47.9% and 50.9%, respectively, from June 30, 2022. The decrease in backlog units is due to an 89.0% backlog conversion rate during the second quarter of 2023 combined with lower order volume.

We ended the second quarter of 2023 with 291 active communities, down from 303 at June 30, 2023 although up sequentially from 278 at March 31, 2023. We purchased approximately 5,700 lots for $241.6 million, spent $477.0 million on land development and started construction on 6,558 homes during the six months ended June 30, 2023.

Company Positioning

We believe that the investments in our new communities designed for the first-time and first move-up homebuyer, our commitment to being primarily an all-spec builder, and industry-leading innovation in energy-efficient product offerings and automation, create a differentiated strategy that has aided us in our growth in the highly competitive new home market.

Our focus on growing our community count and market share includes the following strategic initiatives:

- Achieving or maintaining a position of at least 5% market share in all of our markets;
- Delivering affordable homes on a shorter timeline through simplification of production processes and maintaining market-appropriate levels of spec inventory;
- Continuously improving the overall home buying experience through simplification and innovation;
- Maintaining our home closing gross profit by growing closing volume, allowing us to better leverage our overhead;
- Leveraging and expanding on technological solutions through digital offerings to our customers, such as our virtual home tours, interactive maps, digital financial services offerings and online warranty portal; and
- Increasing homeowner satisfaction by offering healthier, energy-efficient homes that come equipped with a suite of home automation standard features. Our efforts were recognized in the second quarter of 2023 with the 2023 ENERGY STAR® Residential New Construction Market Leader Award from the Environmental Protection Agency.

In addition to these strategic initiatives, we also remain committed to the following:

- Carefully managing our liquidity and a strong balance sheet; we ended the second quarter with a 21.4% debt-to-capital ratio and a (0.2)% net debt-to-capital ratio;
- Maximizing returns to our shareholders through improved financial performance, dividend payments and share repurchases;
- Managing construction efficiencies and costs through national and regional vendor relationships with a focus on timely, quality construction and warranty management;
- Promoting a positive environment for our employees through our commitment to foster diversity, equity, and inclusion ("DE&I") and providing market-competitive benefits in order to develop and motivate our employees and to minimize turnover and to maximize recruitment efforts;
- Maintaining a solid orders pace through the use of our consumer and market research to ensure that we build homes that offer our buyers their desired features and amenities; and
- Continuing to innovate and promote our energy efficiency program and our M.Connected® Automation Suite to create differentiation for the Meritage brand.

Critical Accounting Estimates

The critical accounting estimates that we deem to involve the most difficult, subjective or complex judgments include valuation of real estate and cost of home closings, warranty reserves and valuation of deferred tax assets. There have been no significant changes to our critical accounting estimates during the six months ended June 30, 2023 compared to those disclosed in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, included in our 2022 Annual Report on Form 10-K.

Home Closing Revenue, Home Orders and Order Backlog

The composition of our closings, home orders and backlog is constantly changing and is based on a changing mix of communities with various price points between periods as new projects open and existing projects wind down and close-out. Further, individual homes within a community can range significantly in price due to differing square footage, option selections, lot sizes and quality and location of lots (e.g. cul-de-sac, view lots, greenbelt lots). These variations result in a lack of meaningful comparability between our home orders, closings and backlog due to the changing mix between periods. The tables on the following pages present operating and financial data that we consider most critical to managing our operations (dollars in thousands):

Home Closing Revenue	Three Months Ended June 30,		Quarter over Quarter	
	2023	**2022**	**Change $**	**Change %**
Total				
Dollars	$ 1,543,021	$ 1,408,947	$ 134,074	9.5 %
Homes closed	3,490	3,221	269	8.4 %
Average sales price	$ 442.1	$ 437.4	$ 4.7	1.1 %
West Region				
Dollars	$ 519,217	$ 486,078	$ 33,139	6.8 %
Homes closed	997	925	72	7.8 %
Average sales price	$ 520.8	$ 525.5	$ (4.7)	(0.9) %
Central Region				
Dollars	$ 456,801	$ 422,327	$ 34,474	8.2 %
Homes closed	1,094	1,048	46	4.4 %
Average sales price	$ 417.6	$ 403.0	$ 14.6	3.6 %
East Region				
Dollars	$ 567,003	$ 500,542	$ 66,461	13.3 %
Homes closed	1,399	1,248	151	12.1 %
Average sales price	$ 405.3	$ 401.1	$ 4.2	1.0 %

	Six Months Ended June 30,		Quarter over Quarter	
	2023	**2022**	**Change $**	**Change %**
Total				
Dollars	$ 2,804,944	$ 2,654,403	$ 150,541	5.7 %
Homes closed	6,387	6,079	308	5.1 %
Average sales price	$ 439.2	$ 436.7	$ 2.5	0.6 %
West Region				
Dollars	$ 936,539	$ 949,502	$ (12,963)	(1.4) %
Homes closed	1,782	1,789	(7)	(0.4) %
Average sales price	$ 525.6	$ 530.7	$ (5.1)	(1.0) %
Central Region				
Dollars	$ 881,681	$ 770,155	$ 111,526	14.5 %
Homes closed	2,142	1,921	221	11.5 %
Average sales price	$ 411.6	$ 400.9	$ 10.7	2.7 %
East Region				
Dollars	$ 986,724	$ 934,746	$ 51,978	5.6 %
Homes closed	2,463	2,369	94	4.0 %
Average sales price	$ 400.6	$ 394.6	$ 6.0	1.5 %

Home Orders (1)	Three Months Ended June 30,		Quarter over Quarter	
	2023	2022	Change $	Change %
Total				
Dollars	$ 1,474,713	$ 1,809,870	$ (335,157)	(18.5) %
Homes ordered	3,340	3,767	(427)	(11.3) %
Average sales price	$ 441.5	$ 480.5	$ (39.0)	(8.1) %
West Region				
Dollars	$ 515,325	$ 632,227	$ (116,902)	(18.5) %
Homes ordered	990	1,075	(85)	(7.9) %
Average sales price	$ 520.5	$ 588.1	$ (67.6)	(11.5) %
Central Region				
Dollars	$ 440,377	$ 491,394	$ (51,017)	(10.4) %
Homes ordered	1,065	1,096	(31)	(2.8) %
Average sales price	$ 413.5	$ 448.4	$ (34.9)	(7.8) %
East Region				
Dollars	$ 519,011	$ 686,249	$ (167,238)	(24.4) %
Homes ordered	1,285	1,596	(311)	(19.5) %
Average sales price	$ 403.9	$ 430.0	$ (26.1)	(6.1) %

	Six Months Ended June 30,		Quarter over Quarter	
	2023	2022	Change $	Change %
Total				
Dollars	$ 2,981,606	$ 3,577,580	$ (595,974)	(16.7) %
Homes ordered	6,827	7,641	(814)	(10.7) %
Average sales price	$ 436.7	$ 468.2	$ (31.5)	(6.7) %
West Region				
Dollars	$ 1,151,261	$ 1,245,576	$ (94,315)	(7.6) %
Homes ordered	2,276	2,180	96	4.4 %
Average sales price	$ 505.8	$ 571.4	$ (65.6)	(11.5) %
Central Region				
Dollars	$ 860,898	$ 1,039,961	$ (179,063)	(17.2) %
Homes ordered	2,138	2,392	(254)	(10.6) %
Average sales price	$ 402.7	$ 434.8	$ (32.1)	(7.4) %
East Region				
Dollars	$ 969,447	$ 1,292,043	$ (322,596)	(25.0) %
Homes ordered	2,413	3,069	(656)	(21.4) %
Average sales price	$ 401.8	$ 421.0	$ (19.2)	(4.6) %

(1) Home orders for any period represent the aggregate sales price of all homes ordered, net of cancellations. We do not include orders contingent upon the sale of a customer's existing home or a mortgage pre-approval as a sales contract until the contingency is removed.

Order Backlog [(1)]

	At June 30,		Quarter over Quarter	
	2023	2022	Change $	Change %
Total				
Dollars	$ 1,687,536	$ 3,438,853	$ (1,751,317)	(50.9) %
Homes in backlog	3,772	7,241	(3,469)	(47.9) %
Average sales price	$ 447.4	$ 474.9	$ (27.5)	(5.8) %
West Region				
Dollars	$ 669,636	$ 1,259,771	$ (590,135)	(46.8) %
Homes in backlog	1,366	2,257	(891)	(39.5) %
Average sales price	$ 490.2	$ 558.2	$ (68.0)	(12.2) %
Central Region				
Dollars	$ 401,601	$ 1,042,689	$ (641,088)	(61.5) %
Homes in backlog	959	2,349	(1,390)	(59.2) %
Average sales price	$ 418.8	$ 443.9	$ (25.1)	(5.7) %
East Region				
Dollars	$ 616,299	$ 1,136,393	$ (520,094)	(45.8) %
Homes in backlog	1,447	2,635	(1,188)	(45.1) %
Average sales price	$ 425.9	$ 431.3	$ (5.4)	(1.3) %

(1) Our backlog represents net home orders that have not closed.

Active Communities and Cancellation Rates

Active Communities	Three Months Ended June 30,				Six Months Ended June 30,			
	2023		2022		2023		2022	
	Ending	Average	Ending	Average	Ending	Average	Ending	Average
Total	**291**	**284.5**	**303**	**285.5**	**291**	**280.1**	**303**	**276.9**
West Region	98	97.0	107	94.0	98	96.0	107	88.7
Central Region	82	82.0	80	77.5	82	81.7	80	76.1
East Region	111	105.5	116	114.0	111	102.4	116	112.1

Cancellation Rates [(2)]

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Total	**12 %**	**13 %**	**13 %**	**11 %**
West Region	15 %	17 %	14 %	14 %
Central Region	11 %	17 %	14 %	14 %
East Region	9 %	7 %	12 %	7 %

(2) Cancellation rates are computed as the number of canceled units for the period divided by the gross sales units for the same period.

Operating Results

Companywide. We had our highest second quarter home closing revenue and volume in Company history, improving 9.5% and 8.4%, respectively, over prior year, with 3,490 closings valued at $1.5 billion for the three months ended June 30, 2023, compared to 3,221 closings valued at $1.4 billion in 2022. Despite entering the 2023 second quarter with lower backlog than prior year, home closing volume increased 8.4% over the second quarter of 2022 due to a backlog conversion rate of 89.0%, as compared to 48.1% in the prior second quarter period. Home order volume declined by 11.3% to 3,340 homes as compared to 3,767 homes in the second quarter of 2022, primarily due to an 11.4% decline in orders pace of 3.9 per month, down from 4.4 per month in the same period of 2022. Home order value of $1.5 billion declined 18.5% from the second quarter of 2022 due to the decrease in order volume combined with an 8.1% lower ASP on orders as we increased incentives to meet the market's need for affordability impacted by successive interest rate hikes. Order cancellations of 12% for the second quarter of 2023 improved slightly from 13% in the second quarter of 2022 and are in line with historical averages for the Company.

For the six months ended June 30, 2023, home closing volume increased 5.1% to 6,387 closings, which combined with a 0.6% year-over-year increase in ASP on closings led to home closing revenue of $2.8 billion, up 5.7% from $2.7 billion in the prior year period. Similar to the second quarter, home order volume of 6,827 was down 10.7% from prior year due to a 10.9% decrease in orders pace that was partially offset by a 1.2% increase in average active communities. As demand returns to normalized levels, our 2023 year-to-date orders pace of 4.1 homes per month was down from the elevated pace of 4.6 in 2022 but still exceeded our target of 4 homes per month. The lower order volume and a 6.7% decrease in ASP on orders led to 16.7% decrease in order value of $3.0 billion. We ended the second quarter of 2023 with 291 actively selling communities, down from 303 June 30, 2022 but up sequentially from 278 at March 31, 2023. The quarter ended with 3,772 homes in backlog valued at $1.7 billion, compared to 7,241 units valued at $3.4 billion at June 30, 2022, due to entering the quarter with fewer homes in backlog, higher home closing volume, higher backlog conversion rate and lower orders.

West. The West Region generated $519.2 million in home closing revenue on 997 homes in the second quarter of 2023, up from $486.1 million on 925 homes in the prior year period. The 7.8% increase in volume resulted in a 6.8% increase in home closing revenue, as ASP on closings decreased 0.9% due to higher incentives. Home orders in the second quarter of 2023 of 990 were down 7.9% from 1,075 in the prior year, despite a 3.2% increase in average active communities due to a 10.5% decrease in orders pace to 3.4 homes per month from 3.8 per month in 2022. Home order value of $515.3 million for the second quarter of 2023 decreased 18.5% from prior year, due to the decrease in order volume coupled with lower ASP. The West Region had some of the most significant price increases over the past few years and accordingly has required the steepest sales price adjustments to find the market clearing price. In response, we have increased incentives in the Region, resulting in an 11.5% decrease in ASP on orders. The West Region cancellation rate of 15% in the second quarter of 2023 improved from 17% in the prior year.

For the six months ended June 30, 2023, home closing revenue of $936.5 million decreased 1.4% due to slight declines in both home closing volume and ASP on closings. Home closing volume gains in both California and Colorado were offset by a decrease in Arizona, and all markets experienced a decrease in ASP on closings. Order volume in the West Region increased 4.4% year-to-date due entirely to an 8.2% increase in the average number of actively selling communities, as year-to-date orders pace decreased 2.4% to 4.0 homes per month. ASP on orders decreased 11.5%, and home order value of $1.2 billion was down 7.6% from the combined effect of higher volume and lower ASPs. The year-to-date cancellation rate of 14% is consistent with the prior year period. The West Region ended the second quarter of 2023 with 1,366 homes in backlog valued at $669.6 million, compared to 2,257 units valued at $1.3 billion at June 30, 2022, decreases of 39.5% and 46.8%, respectively.

Central. The Central Region closed 1,094 homes in the three months ended June 30, 2023, up 4.4% from 1,048 in 2022. Home closing revenue of $456.8 million increased 8.2%, driven by the increased volume and a 3.6% increase in ASP on closings from geographic mix. Home order volume decreased 2.8% to 1,065 homes in the second quarter of 2023, despite a 5.8% increase in average active communities, due to an 8.5% decrease in orders pace to 4.3 homes per month. Demand remains high in the Central Region, although is returning closer to normalized levels in 2023 from the elevated pace of 4.7 per month in the second quarter of 2022. The lower order volume combined with a 7.8% decrease in ASP on orders drove a decrease in order value of 10.4%, to $440.4 million in the second quarter of 2023, from $491.4 million in the prior year quarter. The Central Region had significant improvement in its cancellation rate of 11% in the second quarter of 2023, down year over year and sequentially from 17% in both the second quarter of 2022 and the first quarter of 2023.

Year-to-date results in the Central Region were similar to those of the second quarter. For the six months ended June 30, 2023, home closing revenue of $881.7 million on 2,142 home closings increased and 14.5% and 11.5%, respectively. Orders and ASP on orders both declined year-over-year, down 10.6% and 7.4%, respectively, resulting in a 17.2% decrease in order value of $860.9 million on 2,138 homes. Order volume was lower due to a 15.4% decrease in orders pace, as the Region increased their average active community count by 7.4%. While orders pace decreased compared to prior year, the Central Region orders pace exceeded our target of 4 homes per month at 4.4, down from an elevated 5.2 in 2022. The year-to-date cancellation rate of 14% is consistent with prior year. The Central Region ended the quarter with 959 units in backlog valued at $401.6 million, down 59.2% and 61.5%, respectively, compared to June 30, 202.

East. During the three months ended June 30, 2023, the East Region closed 1,399 homes for $567.0 million, compared to 1,248 closings and $500.5 million in home closing revenue in the comparable prior year period. The 12.1% increase in volume due to improved backlog conversion and closings from our new markets in 2023, coupled with a 1.0% increase in ASP on closings resulted in 13.3% higher home closing revenue. With 7.5% fewer average active communities and a 12.8% decline in orders pace, home orders fell 19.5% to 1,285 in the second quarter of 2023 from 1,596 in the prior year. Similar the Central Region, the East Region orders pace of 4.1 homes per month in the second quarter of 2023 exceeded our target pace of 4 per month and is returning closer to normalized levels in 2023 from the elevated orders pace of 4.7 per month in 2022. The cancellation rate increased to 9% in the second quarter of 2023 from 7% in the second quarter of 2022, although sequentially is down significantly from 15% in the first quarter of 2023. Home order value of $519.0 million decreased 24.4% from $686.2 million in the prior year period due to the decreased volume and a 6.1% reduction in ASPs.

The year-to-date results of the East Region were similar to those of the second quarter, with 4.0% and 5.6% improvements in home closing volume and revenue, respectively, compared to the 2022 period, closing 2,463 homes for $986.7 million in home closing revenue for the six months ended June 30, 2023. Orders volume decreased 21.4% due to the combined impact of an 8.7% decrease in average active communities and a 15.2% decrease in orders pace for the six months ended June 30, 2023. Order value of $969.4 million decreased 25.0% year over year due to decreased volume and a 4.6% decrease in ASP on orders. Year-to-date, the East Region's cancellation rate of 12% is up from 7% in the prior year, although still in line with historically normal rates. The East Region ended the second quarter of 2023 with 1,447 homes in backlog valued at $616.3 million, down 45.1% and 45.8%, respectively, from 2,635 homes valued at $1.1 billion at June 30, 2022.

Land Closing Revenue and Gross Profit

From time to time, we may sell certain lots or land parcels to other homebuilders, developers or investors if we feel the sale will provide a greater economic benefit to us than continuing home construction or where we are looking to diversify our land positions in a specific geography or divest of assets that no longer align with our strategy. As a result of such sales, we recognized land closing revenue of $24.4 million and $3.4 million for the three months ending June 30, 2023 and 2022, respectively, and profit of $0.2 million and $0.7 million for the three months ending June 30, 2023 and 2022, respectively. Year-to-date land sales resulted in profits of $1.6 million and $11.4 million for 2023 and 2022, respectively.

Other Operating Information (dollars in thousands)

	Three Months Ended June 30,				Six Months Ended June 30,			
	2023		2022		2023		2022	
	Dollars	Percent of Home Closing Revenue	Dollars	Percent of Home Closing Revenue	Dollars	Percent of Home Closing Revenue	Dollars	Percent of Home Closing Revenue
Home Closing Gross Profit (1)								
Total	$ 376,980	24.4 %	$ 444,739	31.6 %	$ 659,441	23.5 %	$ 822,388	31.0 %
West	$ 95,548	18.4 %	$ 148,874	30.6 %	$ 169,635	18.1 %	$ 292,633	30.8 %
Central	$ 126,432	27.7 %	$ 135,539	32.1 %	$ 232,142	26.3 %	$ 239,944	31.2 %
East	$ 155,000	27.3 %	$ 160,326	32.0 %	$ 257,664	26.1 %	$ 289,811	31.0 %

(1) Home closing gross profit represents home closing revenue less cost of home closings, including impairments, if any. Cost of home closings includes land and associated development costs, direct home construction costs, an allocation of common community costs (such as architectural, legal and zoning costs), interest, sales tax, impact fees, warranty, construction overhead and closing costs.

Companywide. Gross profit for the second quarter of 2023 was $377.0 million, with a margin of 24.4%, declined 720 basis points from 31.6% in the second quarter of 2022 resulting from increased sales incentives, primarily interest rate locks and buy-downs, coupled with continued elevated labor, direct and lot costs. Our use of mortgage rate locks and buy-downs did not begin to impact our home closing gross margins until the back half of 2022. Sequentially, our gross margin improved 200 basis points from the first quarter of 2023, benefiting from our ability to start scaling back on incentives. Similar to the second quarter, gross profit of $659.4 million and margin of 23.5% for the six months ended June 30, 2023, decreased from $822.4 million and 31.0% in 2022 due to higher production costs and increased sales incentives offered in response to buyer hesitancy that started in the back half of 2022.

West. The West Region delivered home closing gross margin of 18.4% for the second quarter of 2023 versus 30.6% in the second quarter of 2022. The West Region experienced steep price appreciation over the past few years and through mid-2022, causing demand to slow substantially when interest rates rose in the back half of 2022 and buyers had affordability concerns. To find the market clearing price, the West Region offered significant incentives, which combined with persistently higher direct and land development costs and weaker overhead leverage resulted in home closing gross margin deterioration. Similar to the second quarter, the West Region home closing gross margin of 18.1% for the six months ended June 30, 2023 declined from 30.8% in the 2022 period.

Central. The Central Region's second quarter 2023 home closing gross margin of 27.7%, was down only 440 basis points from 32.1% in the prior year quarter. While ASP on closings increased due to geographic mix in Texas, the higher sales incentives, still elevated direct costs and increasing lot costs negatively impacted the Region's gross margin. Compared to the first quarter of 2023, the Central Region's home closing gross margin improved 280 basis points due to fewer incentives. Year-to-date, the Central Region gross margin of 26.3% in 2023 is down from 31.2% as a result of elevated sales incentives.

East. The East Region home closing gross margin of 27.3% in the second quarter of 2023 declined 470 basis points from 32.0% for the comparable 2022 period. Similar to the other Regions, the home closing gross margin deterioration is due to the increased sales incentives, primarily interest rate locks and buy downs, and continued elevated direct costs that impacted the homebuilding industry nationwide. Like the Central Region, the East Region also had a 280 basis point improvement in home closing gross margin sequentially from the first quarter of 2023 as we scaled back on incentives, and direct costs declined moderately. For the six months ended June 30, 2023, the East Region home closing gross margin declined 490 basis points to 26.1%, similar to the second quarter of 2023.

Financial Services (Loss)/Profit (in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	**2022**	**2023**	**2022**
Financial services (loss)/profit	$ (2,557)	$ 4,079	$ 366	$ 7,413

Financial services (loss)/profit represents the net (loss)/profit of our financial services operations, including the operating profit generated by our wholly-owned title and insurance companies, Carefree Title Agency, Inc. and Meritage Homes Insurance Agency, respectively, as well as our portion of earnings from a mortgage joint venture. Financial services loss of $2.6 million in the three months ended June 30, 2023 includes $7.9 million in charges related to unused prepaid interest rate locks that expired in the second quarter of 2023, resulting in a year-over decrease of $6.6 million, versus profit of $4.1 million in the three months ended June 30 2022. Similar to the second quarter results, year-to-date financial services profit decreased $7.0 million, primarily due to the write off of unused prepaid interest rate locks. There were no similar charges in the three and six months ended June 30, 2022. Excluding the write off of unused prepaid interest rate locks for the three and six months ended June 30, 2023, financial services profit increased over prior year due to higher home closing volume and geographical mix.

Selling, General and Administrative Expenses and Other Expenses (dollars in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	**2022**	**2023**	**2022**
Commissions and other sales costs	$ (95,798)	$ (69,383)	$ (178,644)	$ (134,923)
Percent of home closing revenue	6.2 %	4.9 %	6.4 %	5.1 %
General and administrative expenses	$ (52,140)	$ (47,932)	$ (99,659)	$ (87,927)
Percent of home closing revenue	3.4 %	3.4 %	3.6 %	3.3 %
Interest expense	$ —	$ —	$ —	$ (41)
Other income/(expense), net	$ 12,862	$ (458)	$ 21,706	$ (775)
Provision for income taxes	$ (52,688)	$ (81,611)	$ (86,690)	$ (150,240)

Commissions and Other Sales Costs. Commissions and other sales costs are comprised of internal and external commissions and related sales and marketing expenses such as advertising and sales office costs. These costs increased $26.4 million to $95.8 million in the three months ended June 30, 2023, due to higher home closing revenue and increased commissions and advertising activities. Commissions and other sales costs were 6.2% of home closing revenue in the second quarter of 2023, up 130 basis points from 4.9% due to higher external commission rates and increased advertising to spur traffic in our communities. Similar to the second quarter, commissions and other sales costs of $178.6 million were 6.4% of home closing revenue, increasing $43.7 million and 130 basis points, respectively, due to higher home closing revenue and elevated commissions and advertising spend.

General and Administrative Expenses. General and administrative expenses represent corporate and divisional overhead expenses such as salaries and bonuses, occupancy, insurance and travel expenses. For the three months ended June 30, 2023, general and administrative expenses were $52.1 million, increasing proportionally with home closing revenue, and were 3.4% of home closing revenue in both the second quarter of 2023 and 2022. For the six months ended June 30, 2023, general and administrative expenses were $99.7 million, up $11.7 million and 30 basis points from $87.9 million in the 2022 period, due primarily to severance-related expenses and increased spending on technology and insurance incurred in the first quarter of the year, as well as incremental expenses in newer markets as operations ramp up.

Interest Expense. Interest expense is comprised of interest incurred, but not capitalized, on our senior notes, other borrowings, and our Credit Facility. We recognized no interest expense for the three and months ended June 30, 2023 because all interest was capitalized to qualifying assets. We recognized no interest expense in the three months ended June 30, 2022, and interest expense of $41,000 for the six months ended June 30, 2022.

Other Income/(Expense), Net. Other income, net, primarily consists of (i) sublease income, (ii) interest earned on our cash and cash equivalents, (iii) payments and awards related to legal settlements and (iv) our portion of pre-tax income or loss from non-financial services joint ventures. For the three and six months ended June 30, 2023, Other income was $12.9 million and $21.7 million, respectively, compared to net expense of $0.5 million and $0.8 million in the 2022 comparable periods. The increase in both quarter and year-to-date is due to higher interest earned on larger cash and cash equivalents balances.

Income Taxes. Our effective tax rate was 22.0% and 24.6% for the three months ended June 30, 2023 and 2022, respectively, and 21.4% and 24.3% for the six months ended June 30, 2023 and 2022, respectively. The lower tax rate for the three and six months ended June 30, 2023 reflects energy-efficient homes tax credits on qualifying homes under the Internal Revenue Code ("IRC") §45L energy-efficient homes federal tax credit from the IRA that was enacted in August 2022. There were no such credits available in the first half of 2022.

Liquidity and Capital Resources

Overview

We have historically generated cash and funded our operations primarily from cash flows from operating activities. Additional sources of funds may include additional debt or equity financing and borrowing capacity under our Credit Facility. We exercise strict controls and believe we have a prudent strategy for Company-wide cash management, including those related to cash outlays for land acquisition and development and spec home construction. Our principal uses of cash include acquisition and development of land and lots, home construction, operating expenses, share repurchases and the payment of interest, routine liabilities and dividends. We also opportunistically repurchase our common stock and, from time to time, our senior notes.

Cash flows for each of our communities depend on their stage of the development cycle, and can differ substantially from reported earnings. Early stages of development or expansion require significant cash outlays for land acquisitions, zoning plat and other approvals, community and lot development, and construction of model homes, roads, utilities, landscape and other amenities. Because these costs are a component of our inventory and are not recognized in our income statement until a home closes, we incur significant cash outlays prior to recognition of earnings. In the later stages of a community, cash inflows may significantly exceed earnings reported for financial statement purposes, as the cash outflow associated with home and land construction was previously incurred. Similarly, in times of community count growth, we incur significant outlays of cash through the land purchase, development and community opening stages whereas in in times of community count stability, these cash outlays are incurred in a more even-flow cadence with cash inflows from actively selling communities that are contributing closing volume and home closing revenue. Conversely, in a down turn environment, cash outlays for land and community count growth may be scaled back.

Short-term Liquidity and Capital Resources

Over the course of the next twelve months, we expect that our primary demand for funds will be for the construction of homes, as well as acquisition and development of both new and existing lots, operating expenses, including general and administrative expenses, interest and dividend payments and common stock repurchases. In addition, we may opportunistically retire or redeem a portion of our senior notes. We expect to meet these short-term liquidity requirements primarily through our cash and cash equivalents on hand and the net cash flows provided by our operations.

Between our cash and cash equivalents on hand combined with the availability of liquidity from our Credit Facility, we believe that we currently have sufficient liquidity. Nevertheless, we may seek additional capital to strengthen our liquidity position, enable us to acquire additional land inventory in anticipation of improving market conditions, and/or strengthen our long-term capital structure.

Long-term Liquidity and Capital Resources

Beyond the next twelve months, our principal demands for funds will be for the construction of homes, land acquisition and development activities needed to maintain our lot supply and active community count, payments of principal and interest on our senior notes as they become due or mature, payments of dividends and common stock repurchases. We expect our existing and future generated cash will be adequate to fund our ongoing operating activities as well as providing capital for investment in future land purchases and related development activities. To the extent the sources of capital described above are insufficient to meet our long-term cash needs, we may also conduct additional public offerings of our securities, refinance or secure new debt or dispose of certain assets to fund our operating activities. There can be no assurances that we would be able to obtain such additional capital on terms acceptable to us, if at all, and such additional equity or debt financing could dilute the interests of our existing stockholders or increase our interest costs.

Material Cash Requirements

We are a party to many contractual obligations involving commitments to make payments to third parties. These obligations impact both short-term and long-term liquidity and capital resource needs. Certain contractual obligations are reflected on our unaudited consolidated balance sheets as of June 30, 2023, while others are considered future commitments for materials or services not yet provided. Our contractual obligations primarily consist of principal and interest payments on our senior notes, loans payable and other borrowings, including our Credit Facility, letters of credit and surety bonds and operating leases. We have no debt maturities until 2025. We also have requirements for certain short-term lease commitments, funding working capital needs of our existing unconsolidated joint ventures and other purchase obligations in the normal course of business. Other material cash requirements include land acquisition and development costs, home construction costs and operating expenses, including our selling, general and administrative expenses, as previously discussed. We plan to fund these commitments primarily with cash flows generated by operations, but may also utilize additional debt or equity financing and borrowing capacity under our Credit Facility. Our maximum exposure to loss on our purchase and option agreements is generally limited to non-refundable deposits and capitalized or committed pre-acquisition costs.

For information about our loans payable and other borrowings, including our Credit Facility, and senior notes, reference is made to Notes 5 and 6 in the notes to our unaudited consolidated financial statements included in this report and are incorporated by reference herein. For information about our lease obligations, reference is made to Note 4 in the consolidated financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2022.

Reference is made to Notes 1, 3, 4, and 15 in the notes to our unaudited consolidated financial statements included in this report and are incorporated by reference herein. These Notes discuss our off-balance sheet arrangements with respect to land acquisition contracts and option agreements, and land development joint ventures, including the nature and amounts of financial obligations relating to these items. In addition, these Notes discuss the nature and amounts of certain types of commitments that arise in connection with the ordinary course of our land development and homebuilding operations, including commitments of land development joint ventures for which we might be obligated.

We do not engage in commodity trading or other similar activities. We had no derivative financial instruments at June 30, 2023 or December 31, 2022.

Operating Cash Flow Activities

During the six months ended June 30, 2023, net cash provided by operating activities totaled $355.9 million, compared to net cash used in operations of $206.8 million during the six months ended June 30, 2022. Operating cash flows in the first six months of 2023 benefited from cash generated by net earnings of $318.1 million. Operating cash flows in the first six months of 2022 benefited from cash generated by net earnings of $467.3 million and an increase in accounts payable and accrued liabilities of $113.4 million due to timing of payments for routine transactions, offset by a $729.5 million increase in real estate assets largely related to the increase in homes under construction and a $90.4 million increase in other receivables, prepaids and other assets.

Investing Cash Flow Activities

During the six months ended June 30, 2023 and 2022, net cash used in investing activities totaled $22.1 million and $18.3 million, respectively. Cash used in investing activities in the first half of 2023 was mainly attributable to the purchases of property and equipment. Cash used in investing activities in the first half of 2022 was mainly attributable to the purchases of property and equipment of $12.9 million and investments in unconsolidated entities of $5.7 million.

Financing Cash Flow Activities

During the six months ended June 30, 2023 and 2022, net cash used in financing activities totaled $32.1 million and $121.1 million, respectively. The net cash used in financing activities in 2023 includes $19.9 million of dividends paid and $10.0 million in share repurchases. The net cash used in financing activities in 2022 primarily reflects $109.3 million in share repurchases. See 'Part II, Item 2 - Unregistered Sales of Equity Securities, Use of Proceeds and Issuer Purchases of Equity Securities' for more information about our authorized share repurchase program.

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

	As of	
	June 30, 2023	**December 31, 2022**
Senior notes, net, loans payable and other borrowings	$ 1,155,346	$ 1,150,647
Stockholders' equity	4,248,295	3,949,611
Total capital	$ 5,403,641	$ 5,100,258
Debt-to-capital (1)	21.4 %	22.6 %
Senior notes, net, loans payable and other borrowings	$ 1,155,346	$ 1,150,647
Less: cash and cash equivalents	(1,163,243)	(861,561)
Net debt	(7,897)	289,086
Stockholders' equity	4,248,295	3,949,611
Total net capital	$ 4,240,398	$ 4,238,697
Net debt-to-capital (2)	(0.2) %	6.8 %

(1) Debt-to-capital is computed as senior notes, net and loans payable and other borrowings divided by the aggregate of total senior notes, net, loans payable and other borrowings and stockholders' equity.

(2) Net debt-to-capital is considered a non-GAAP financial measure, and is computed as net debt divided by the aggregate of net debt and stockholders' equity. Net debt is comprised of total senior notes, net and loans payable and other borrowings, less cash and cash equivalents. The most directly comparable GAAP financial measure is the ratio of debt-to-capital. We believe the ratio of net debt-to-capital is a relevant financial measure for investors to understand the leverage employed in our operations and as an indicator of our ability to obtain financing.

Dividends

During the three months ended June 30, 2023, our Board of Directors approved, and we paid, a quarterly cash dividend on common stock of $0.27 per share. Quarterly dividends declared and paid during the six months ended June 30, 2023 totaled $0.54 per share. There were no such transactions in the three and six months ended June 30, 2022.

Credit Facility Covenants

Borrowings under the Credit Facility are unsecured, but availability is subject to, among other things, a borrowing base. The Credit Facility also contains certain financial covenants, including (a) a minimum tangible net worth requirement of $2.8 billion (which amount is subject to increase over time based on subsequent earnings and proceeds from equity offerings), and (b) a maximum leverage covenant that prohibits the leverage ratio (as defined therein) from exceeding 60%. We were in compliance with all Credit Facility covenants as of June 30, 2023. Our actual financial covenant calculations as of June 30, 2023 are reflected in the table below.

Financial Covenant (dollars in thousands):	Covenant Requirement	Actual
Minimum Tangible Net Worth	> $2,911,058	$4,248,295
Leverage Ratio	< 60%	(0.1)%
Investments other than defined permitted investments	< $1,286,027	$12,451

Seasonality

Historically, we have experienced seasonal variations in our quarterly operating results and capital requirements. We typically sell more homes in the first half of the fiscal year than in the second half, which creates additional working capital requirements in the second and third quarters to build our inventories to satisfy the deliveries in the second half of the year. We typically benefit from the cash generated from home closings more in the third and fourth quarters than in the first and second quarters. Historical cycles were impacted in 2020 by unprecedented demand that continued through the middle of 2022, and were further impacted by supply chain and labor constraints and rising interest rates. Historical seasonality returned in the back half of 2022 and we expect it to continue over the long term, although it may, from time to time, be affected by short-term volatility in the homebuilding industry and in the overall economy.

Recent Issued Accounting Pronouncements

See Note 1 to our unaudited consolidated financial statements included in this report for discussion of recently issued accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our fixed rate debt is made up primarily of $1.2 billion in principal of our senior notes. Except in limited circumstances, we do not have an obligation to prepay our fixed-rate debt prior to maturity and, as a result, interest rate risk and changes in fair value should not have a significant impact on our fixed rate borrowings until we would be required to repay such debt and access the capital markets to issue new debt. Our Credit Facility is subject to interest rate changes as the borrowing rates are based on SOFR or Prime (see Note 5 to our unaudited consolidated financial statements included in this report).

Our operations are interest rate sensitive. As overall housing demand is adversely affected by increases in interest rates, a significant increase in mortgage interest rates may negatively affect the ability of homebuyers to secure adequate financing or cause potential homebuyers with existing mortgages to choose to stay in their lower interest rate homes. Higher interest rates and/or rapidly increasing interest rates could adversely affect our revenue, gross margins, earnings and cancellation rates and would also increase our variable rate borrowing costs on our Credit Facility, if any. We do not enter into, or intend to enter into, derivative interest rate swap financial instruments for trading or speculative purposes.

Item 4. Controls and Procedures

In order to ensure that the information we must disclose in our filings with the Securities and Exchange Commission ("SEC") is recorded, processed, summarized and reported on a timely basis, we have developed and implemented disclosure controls and procedures. Our management, with the participation of our CEO and CFO, has reviewed and evaluated the effectiveness of our disclosure controls and procedures, as defined in Exchange Act Rules 13a-15(e) and 15d-15(e), as of June 30, 2023 (the “Evaluation Date”). Based on such evaluation, our management has concluded that, as of the Evaluation Date, our disclosure controls and procedures were effective at a reasonable assurance level in ensuring that information that is required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms, and that information required to be disclosed in our reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

During the fiscal quarter covered by this Form 10-Q, there has not been any change in our internal control over financial reporting that has materially affected, or that is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

See Note 15 to our unaudited consolidated financial statements in this report for a discussion of our legal proceedings.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item IA "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2022, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may eventually prove to materially adversely affect our business, financial condition and/or operating results. There have been no material changes in our risk factors as previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022.

Item 2. Unregistered Sales of Equity Securities, Use of Proceeds and Issuer Purchases of Equity Securities

Issuer Purchases of Equity Securities

On February 13, 2019, our Board of Directors authorized a new stock repurchase program, authorizing the expenditure of up to $100.0 million to repurchase shares of our common stock. On November 13, 2020, the Board of Directors authorized the expenditure of an additional $100.0 million to repurchase shares of our common stock under this program. On August 12, 2021, the Board of Directors authorized the expenditure of an additional $100.0 million to repurchase shares of our common stock under this program, which was announced on August 17, 2021. On May 19, 2022, the Board of Directors authorized the expenditure of an additional $200.0 million to repurchase shares of our common stock under this program, which was announced on May 25, 2022. There is no stated expiration for this program. The repurchases of the Company's shares may be made in the open market, in privately negotiated transactions, or otherwise. The timing and amount of repurchases, if any, will be determined by the Company's management at its discretion and be based on a variety of factors such as the market price of the Company's common stock, corporate and contractual requirements, prevailing market and economic conditions and legal requirements. The share repurchase program may be modified, suspended or discontinued at any time. As of June 30, 2023 there was $234.1 million available under this program to repurchase shares. There were no share repurchases during the three months ended June 30, 2023.

Item 5. Other Information

Stockholder Recommendation of Nominees to Board of Directors

On May 18, 2023, as part of its periodic review of corporate governance matters and in connection with the new SEC rules regarding universal proxy cards, our Board of Directors adopted an amendment and restatement of the Company’s Amended and Restated Bylaws. These amendments included changes to the procedures by which stockholders may recommend nominees to the our Board of Directors, including:

- updated the procedural and disclosure requirements for the nomination of directors, including, among other things, requiring that any stockholder seeking to nominate director(s) at a stockholders’ meeting deliver to the Company certain representations, documents and confirmations regarding compliance with the requirements of Rule 14a-19 under the Exchange Act; and

- clarified that any stockholder submitting a director nomination must comply with applicable Exchange Act requirements and clarified the Company’s ability to disregard such nomination in the event such stockholder does not so comply.

Insider Trading Arrangements

During the three months ended June 30, 2023, our officersadopted written plans intended to satisfy the affirmative defense conditions of Rule 10b5–1(c) (the "trading arrangement"), as described in the table below.

Name and Title	Date Adopted	Duration of Trading Arrangement	Description of the Aggregate Number of Securities to be Sold Pursuant to the Arrangement
Phillippe Lord *Chief Executive Officer*	June 13, 2023	March 4, 2024 - March 28, 2024	Sell sufficient shares to cover taxes due on vesting of equity awards that were granted on March 1, 2021 and vest on March 1, 2024.
Hilla Sferruzza *Executive Vice President and Chief Financial Officer*	June 13, 2023	March 4, 2024 - March 28, 2024	Sell sufficient shares to cover taxes due on vesting of equity awards that were granted on March 1, 2021 and vest on March 1, 2024.
Steven J. Hilton *Executive Chairman*	June 13, 2023	March 4, 2024 - March 28, 2024	Sell sufficient shares to cover taxes due on vesting of equity awards that were granted on March 1, 2021 and vest on March 1, 2024.
Clint Szubinski *Executive Vice President and Chief Operating Officer*	June 13, 2023	March 4, 2024 - March 28, 2024	Sell sufficient shares to cover taxes due on vesting of equity awards that were granted on March 1, 2021 and vest on March 1, 2024.
Malissia Clinton *Executive Vice President and General Counsel*	June 13, 2023	March 4, 2024 - March 28, 2024	Sell sufficient shares to cover taxes due on vesting of equity awards that were granted on March 1, 2021 and vest on March 1, 2024.
Javier Feliciano *Executive Vice President and Chief People Officer*	June 13, 2023	March 4, 2024 - March 28, 2024	Sell sufficient shares to cover taxes due on vesting of equity awards that were granted on March 1, 2021 and vest on March 1, 2024.

There were no plans adopted by our directors andno plans terminated during the quarter ended June 30, 2023.

Item 6. Exhibits

Exhibit Number	Description	Page or Method of Filing
3.1	Restated Articles of Incorporation of Meritage Homes Corporation	Incorporated by reference to Exhibit 3 of Form 8-K dated June 20, 2002
3.1.1	Amendment to Articles of Incorporation of Meritage Homes Corporation	Incorporated by reference to Exhibit 3.1 of Form 10-Q for the quarter ended September 30, 1998
3.1.2	Amendment to Articles of Incorporation of Meritage Homes Corporation	Incorporated by reference to Exhibit 3.1 of Form 8-K dated September 15, 2004
3.1.3	Amendment to Articles of Incorporation of Meritage Homes Corporation	Incorporated by reference to Appendix A of the Definitive Proxy Statement for the 2006 Annual Meeting of Stockholders filed on April 10, 2006
3.1.4	Amendment to Articles of Incorporation of Meritage Homes Corporation	Incorporated by reference to Appendix B of the Definitive Proxy Statement for the 2008 Annual Meeting of Stockholders filed on April 1, 2008
3.1.5	Amendment to Articles of Incorporation of Meritage Homes Corporation	Incorporated by reference to Appendix A of the Definitive Proxy Statement filed on January 9, 2009
3.2	Meritage Homes Corporation Amended and Restated Bylaws	Incorporated by reference to Exhibit 3.1 of Form 8-K dated June 14, 2023
10.1	Eighth Amendment to Amended and Restated Credit Agreement	Incorporated by reference to Exhibit 10.1 of Form 8-K dated June 5, 2023
10.2	Amendment to the Meritage Homes Corporation 2018 Stock Incentive Plan *	Incorporated by reference to Exhibit 10.1 of Form 8-K dated May 18, 2023
22	List of Guarantor Subsidiaries	Incorporated by reference to Exhibit 22 of Form 10-K for the year ended December 31, 2022
31.1	Rule 13a-14(a)/15d-14(a) Certification of Phillippe Lord, Chief Executive Officer	Filed herewith
31.2	Rule 13a-14(a)/15d-14(a) Certification of Hilla Sferruzza, Chief Financial Officer	Filed herewith
32.1	Section 1350 Certification of Chief Executive Officer and Chief Financial Officer	Furnished herewith
101.0	The following information from the Meritage Homes Corporation Quarterly Report on Form 10-Q as of and for the three months and six months ended June 30, 2023 were formatted in Inline XBRL (Extensible Business Reporting Language): (i) Unaudited Consolidated Balance Sheets, (ii) Unaudited Consolidated Income Statements, (iii) Unaudited Consolidated Statements of Cash Flows, and (iv) Notes to Unaudited Consolidated Financial Statements.	
104.0	The cover page from the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, formatted in Inline XBRL and contained in exhibit 101.	

* Indicates a management contract or compensation plan.

SIGNATURES

Pursuant to the requirements 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.

MERITAGE HOMES CORPORATION,
a Maryland corporation

By: /s/ HILLA SFERRUZZA

Hilla Sferruzza
Executive Vice President and Chief Financial Officer
(Duly Authorized Officer and Principal Financial Officer)

Date: July 28, 2023

INDEX OF EXHIBITS

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* Indicates a management contract or compensation plan.

EXHIBIT 31.1

RULE 13a-14(a)/15d-14(a) CERTIFICATION

I, Phillippe Lord, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Meritage Homes Corporation;

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: July 28, 2023

/s/ Phillippe Lord

Phillippe Lord
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

RULE 13a-14(a)/15d-14(a) CERTIFICATION

I, Hilla Sferruzza, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Meritage Homes Corporation;

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: July 28, 2023

/s/ Hilla Sferruzza

Hilla Sferruzza
Executive Vice President and Chief Financial Officer (Principal Financial Officer)

EXHIBIT 32.1

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

In connection with the Quarterly Report on Form 10-Q of Meritage Homes Corporation (the “Company”) for the period ending June 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), we, the undersigned, certify, to the best of our knowledge, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

MERITAGE HOMES CORPORATION,
a Maryland Corporation

By: /s/ Phillippe Lord

Phillippe Lord
Chief Executive Officer
(Principal Executive Officer)

July 28, 2023

By: /s/ Hilla Sferruzza

Hilla Sferruzza
Executive Vice President and Chief Financial Officer (Principal Financial Officer)

July 28, 2023