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

FORM 10-K

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

FOR THE FISCAL YEAR ENDED OCTOBER 31, 2022

OR

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

Commission file number: 001-34755

LIMONEIRA COMPANY

(Exact name of registrant as specified in its charter)

Delaware	**77-0260692**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1141 Cummings Road, Santa Paula, CA	**93060**
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code: (805) 525-5541

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

Title of Each Class	Trading Symbol	Name of Each Exchange On Which Registered
Common Stock, par value $0.01 per share	**LMNR**	**The NASDAQ Stock Market LLC (NASDAQ Global Select Market)**

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

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

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

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

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

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

Large accelerated filer ☐	Accelerated filer ☑	Non-accelerated filer ☐	Smaller reporting company ☐	Emerging growth company ☐

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

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

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

Based on the closing price as reported on the NASDAQ Global Market, the aggregate market value of the Registrant's Common Stock held by non-affiliates on April 30, 2022 (the last business day of the Registrant's most recently completed second fiscal quarter) was approximately $199.3 million. Shares of Common Stock held by each executive officer and director and by each stockholder affiliated with a director or an executive officer have been excluded from this calculation because such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes. The number of outstanding shares of the Registrant's Common Stock as of November 30, 2022 was 17,684,315.

Documents Incorporated by Reference

Portions of the Registrant’s Proxy Statement for the 2023 Annual Meeting of Stockholders, which we intend to hold on March 21, 2023, are incorporated by reference into Part III of this Annual Report on Form 10-K. The definitive Proxy Statement will be filed within 120 days after October 31, 2022.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (this “Annual Report”) contains statements which, to the extent that they do not recite historical fact, constitute forward-looking statements. These statements can be identified by the fact that they do not relate strictly to historical or current facts and may include the words "may," "will," “could," "should," "would," "believe," "expect," "anticipate," "estimate," "intend," "plan" or other words or expressions of similar meaning. We have based these forward-looking statements on our current expectations about future events. The forward-looking statements include statements that reflect management’s beliefs, plans, objectives, goals, expectations, anticipations and intentions with respect to our financial condition, results of operations, future performance and business, including statements relating to our business strategy and our current and future development plans.

The potential risks and uncertainties that could cause our actual financial condition, results of operations and future performance to differ materially from those expressed or implied in this Annual Report include:

- negative impacts related to the COVID-19 pandemic and our Company's responses to the pandemic;
- changes in laws, regulations, rules, quotas, tariffs and import laws;
- adverse weather conditions, natural disasters and other adverse natural conditions, including freezes, rains, fires and droughts, that affect the production, transportation, storage, import and export of fresh produce;
- market responses to industry volume pressures;
- increased pressure from disease, insects and other pests;
- disruption of water supplies or changes in water allocations;
- disruption in the global supply chain;
- product and raw materials supplies and pricing;
- energy supply and pricing;
- changes in interest rates and the impact of inflation;
- availability of financing for development activities;
- general economic conditions for residential and commercial real estate development;
- political changes and economic crises;
- international conflict;
- acts of terrorism;
- labor disruptions, strikes, shortages or work stoppages;
- the impact of foreign exchange rate movements;
- ability to maintain compliance with covenants under our loan agreements;
- loss of important intellectual property rights; and
- other factors disclosed in our public filings with the Securities and Exchange Commission (the "SEC").

In addition, this Annual Report contains industry data related to our business and the markets in which we operate. This data includes projections that are based on a number of assumptions. If these assumptions turn out to be incorrect, actual results could differ from the projections or estimates. We urge you to carefully review this Annual Report, particularly the section entitled “Risk Factors,” for a complete discussion of the risks of an investment in our common stock.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Many factors discussed in this Annual Report, some of which are beyond our control, will be important in determining our future performance. Consequently, actual results may differ materially from those that might be anticipated from forward-looking statements. In light of these and other uncertainties, you should not regard the inclusion of a forward-looking statement in this Annual Report as a representation by us that our plans and objectives will be achieved, and you should not place undue reliance on such forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

All references to “we,” “us,” “our,” “our Company,” “the Company,” or “Limoneira” in this Annual Report mean Limoneira Company, a Delaware corporation, and its consolidated subsidiaries.

PART I

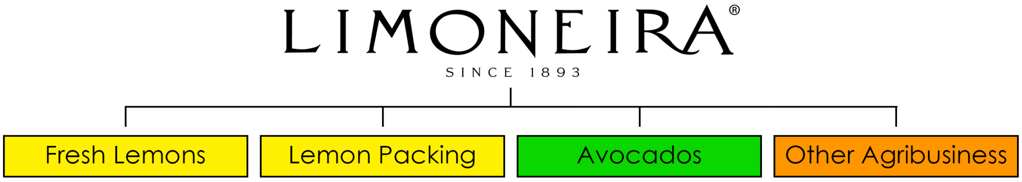
Item 1. Business

Limoneira Company, a Delaware corporation, is the successor to several businesses with operations in California since 1893. Our business and operations are described below. For detailed financial information with respect to our business and our operations, see our consolidated financial statements and the related notes to consolidated financial statements, which are included in Item 8 in this Annual Report. In addition, general information concerning our Company can be found on our website at www.limoneira.com. All of our filings with the SEC, including but not limited to, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments thereto, are available free of charge on our website as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. The contents of our website referred to above are not incorporated into this Annual Report. Further, any references to our website are intended to be interactive textual references only.

Overview

We are primarily an agribusiness company founded and based in Santa Paula, California, committed to responsibly using and managing our approximately 15,400 acres of land, water resources and other assets to maximize long-term stockholder value. Our current operations consist of fruit production, sales and marketing, rental operations, real estate and capital investment activities.

Agribusiness activities are performed through these four reporting segments:



We are one of California's oldest citrus growers. According to Sunkist Growers, Inc. ("Sunkist"), we are one of the largest growers of lemons in the United States and, according to the California Avocado Commission, one of the largest growers of avocados in the United States. In addition to growing lemons and avocados, we grow oranges and a variety of specialty citrus and other crops. We have agricultural plantings throughout Ventura, Tulare, San Luis Obispo and San Bernardino Counties in California, Yuma County in Arizona, La Serena, Chile and Jujuy, Argentina, which collectively consist of approximately 5,600 acres of lemons, 900 acres of avocados, 1,000 acres of oranges and 1,000 acres of specialty citrus and other crops. We also operate our own packinghouses in Santa Paula, California and Yuma, Arizona, where we process, pack and sell lemons that we grow, as well as lemons grown by others. We have a 47% interest in Rosales S.A. ("Rosales"), a citrus packing, marketing and sales business, a 90% interest in Fruticola Pan de Azucar S.A. ("PDA"), a lemon and orange orchard and a 100% interest in Agricola San Pablo SpA. ("San Pablo"), a lemon and orange orchard, all of which are located near La Serena, Chile. We have a 51% interest in a joint venture, Trapani Fresh Consorcio de Cooperacion ("Trapani Fresh"), a lemon orchard in Argentina.

Our water resources include water rights, usage rights and pumping rights to the water in aquifers under, and canals that run through, the land we own. Water for our farming operations is sourced from the existing water resources associated with our land, which includes rights to water in the adjudicated Santa Paula Basin (aquifer) and the un-adjudicated Fillmore and Paso Robles Basins (aquifers). We use ground water from the San Joaquin Valley Basin and water from local water and irrigation districts in Tulare County, which is in California's San Joaquin Valley. We also use ground water from the Cadiz Valley Basin in California's San Bernardino County and surface water in Arizona from the Colorado River through the Yuma Mesa Irrigation and Drainage District ("YMIDD"). We use ground water provided by wells and surface water for our PDA and San Pablo farming operations in Chile and our Trapani Fresh farming operations in Argentina.

For more than 100 years, we have been making strategic investments in California agriculture and real estate. We currently have an interest in two real estate development projects in California. These projects include multi-family housing, single-family homes and apartments of approximately 900 units in various stages of planning and development.

Fiscal Year 2022 Highlights and Recent Developments

We are equal partners in a joint venture with The Lewis Group of Companies ("Lewis") for the residential development of our East Area I real estate development project and formed Limoneira Lewis Community Builders, LLC ("LLCB") as the development entity. LLCB has closed on lot sales representing 586 units from inception through October 31, 2022. In October 2022, we entered into a joint venture with Lewis for the development of our 17-acre East Area I Retained Property (“Retained Property”). We formed LLCB II, LLC ("LLCB II") as the development entity, contributed our Retained Property to the joint venture and sold a 50% interest to Lewis for $8.0 million. We recorded a gain on the transaction of approximately $4.7 million, of which $0.5 million was deferred. The joint venture partners will share in the capital contributions to fund project costs until loan proceeds and/or revenues are sufficient to fund the project. In connection with the closing, we amended LLCB’s Limited Liability Company Agreement to provide that LLCB is to include the processing of final approval for additional residential units to be developed and constructed on the Retained Property. For further information see Note 5 – Real Estate Development.

In September 2021, we signed a Memorandum of Understanding with Wileman Bros. & Elliott, Inc. ("Wileman"), to form an alliance to sell their combined citrus volumes under Limoneira's One World of Citrus trademark. Wileman is a 95-year-old citrus business located in California’s Central Valley with a focus on oranges, mandarins and specialty citrus. Effective November 1, 2021, the majority of our oranges and certain specialty citrus are packed by Wileman.

In January 2022, we were notified of Alex M. Teague’s decision to retire as Senior Vice President and Chief Operating Officer of our Company, effective February 1, 2022. In connection with his retirement, we entered into a separation agreement with Mr. Teague whereas, (i) Mr. Teague was paid one year of his annual base salary, which was paid in one lump sum within 90 business days of January 12, 2022; (ii) 23,999 shares of our common stock granted to Mr. Teague pursuant to the Limoneira Company Omnibus Incentive Plan fully vested; and (iii) Mr. Teague received certain other benefits as set forth in the agreement. In fiscal year 2022, Mr. Teague received $0.4 million cash severance and $0.3 million accelerated vesting of stock-based compensation.

In February 2022, we terminated our Avocado Marketing Agreement and the associated Letter Agreement Regarding Fruit Commitment with Calavo to pursue opportunities with other packing and marketing companies.

In March 2022, we signed an agreement to lease Finca Santa Clara, our 1,200-acre lemon ranch in Argentina, to FGF Trapani ("FGF"), our 49% partner in Trapani Fresh. The lease is retroactive beginning November 1, 2021, with a term of 14 months at a fixed sum of $0.4 million, payable in five equal, monthly installments from August 2022 through December 2022. We expect to extend the lease agreement for an additional year.

In April 2022, the promissory note previously received for the sale of our Centennial property, with a net carrying value of $2.4 million, was paid in full and the deferred gain of $0.2 million was recognized.

In June 2022, we engaged with YMIDD in a two-year fallowing and forbearance program at our Associated Citrus Packers, Inc. ("Associated") ranch in Yuma, Arizona. We expect to receive payments totaling approximately $1.3 million during the program. With the fallowing program in place, this ranch will have approximately 700 acres of productive lemons, 400 fallowed acres and 200 acres of other crops.

In October 2022, we sold our Oxnard Lemon property and packing facility located in Ventura County, California. We received net proceeds of $19.1 million and recognized a gain of approximately $0.8 million. Concurrent with the closing of the sale, we entered into a lease agreement to continue our use of the property as a lessee for a period of 36 months from the closing date, with extension options for an additional 24 months.

On December 20, 2022, we declared a cash dividend of $0.075 per common share payable on January 13, 2023, in the aggregate amount of $1.3 million to stockholders of record as of January 3, 2023.

In fiscal year 2020, we entered into an agreement to sell our Sevilla property for $2.7 million, which closed on November 30, 2022. We received net proceeds of $2.6 million and recorded an immaterial loss in the first quarter of fiscal year 2023.

COVID-19 Pandemic

The COVID-19 pandemic has had an adverse impact on the industries and markets in which we conduct business. In particular, the United States lemon market saw a significant decline in volume, with lemon demand falling since widespread shelter in place orders were issued in March 2020, resulting in a significant market oversupply. The export market for fresh produce also significantly declined due to the COVID-19 pandemic impacts. As of October 31, 2022, the demand within both markets is recovering but has not yet returned to pre-pandemic levels.

The decline in demand for our products beginning the second quarter of fiscal year 2020, which we believe was due to the COVID-19 pandemic, negatively impacted our sales and profitability for the last three quarters of fiscal year 2020 and all of fiscal years 2021 and 2022. The COVID-19 pandemic may impact our sales and profitability in future periods. The duration of these trends and the magnitude of such impacts cannot be estimated at this time, as they are influenced by a number of factors, many of which are outside management’s control, including, but not limited, to those presented in Item 1A. Risk Factors of this Annual

Report. Notwithstanding the adverse impacts and subject to unforeseen changes that may arise as the COVID-19 pandemic continues, we currently expect improvement in fiscal year 2023 compared to fiscal year 2022.

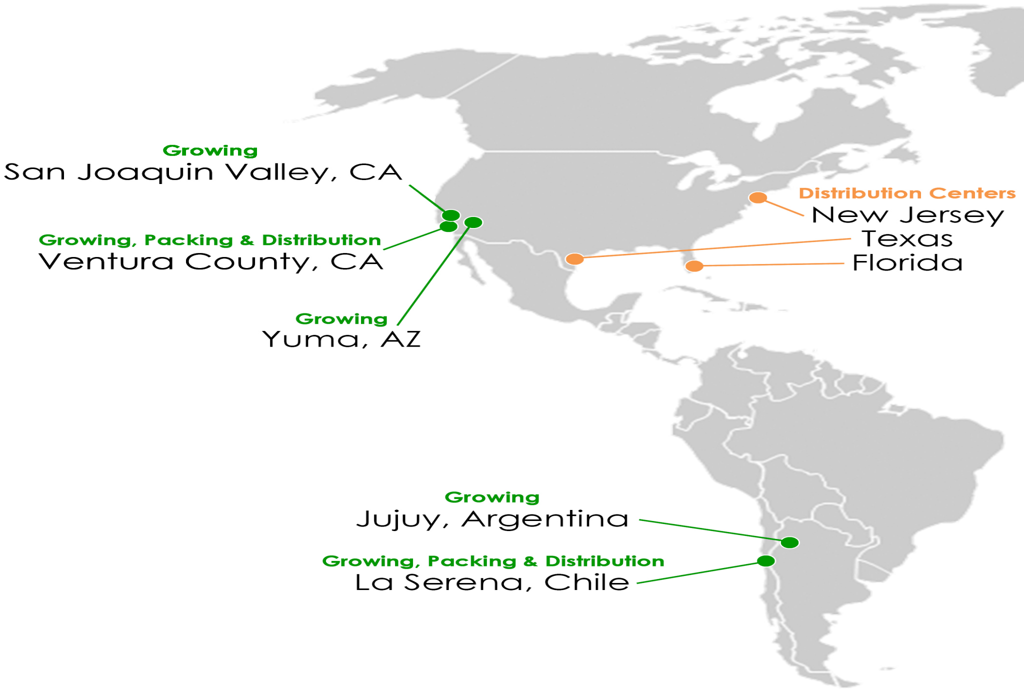
Given the economic uncertainty as a result of the COVID-19 pandemic over the past three years, we have taken actions to improve our current liquidity position, including temporarily postponing capital expenditures, selling equity securities to increase cash, reducing operating costs, substantially reducing discretionary spending and strategically selling certain assets.

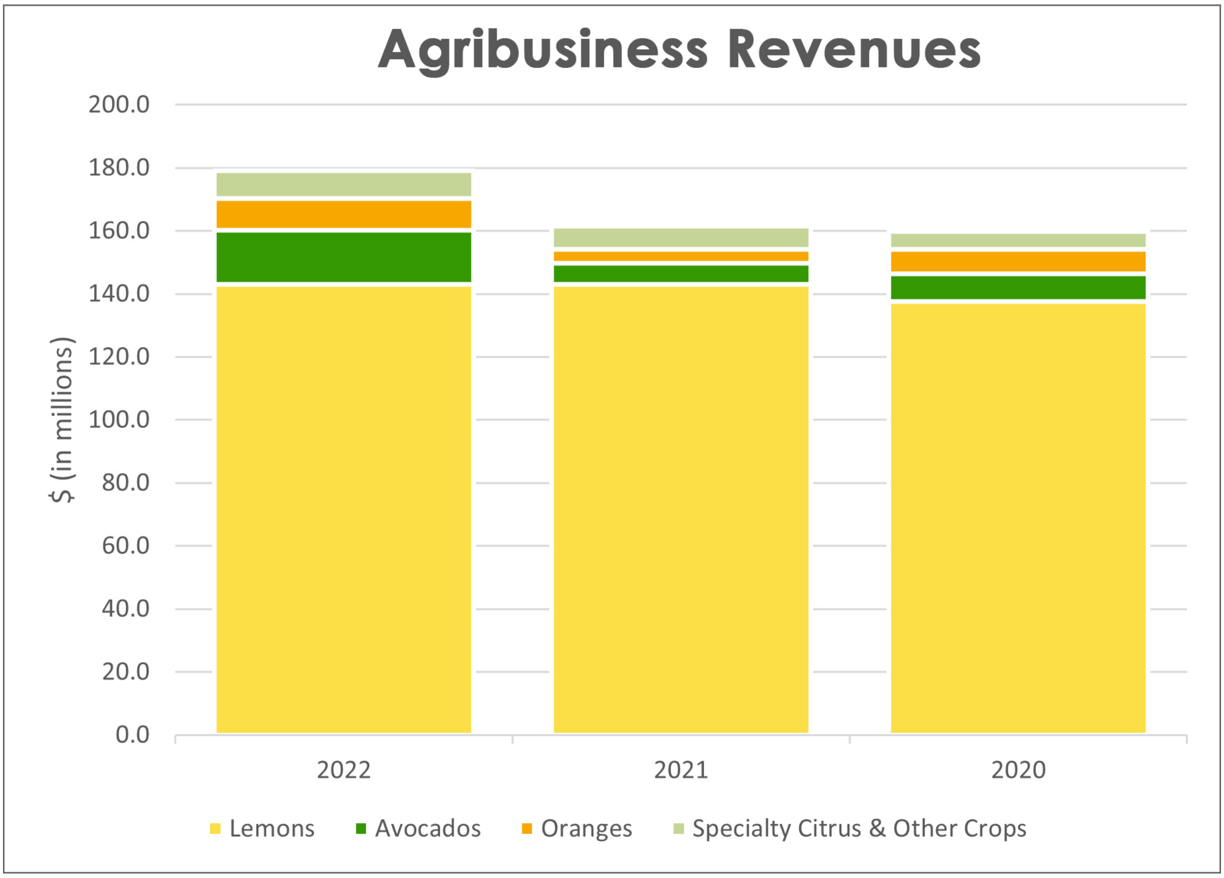
There is continued uncertainty around the breadth and duration of our business disruptions related to the COVID-19 pandemic, as well as its impact on the U.S. economy and the ongoing business operations of our customers. The ongoing impact of the COVID-19 pandemic on our results of operations, financial condition, or liquidity for fiscal year 2023 and beyond cannot be fully estimated at this point. The following discussions are subject to the future effects of the COVID-19 pandemic on our ongoing business operations.

Business Division Summary

We have three business divisions: agribusiness, rental operations and real estate development. The agribusiness division is comprised of four reportable operating segments: fresh lemons, lemon packing, avocados and other agribusiness, which includes oranges, specialty citrus and other crops. The agribusiness division includes our core operations of farming, harvesting, lemon packing and citrus sales operations. The rental operations division includes our residential and commercial rentals, leased land operations and organic recycling. The real estate development division includes our investments in real estate development projects. Financial information and discussion of our four reportable segments are contained in the notes to the accompanying consolidated financial statements of this Annual Report.

Agribusiness Summary





Farming

Lemons. We market and sell lemons directly to our food service, wholesale and retail customers throughout the United States, Canada, Asia, Australia, Europe and certain other international markets. We are one of the largest lemon growers in the United States with approximately 5,600 acres of lemons planted primarily in Ventura, Tulare and San Bernardino Counties in California and in Yuma County, Arizona. In California, the lemon growing area stretches from the Coachella Valley to Fresno and Monterey Counties, with the majority of the growing areas located in the coastal areas from Ventura County to Monterey County. Ventura County is California’s top lemon producing county. Approximately 29% of our lemons are grown in Ventura County, 20% are grown in Tulare County, 12% are grown in Yuma County, Arizona and 11% are grown in San Bernardino County, California. We also grow approximately 9% of our lemons near La Serena, Chile and 19% of our lemons in Argentina.

There are many varieties of lemons, with the Lisbon, Eureka and Genoa being the predominant varieties marketed on a worldwide basis. Approximately 88% of our lemon plantings are of the Lisbon, Eureka and Genoa varieties and approximately 12% are of other varieties such as sweet Meyer lemons, Proprietary Seedless lemons and Pink Variegated lemons. California-grown lemons are available throughout the year, with peak production periods occurring from January through August. The storage life of fresh lemons generally ranges from one to 18 weeks, depending upon the maturity of the fruit, the growing methods used and the handling conditions in the distribution chain.

Avocados. We are one of the largest avocado growers in the United States with approximately 900 acres of avocados planted throughout Ventura County. In California, the avocado growing area stretches from San Diego County to Monterey County, with the majority of the growing areas located approximately 100 miles north and south of Los Angeles County.

California-grown avocados have peak production periods occurring between February and July. Other avocado varieties have a more limited picking season and typically command a lower price. Because of superior eating quality, the Hass avocado has contributed greatly to the avocado’s growing popularity through its retail, restaurant and other food service uses. Approximately

95% of our avocado plantings are of the Hass variety. The storage life of fresh avocados generally ranges from one to four weeks, depending upon the maturity of the fruit, the growing methods used and the handling conditions in the distribution chain.

Through fiscal year 2021, the Company sold the majority of its avocado production to Calavo Growers, Inc. (“Calavo”), a packing and marketing company listed on the NASDAQ Global Select Market under the symbol CVGW. In February 2022, the Company terminated its Avocado Marketing Agreement and the associated Letter Agreement Regarding Fruit Commitment with Calavo to pursue opportunities with other packing and marketing companies.

Primarily due to differing soil conditions, the care of avocado trees is intensive. The need for more production per acre to compete with foreign sources of supply has required us to take an important lead in the practice of dense planting (typically four times the number of avocado trees per acre versus traditional avocado plantings) and mulching composition to help trees acclimate under conditions that more closely resemble those found in the tropics, a better climate for avocado growth.

Oranges, Specialty Citrus and Other Crops. We have approximately 1,000 acres of oranges planted primarily in Tulare County, California. In California, the growing area for oranges stretches from Imperial County to Yolo County. California-grown Navel oranges are available from October to June, with peak production periods occurring between January and April. Approximately 96% of our orange plantings are of the Navel variety and approximately 4% are of the Valencia variety. We estimate approximately 70% of our oranges are sold to retail customers and approximately 30% are sold to wholesale customers. We currently have approximately 1,000 acres of specialty citrus and other crops planted such as Moro blood oranges, Cara Cara oranges, Minneola tangelos, Star Ruby grapefruit, pummelos, pistachios and wine grapes.

We utilize third-party packinghouses to process and pack our oranges and specialty citrus. A portion of our oranges and specialty citrus is marketed and sold under the Sunkist brand by Sunkist and orders are processed by Sunkist-member packinghouses. As an agricultural cooperative, Sunkist coordinates the sales and marketing of the oranges and specialty citrus and orders are processed by Sunkist-member packinghouses for direct shipment to customers.

We currently market our other crops, such as pistachios and wine grapes, utilizing processors that are not members of agricultural cooperatives. Our pistachios are harvested and sold to a roaster, packager and marketer of nuts, and our wine grapes are sold to various wine producers.

Plantings

We have agricultural plantings on properties located in the United States, Chile and Argentina. The following is a description of our agriculture properties:

Ranch Name	County / State or Country	Total Acres	Lemons	Avocados	Oranges	Specialty Crops	Other
Limoneira/Olivelands	Ventura, CA	1,700	600	500	—	—	600
La Campana	Ventura, CA	300	—	300	—	—	—
Teague McKevett	Ventura, CA	500	—	—	—	—	500
Orchard Farm	Ventura, CA	1,100	700	—	—	—	400
Rancho La Cuesta	Ventura, CA	200	100	—	—	—	100
Limco Del Mar	Ventura, CA	200	100	100	—	—	—
Porterville Ranches	Tulare, CA	1,200	300	—	300	300	300
Ducor Ranches	Tulare, CA	1,000	300	—	300	300	100
Sheldon Ranches	Tulare, CA	700	100	—	300	100	200
Lemons 400	Tulare, CA	800	400	—	—	—	400
Windfall Farms	San Luis Obispo, CA	700	—	—	—	300	400
Cadiz	San Bernardino, CA	800	600	—	—	—	200
Associated Citrus Packers	Yuma, AZ	1,300	700	—	—	—	600
Pan de Azucar & San Pablo	La Serena, Chile	3,500	500	—	100	—	2,900
Santa Clara	Jujuy, Argentina	1,200	1,000	—	—	—	200
Other agribusiness land	Various Counties, CA	200	200	—	—	—	—
Total		15,400	5,600	900	1,000	1,000	6,900
Percentage of Total		100 %	36 %	6 %	7 %	7 %	44 %

The *Limoneira/Olivelands Ranch* is the original site of our Company. Our headquarters, lemon packing operations and storage facilities are located on this property.

The *Teague McKevett Ranch* is the site of our real estate development project known as East Area I and described below under the “Real Estate Development Summary” heading.

The other agribusiness land in the table above includes corporate and lemon packing facilities, land leased to other agricultural businesses, rental units, roads, creeks, hillsides and other open land.

Our orchards can maintain production for many years. For financial reporting purposes, we depreciate our orchards from 20 to 40 years depending on the fruit variety with the majority of our orchards depreciated over 20 to 30 years. We regularly evaluate our orchards’ production and growing costs and based on these and other factors, we may decide to redevelop certain orchards. In addition, we may acquire agricultural property with existing productive orchards or without productive orchards, which would require new orchard plantings. The fruit varieties that we grow are typically non-producing for approximately the first four to five years after the year of planting. Orchards may continue producing fruit longer than their depreciable lives. The following table presents the number of acres planted by fruit variety and approximate age of our orchards:

	Age of Orchards			
	0-5 Years	**6-25 Years**	**Over 25 Years**	**Total**
Lemons	1,000	3,500	1,100	5,600
Avocados	100	300	500	900
Oranges	—	500	500	1,000
Specialty citrus and other	—	900	100	1,000
Total	1,100	5,200	2,200	8,500

Lemon Packing and Sales

We are one of the oldest continuous lemon packing operations in North America. We pack and sell lemons grown by us as well as lemons grown by others, the operations of which are included in our financial statements under the lemon packing segment. Lemons delivered to our packinghouse in Santa Paula, California and Yuma, Arizona are sized, graded, cooled, ripened and packed for delivery to customers. Our ability to accurately estimate the size, grade and timing of the delivery of the annual lemon crop has a substantial impact on both our costs and the sales price we receive for the fruit.

A significant portion of the costs related to our lemon packing operation is fixed. We invest considerable time and research into refining and improving our lemon packing through innovation and are continuously searching for new techniques to refine how premium lemons are delivered to our consumers. Our strategy for growing the profitability of our lemon packing operations calls for optimizing the percentage of a crop that goes to the fresh market, or fresh utilization, and procuring a larger percentage of the California and Arizona lemon crop.

Rental Operations Summary

Our rental operations include our residential and commercial rentals, leased land operations and organic recycling.

We own and maintain 257 residential housing units located mainly in Ventura and Tulare Counties in California that we lease to employees, former employees and non-employees. We also own several commercial office buildings. These properties generate reliable cash flows that we use to partially fund the operating cost's of our business. As of October 31, 2022, we lease approximately 500 acres of our land to third-party agricultural tenants who grow a variety of row crops. Our leased land business provides us with a profitable method to diversify the use of our land. We also partner with one of our tenants and have an organic recycling facility on our land in Ventura County. Effective November 1, 2021, we also lease our 1,200 acre Santa Clara ranch in Argentina.

Real Estate Development Summary

We invest in real estate development projects and recognize that long-term strategies are required for successful real estate development activities. Our goal is to redeploy real estate earnings and cash flow into the expansion of our agribusiness and other income producing real estate. For real estate development projects and joint ventures, it is not unusual for the timing and amounts of revenues and costs, partner contributions and distributions, project loans, other financing assumptions and project cash flows to be impacted by government approvals, project revenue and cost estimates and assumptions, economic conditions, financing sources and product demand as well as other factors. Such factors could affect our results of operations, cash flows and liquidity.

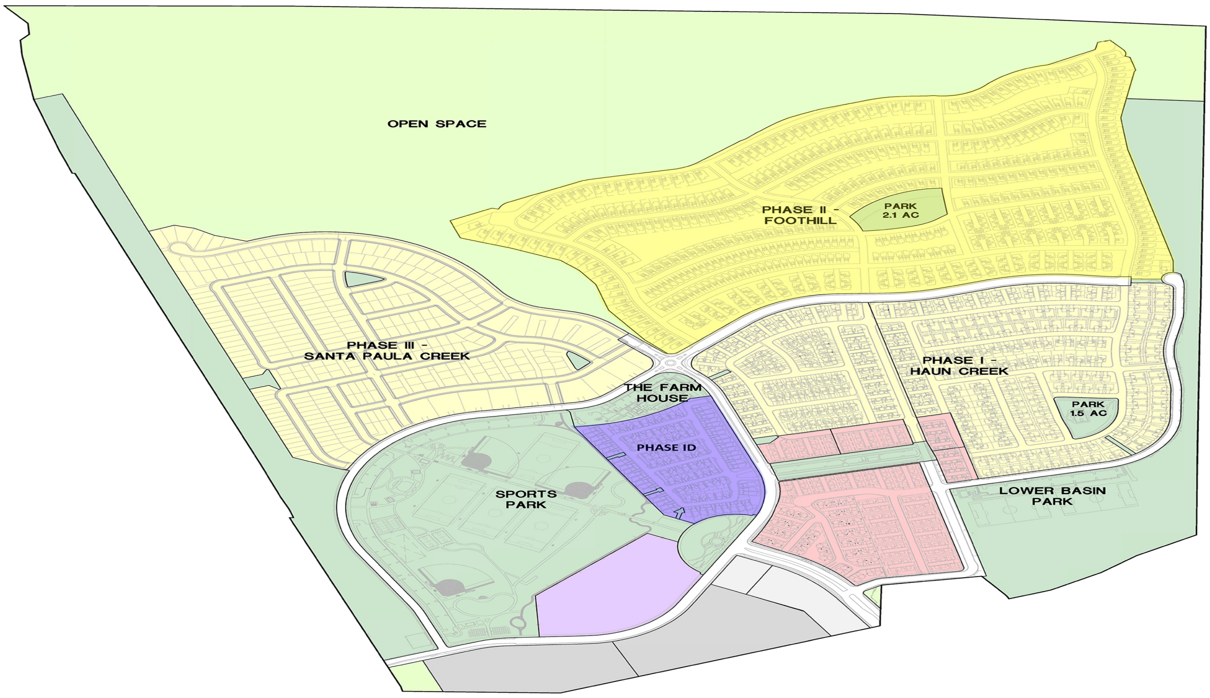
For more than 100 years, we have been making strategic real estate investments in California agricultural and developable real estate. Our current real estate developments include developable land parcels, multi-family housing and single-family homes with approximately 900 units in various stages of planning and development. The following is a summary of each of the strategic real estate investment properties in which we own an interest:

East Area I - Santa Paula, California. East Area I consists of 523 acres that we historically used as agricultural land and is located in Santa Paula approximately ten miles from the City of Ventura and the Pacific Ocean. This property was formerly known as our Teague McKevett Ranch. East Area I is the location for our master planned community of commercial and residential properties, named *Harvest at Limoneira*, designed to satisfy expected demand in a region that we believe will have few other developments in this coming decade.

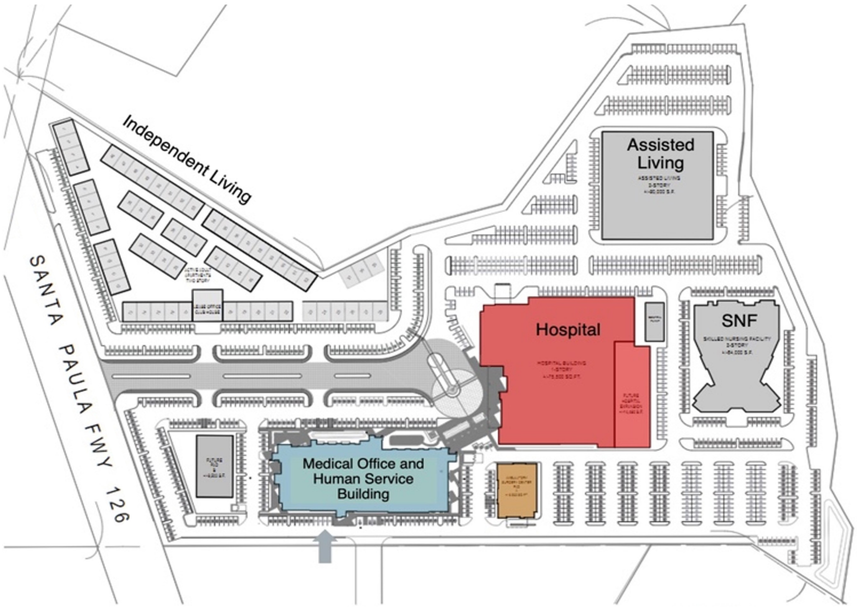
In November 2015, we entered into a joint venture with Lewis for the residential development of our East Area I real estate development project. To consummate the transaction, we formed LLCB as the development entity, contributed our East Area I property to the joint venture and sold a 50% interest in the joint venture to Lewis for $20.0 million. The first phase of the project broke ground to commence mass grading in November 2017. Project plans include approximately 1,500 residential units and site improvements. A total of 586 residential units have closed from the project's inception to October 31, 2022.

In October 2022, we entered into another joint venture with Lewis for the development of our 17-acre East Area I Retained Property (“Retained Property”), which is located within the East Area I property. We formed LLCB II, LLC as the development entity, contributed our Retained Property to the joint venture and sold a 50% interest to Lewis for approximately $8.0 million. In connection with the closing, we amended LLCB’s Limited Liability Company Agreement to provide that LLCB is to include the processing of final approval for additional residential units to be developed and constructed on the Retained Property.

The joint venture partners will share in capital contributions to fund project costs until loan proceeds and/or revenues are sufficient to fund the projects. Since inception, each partner has made funding contributions of $21.4 million to LLCB. We expect to receive approximately $115.0 million from LLCB and LLCB II over the seven remaining years of the projects, including the $8.0 million received in fiscal year 2022.



East Area II - Santa Paula, California. Our design associates and we are in the process of formulating plans for East Area II, a parcel of approximately 30 acres adjacent to East Area I. In July 2021, we entered into a non-binding letter of intent to sell approximately 25 acres of our East Area II property in five staged purchases to an investment company for the purpose of constructing a medical campus consisting of medical office buildings and an acute care hospital. Completion of the transaction is subject to the execution of a purchase and sale agreement and resolution of certain contingencies.



Santa Maria - Santa Barbara County, California. As of October 31, 2022, we were invested in one entitled development parcel, Sevilla, located in Santa Maria in Santa Barbara County, California. In fiscal year 2020, we entered into an agreement to sell our Sevilla property for $2.7 million, which closed in the first quarter of fiscal year 2023.

Markets and Competitive Strengths

Agribusiness Operations

With agricultural operations dating back to 1893, we are one of California's oldest citrus growers and one of the largest growers of lemons and avocados in the United States. Consequently, we have developed significant experience with a variety of crops, mainly lemons, avocados and oranges. The following is a brief list of what we believe are our significant competitive strengths with respect to our agribusiness operations:

- Our agricultural properties in Ventura County are located near the Pacific Ocean, which provides an ideal environment for growing lemons, avocados and row crops. Our agricultural properties in Tulare County, which is in the San Joaquin Valley in Central California, and in Yuma, Arizona, are also located in areas that are well-suited for growing citrus crops.
- Historically, a higher percentage of our crops goes to the fresh market, which is commonly referred to as fresh utilization, than that of other growers and packers with which we compete.
- We have contiguous and nearby land resources that permit us to efficiently use our agricultural land and resources.
- In all but one of our properties, we are not dependent on State or Federal water projects to support our agribusiness or real estate development operations.
- We own approximately 94% of our agricultural land and take a long view on our fruit production practices.
- A significant amount of our agribusiness property was acquired many years ago, which results in a low-cost basis and associated expenses.
- In our fresh lemons and lemon packing segments, our integrated business model with respect to growing, packing, marketing and selling citrus allows us to better serve our customers.

- Our lemon packing operations provide marketing opportunities with other citrus companies and their respective products.
- We have made investments in ground-based solar projects that provide us with tangible and intangible non-revenue generating benefits. The electricity generated by these investments provides us with a significant portion of the electricity required to operate our packinghouse and cold storage facilities located in Santa Paula, California and provides a significant portion of the electricity required to operate four deep-water well pumps at one of our ranches in Tulare County, California. Additionally, these investments support our sustainable agricultural practices, reduce our dependence on fossil-based electricity generation and lower our carbon footprint. Moreover, electricity that we generate and do not use is conveyed seamlessly back to the investor-owned utilities operating in these two markets. Finally, over time, we expect that our customers and the end consumers of our fruit will value the investments that we have made in renewable energy as a part of our farming and packing operations, which we believe may help us differentiate our products from similar commodities.
- We have made various other investments in water rights and mutual water companies. We own shares in the following mutual water companies: Farmers Irrigation Co., Canyon Irrigation Co., San Cayetano Mutual Water Co., Middle Road Mutual Water Co. and Pioneer Water Company, Inc. Additionally, we acquired water rights in the adjudicated Santa Paula Basin (aquifer), the YMIDD and in Chile.

Real Estate Development Operations

With respect to our real estate development operations, we believe our competitive advantages are as follows:

- We have entitlements to build approximately 1,500 residential units in our East Area I development.
- We have partnered with an experienced and financially strong land developer for our East Area I residential master plan development.
- Several of our agricultural and real estate investment properties are unique and carry longer-term development potential.
- Our East Area II property has approximately 30 acres of land commercially zoned, which is adjacent to our East Area I property.

Business Strategy

We are an agribusiness and real estate development company that generates revenue and annual cash flows to support investments in agricultural efficiencies and acquisitions and real estate development activities. As our agricultural and non-strategic real estate development investments are monetized, we intend to use the cash flow to reduce existing debt, fund acquisitions, invest in farming efficiencies and expand packing capacities through our One World of Citrus Asset Light Business Model. We will also use more third-party grower and supplier fruit to reduce the impact of pricing volatility and rising farming costs.

We believe the asset-lighter model will enable us to achieve revenue and cash flow growth by reducing investment risk in North and South America, generating more stable and higher growth in cash flow and earnings, and improving our annual return on invested capital.

The following describes the key elements of our business strategy.

Agribusiness

With respect to our agribusiness operations, key elements of our strategy are:

- *Expand our One World of Citrus Asset Light Business Model in three main channels:*

    - *Growing, packing, marketing and distributing fruit grown on our properties;*
    - *Utilizing third-party fruit by packing, marketing and distributing their fruit through Limoneira channels; and*
    - *Marketing and distributing brokered fruit.*

  We intend to strategically sell certain assets to reduce existing debt, fund acquisitions, increase farming efficiencies and expand packing capabilities. Increased volume of fruit sales is expected to be fueled by sourcing from third-party growers and suppliers, thus mitigating the volatility that commodity pricing has on growers.

- *Expand our Sources of Lemon Supply.* Peak lemon production occurs at different times of the year depending on geographic region. In addition to our lemon production in California and Arizona and lemons we acquire from domestic third-party growers and suppliers, we have expanded our lemon supply sources to international markets such as Mexico, Chile and Argentina. Increases in lemons procured from third-party growers and suppliers and international sources improve our ability to provide our customers with fresh lemons throughout the year.

- *Increase the Volume of our Lemon Packing Operations*. We regularly monitor our costs for redundancies and opportunities for cost reductions. In this regard, cost per carton is a function of throughput. We continually seek to acquire additional lemons from third-party growers and suppliers to pack through our packing facilities. Third-party growers and suppliers are only added if we determine their fruit is of good quality and can be cost effective for both the grower and us. Of most importance is the overall fresh utilization rate for our fruit, which is directly related to quality.

- *Expand International Sales and Marketing of Lemons*. We estimate that we currently have approximately 10% of the fresh lemon market in the United States and a larger share of the United States lemon export market. We intend to explore opportunities to expand our international sales and marketing of lemons. We have the ability to supply a wide range of customers and markets and, because we produce high quality lemons, we can export our lemons to international customers, which many of our competitors are unable to supply.

- *Opportunistically Expand our Plantings of Avocados*. Our plantings of avocados have been profitable and have been pursued to diversify our product line. Agricultural land that we believe is not suitable for lemons is typically planted with avocados, oranges, specialty citrus or other crops. While we may expand our avocados, we expect to do so on an opportunistic basis in locations that we believe offer a record of historical profitability.

Other Operations

With respect to our rental operations and real estate development activities, key elements of our strategy include the following:

- *Selectively Secure Additional Rental and Housing Units*. Our housing, commercial and land rental operations provide us with a consistent, dependable source of cash flow that helps to fund our overall activities. Additionally, we believe our housing rental operation allows us to offer a unique benefit to our employees.

- *Opportunistically Lease Land to Third-Party Crop Farmers*. We regularly monitor the profitability of our fruit-producing acreage to ensure acceptable per acre returns. When we determine that leasing the land to third-party row crop farmers would be more profitable than farming the land, we intend to seek third-party row crop tenants.

- *Opportunistically Expand our Income-Producing Commercial and Industrial Rental Assets*. We intend to redeploy our future financial gains to acquire additional income-producing real estate investments and agricultural properties.

- *Selectively and Responsibly Develop our Agricultural Land*. We recognize that long-term strategies are required for successful real estate development activities. We thus intend to maintain our position as a responsible agricultural landowner and major employer in Ventura County while focusing our real estate development activities on those agricultural land parcels that we believe offer the best opportunities to demonstrate our long-term vision for our community.

Customers

We market and sell our lemons directly to our food service, wholesale and retail customers in the United States, Canada, Asia, Australia, Europe and certain other international markets. We sold lemons to approximately 200 U.S. and international customers during fiscal year 2022. We sell our avocados, oranges, specialty citrus and other crops to third-party packinghouses and our wine grapes to wine producers.

Competition

The agribusiness crop markets are intensely competitive, but no single producer has any significant market power over any market segments, as is consistent with the production of most agricultural commodities. Generally, there are a large number of global producers that sell through joint marketing organizations and cooperatives. Fruit is also sold to independent packers, both public and private, who then sell to their own customer base. Customers are typically large retail chains, food service companies, industrial manufacturers and distributors who sell and deliver to smaller customers in local markets throughout the world. In the purest sense, our largest competitors in our agribusiness segments are other citrus and avocado producers in California, Mexico, Chile, Argentina and Florida, a number of which are members of cooperatives such as Sunkist or have selling relationships with third-party packinghouses similar to that of Limoneira. Our lemons and oranges also compete with other fruits and vegetables for the share of consumer expenditures devoted to fresh fruit and vegetables: apples, pears, melons, pineapples and other tropical fruit. Avocado products compete in the supermarket with hummus products and other dips and salsas. For our specific crops, the size of the U.S. market is approximately $661 million for lemons, both fresh and juice, approximately $340 million for avocados, and approximately $1.6 billion for oranges, both fresh and juice. Competition in the various agribusiness markets is affected by reliability of supply, product quality, brand recognition and perception, price and the ability to satisfy changing customer preferences through innovative product offerings.

The sale and leasing of residential, commercial and industrial real estate is very competitive, with competition coming from numerous and varied sources throughout California. Our greatest direct competition for each of our current real estate development properties in Ventura County comes from other residential and commercial developments in nearby areas.

Resources and Raw Materials

In our fresh lemons and lemon packing segments, paper is considered a material raw product for our business because most of our products are packed in cardboard cartons for shipment. Paper is readily available and we have numerous suppliers for such material. In our agribusiness division, petroleum-based products such as herbicides and pesticides are considered raw materials and we have numerous suppliers for these products.

Intellectual Property

We have numerous trademarks and brands under which we market and sell our fruits, particularly lemons, domestically and internationally, many of which have been owned for decades. The material brands of Limoneira lemons include, but are not limited to, One World of Citrus®, Santa®, Paula®, Bridal Veil®, Fountain®, Golden Bowl® and Level®. These trademarks are owned by us and registered with the United States Patent and Trademark Office. We also acquired certain lemon brands with acquisitions, including Kiva®, Kachina®, Oxnard Lemon and Trapani Fresh.

Seasonal Nature of Business

As with any agribusiness enterprise, our agribusiness operations are predominantly seasonal in nature. The harvest and sale of our lemons, avocados, oranges and specialty citrus and other crops occurs in all quarters, but is generally more concentrated during our third quarter. Our lemons are generally grown and marketed throughout the year, our avocados are primarily sold from January through August, our oranges are primarily sold from January through June, our specialty citrus is primarily sold from November through April and our other crops, such as pistachios and wine grapes, are primarily sold in September and October.

Environmental and Regulatory Matters

Our agribusiness and real estate development divisions are subject to a broad range of evolving federal, state and local environmental laws and regulations. For example, the growing, packing, storing and distributing of our products is extensively regulated by various federal and state agencies. The California State Department of Food and Agriculture oversees our packing and processing of lemons and conducts tests for fruit quality and packaging standards. We are also subject to laws and regulations that govern the use of pesticides and other potentially hazardous substances and the treatment, handling, storage and disposal of materials and waste and the remediation of contaminated properties. Advertising of our products is subject to regulation by the Federal Trade Commission and our operations are subject to certain health and safety regulations, including those issued under the Occupational Safety and Health Act.

We seek to comply at all times with all such laws and regulations and to obtain any necessary permits and licenses, and we are not aware of any instances of material non-compliance. We believe our facilities and practices are sufficient to maintain compliance with applicable governmental laws, regulations, permits and licenses. Nevertheless, there is no guarantee that we will be able to comply with any future laws and regulations for necessary permits and licenses. Our failure to comply with applicable laws and regulations or obtain any necessary permits and licenses could subject us to civil remedies including fines, injunctions, recalls or seizures, as well as potential criminal sanctions. These remedies can increase costs, decrease revenues and lead to additional charges to earnings, which may have a material adverse effect on our business, results of operations and financial condition.

For a discussion of the various risks we face from regulation and compliance matters, see Item 1A. Risk Factors of this Annual Report.

Human Capital Resources

At October 31, 2022, we had 265 employees, of which 95 were salaried and 170 were hourly. None of our employees are subject to a collective bargaining agreement. We believe that our relations with our employees are good.

We believe that an environment of diversity, inclusion and belonging fosters innovation, strengthens our global workforce, and drives our ability to serve customers. Our global presence is strengthened by having a workforce that reflects the diversity of the customers we serve and by maintaining an environment in which such diversity contributes to our mission.

Limoneira is committed to protecting the human rights, safety and dignity of the people who contribute to the success of our business. We are committed to improving the lives of all our stakeholders by helping to provide access to our products and increasing the diversity of our workforce. We also seek to support the welfare of the people who produce, process and harvest the products we sell. We have established several new diversity, inclusion and belonging efforts and programs to better ensure that we are supporting our employees.

Limoneira's overall culture emphasizes the health and safety of our employees and the customers we serve. Limoneira has an Illness and Injury Prevention Plan (IIPP), a Safety Guide and conforms to and follows regulations and guidelines set forth by OSHA in all facilities and operations. Where a particular jurisdiction's guidelines, such as Cal OHSA, are different from the OSHA standard, Limoneira adheres to the most extensive guidelines. We have excellent results from our safety programs compared to similar companies within our industry. In response to the COVID-19 pandemic, we implemented, and continue to improve, appropriate safety measures in all our facilities and locations.

We strive to be a great place for our employees to work and live. We offer competitive pay and best-in-class benefits, including a 401k plan with matching contribution opportunities, comprehensive paid healthcare plans, wellness programs, and tuition reimbursement.

We own and maintain 257 residential housing units located mainly in Ventura and Tulare Counties in California. We lease these housing units to employees, former employees and non-employees. Our residential units provide affordable housing to many of our employees, including our agribusiness employees. Employees live close to their work, which reduces traffic and commuting times. This unique employment benefit helps us maintain a dependable, long-term employee base. We partner with some local schools to provide transportation for residents.

Item 1A. Risk Factors

Risks Related to Our Agribusiness Operations

Adverse weather conditions, natural disasters, including earthquakes and wildfires, and other natural conditions, including the effects of climate change, could impose significant costs and losses on our business.

Fresh produce is vulnerable to adverse weather conditions, including windstorms, floods, drought and temperature extremes, which are quite common and may occur with higher frequency or be less predictable in the future due to the effects of climate change. Unfavorable growing conditions can reduce both crop size and crop quality. In extreme cases, entire harvests may be lost in some geographic areas. We purchase crop insurance for certain crops which partially mitigates our exposure.

All of our crops are subject to damage from frosts and freezes, and this has happened periodically in the past. In some cases, the fruit is damaged or ruined; in the case of extended periods of cold, the trees can also be damaged or killed.

Additionally, a significant portion of our agricultural plantings and our corporate headquarters are located in a region of California that is prone to natural disasters such as earthquakes and wildfires. For example, in December 2017, high winds and the related Southern California wildfires caused a brief power outage at our Santa Paula, California packinghouse and destroyed 14 of our farm worker housing units. While our orchards did not suffer significant damage in the wildfire, the potential for significant damage to a substantial amount of our plantings from a natural disaster in the future continues to exist. Furthermore, if a natural disaster or other event occurs that prevents us from using all or a significant portion of our corporate headquarters, as a result of a power outage or otherwise, or that damages critical infrastructure, it may be difficult or, in certain cases, impossible for us to continue our business for a substantial amount of time.

For the foregoing reasons, adverse weather conditions, natural disasters, including earthquakes and wildfires, or other natural conditions, including the effects of climate change, could severely disrupt our operations, and have a material adverse effect on our business, results of operations, financial condition and prospects.

Our agricultural plantings are potentially subject to damage from disease and pests, which could impose losses on our business and the prevention of which could impose significant additional costs on us.

Fresh produce is vulnerable to crop disease and to pests (e.g., Mediterranean Fruit Fly and the Asian Citrus Psyllid (“ACP”)), which may vary in severity and effect, depending on the stage of production at the time of infection or infestation, the type of treatment applied and climatic conditions.

ACP is an aphid-like insect that is a serious pest to all citrus plants because it can transmit the disease Huanglongbing ("HLB") when it feeds on the plants' leaves and trees. ACP is a federal action quarantine pest subject to interstate and international quarantine restrictions by the United States Department of Agriculture (“USDA”), including a prohibition on the movement of nursery stock out of quarantine areas and a requirement that all citrus fruit be cleaned of leaves and stems prior to movement out of the quarantine area. Due to the discovery of ACP in our orchards, we have experienced costs related to the quarantine and treatment of ACP. To date, HLB has been detected in California, however there has been no HLB detected in our orchards. There can be no assurance that HLB will not be further detected in the future.

The costs to control these diseases and other infestations vary depending on the severity of the damage and the extent of the plantings affected. Moreover, there can be no assurance that available technologies to control such infestations will continue to be effective. These infestations can increase costs, decrease revenues and lead to additional charges to earnings, which may have a material adverse effect on our business, results of operations and financial condition.

Our strategy of marketing and selling our lemons directly to our food service, wholesale and retail customers may not continue to be successful.

Directly obtaining and retaining customers, particularly chain stores and other large customers, is highly competitive, and the prices or other terms of our sales arrangements may not be sufficient to retain existing business, maintain current levels of profitability or obtain new business. Industry consolidation (horizontally and vertically) and other factors have increased the buying leverage of the major grocery retailers in our markets, which may put further downward pressure on our pricing and volume and could adversely affect our results of operations.

Our earnings are sensitive to fluctuations in market supply and prices and demand for our products.

Excess supply often causes severe price competition in our industry. Growing conditions in various parts of the world, particularly weather conditions such as windstorms, floods, droughts and freezes, as well as diseases and pests, are primary factors affecting market prices because of their influence on the supply and quality of product. The ongoing COVID-19 pandemic has also reduced the demand for our products resulting in excess supply.

Fresh produce is highly perishable and generally must be brought to market and sold soon after harvest. Some items, such as avocados, oranges and specialty citrus, must be sold more quickly, while other items, such as lemons, can be held in cold storage for longer periods of time. The selling price received for each type of produce depends on all of these factors, including the availability and quality of the produce item in the market and the availability and quality of competing types of produce.

In addition, general public perceptions regarding the quality, safety or health risks associated with particular food products could reduce demand and prices for some of our products. To the extent that consumer preferences evolve away from products that we produce for health or other reasons, and we are unable to modify our products or to develop products that satisfy new consumer preferences, there will be a decreased demand for our products. However, even if market prices are unfavorable, produce items which are ready to be, or have been, harvested must be brought to market promptly. A decrease in the selling price received for our products due to the factors described above could have a material adverse effect on our business, results of operations and financial condition.

Our earnings may be subject to seasonal variability.

Our earnings may be affected by seasonal factors, including:

- the seasonality of our supplies and consumer demand;
- the ability to process products during critical harvest periods; and
- the timing and effects of ripening and perishability.

Increases in commodity or raw product costs, such as fuel and paper, could adversely affect our operating results.

Many factors may affect the cost and supply of fresh produce, including external conditions, commodity market fluctuations, currency fluctuations, changes in governmental laws and regulations, agricultural programs, severe and prolonged weather conditions and natural disasters. Increased costs for purchased fruit have negatively impacted our operating results in the past, and there can be no assurance that they will not adversely affect our operating results in the future.

The price of various commodities can significantly affect our costs. The cost of petroleum-based products is volatile and there can be no assurance that there will not be further increases in such costs in the future. If the price of oil rises, the costs of our herbicides and pesticides can be significantly impacted.

The cost of paper is also significant to us because some of our products are packed in cardboard boxes for shipment. If the price of paper increases and we are not able to effectively pass these price increases along to our customers, then our operating income will decrease. Increased costs for paper have negatively impacted our operating income in the past, and there can be no assurance that these increased costs will not adversely affect our operating results in the future.

Increases in labor, personnel and benefits costs could adversely affect our operating results.

We primarily utilize labor contractors to grow, harvest and deliver our fruit to our lemon packinghouse or outside packing facilities. We utilize a combination of employees and labor contractors to process our lemons in our lemon packing facility. Our employees and contractors are in demand by other agribusinesses and other industries. Shortages of labor could delay our harvesting or lemon processing activities or could result in increases in labor costs.

Our labor contractors and we are subject to government mandated wage and benefit laws and regulations. For example, the State of California, where a substantial number of our labor contractors are located, passed regulations that increased minimum wage rates from $14.00 per hour to $15.00 per hour, effective January 1, 2022, and will increase to $15.50 per hour in 2023. The State of Arizona wage rates rise each year based on the annual cost of living and increased from $12.15 per hour to $12.80 per hour, effective January 1, 2022, and will increase to $13.85 per hour in 2023. In addition, current or future federal or state healthcare legislation and regulation, including the Affordable Care Act, may increase our medical costs or the medical costs of our labor contractors that could be passed on to us.

Changes in immigration laws could impact the ability of Limoneira to harvest its crops.

We engage third parties to provide personnel for our harvesting operations. The availability and number of such workers is subject to decrease if there are changes in U.S. immigration laws. The states in which we operate are considering or have already adopted new immigration laws or enforcement programs, and the U.S. Congress and the Department of Homeland Security from time to time consider and may implement changes to federal immigration laws, regulations or enforcement programs. Immigration laws have recently been an area of considerable focus by the Department of Homeland Security, with enforcement operations taking place across the country, resulting in arrests and detentions of unauthorized workers. Termination of a significant number of personnel who are found to be unauthorized workers or the scarcity of available personnel to harvest our agricultural products could cause harvesting costs to increase or could lead to the loss of product that is not timely harvested, which could have a material adverse effect to our citrus grove operations, financial position, results of operations and cash flows.

The lack of sufficient water would severely impact our ability to produce crops or develop real estate.

The average rainfall in Ventura, Tulare, San Luis Obispo and San Bernardino Counties in California is substantially below amounts required to grow crops and therefore we are dependent on our surface water rights and rights to pump water from underground aquifers. Extended periods of drought in California may put additional pressure on the use and availability of water for agricultural uses, and in some cases, governmental authorities have diverted water to other uses. As California has grown in population, there are increasing and multiple pressures on the use and distribution of water, which many view as a finite resource. Lack of available potable water can also limit real estate development.

Our water resources include water rights, usage rights and pumping rights to the water in aquifers under, and canals that run through, the land we own. Water for our farming operations is sourced from the existing water resources associated with our land, which includes rights to water in the adjudicated Santa Paula Basin (aquifer) and the un-adjudicated Fillmore and Paso Robles Basins (aquifers). We use ground water and water from local water districts in Tulare County and ground water in San Bernardino County. We use federal project water in Arizona from the Colorado River through the YMIDD. We also have acquired water rights in Chile.

California has experienced below average precipitation since the 2019 - 2020 rainfall season. According to the U.S. Drought Monitor, San Bernardino County was experiencing severe drought conditions, Ventura County was experiencing extreme drought conditions and Tulare County was experiencing exceptional drought conditions as of October 31, 2022. In October 2021, the California Governor declared a drought state of emergency statewide. Federal officials who oversee the Central Valley Project, California's largest water delivery system, allocated 0% of the contracted amount of water to San Joaquin Valley farmers in 2022, compared to 5% in 2021 and 100% in 2017 through 2020. We are assessing the impact these reductions may have on our California orchards.

In August 2021, the U.S. Bureau of Reclamation declared a Level 1 Shortage Condition at Lake Mead in the Lower Colorado River Basin for the first time ever, requiring shortage reductions and water savings contributions for states in the southwest. In January 2022, Arizona experienced water releases from Lake Mead reduced by approximately 18% of the state's annual apportionment. In August 2022, the U.S. Bureau of Reclamation announced Lake Mead to operate in a Tier 2 shortage, which increases water restrictions for states in the southwest. In January 2023, Arizona will forfeit approximately 21% of the state's yearly allotment of water from Lake Mead. In response, we entered into a fallowing agreement and we are assessing the impact these additional reductions may have on our Arizona orchards.

For fiscal year 2022, irrigation costs for our agricultural operations were $1.9 million higher than fiscal year 2021. Costs may increase as we pump more water than our historical averages and federal, state and local water delivery infrastructure costs may increase to access these limited water supplies. We have an ongoing plan for irrigation improvements continuing in fiscal year 2023 that includes drilling new wells and upgrading existing wells and irrigation systems.

We believe we have access to adequate supplies of water for our agricultural operations as well as our real estate development and rental operations and currently do not anticipate that future drought conditions will have a material impact on our operating results. However, if future drought conditions are worse than prior drought conditions or if regulatory responses to such conditions limit our access to water, our business could be negatively impacted by these conditions and responses in terms of access to water and/or cost of water.

The use of herbicides, pesticides and other potentially hazardous substances in our operations may lead to environmental damage and result in increased costs to us.

We use herbicides, pesticides and other potentially hazardous substances in the operation of our business. We may have to pay for the costs or damages associated with the improper application, accidental release or use or misuse of such substances. Our insurance may not be adequate to cover such costs or damages or may not continue to be available at a price or under terms that are satisfactory to us. In such cases, payment of such costs or damages could have a material adverse effect on our business, results of operations and financial condition.

Environmental and other regulation of our business, including potential climate change regulation, could adversely impact us by increasing our production cost or restricting our ability to import certain products into the United States.

Our business depends on the use of fertilizers, pesticides and other agricultural products. The use and disposal of these products in some jurisdictions are subject to regulation by various agencies. A decision by a regulatory agency to significantly restrict the use of such products that have traditionally been used in the cultivation of one of our principal products could have an adverse impact on us. Under the Federal Insecticide, Fungicide and Rodenticide Act, the Federal Food, Drug and Cosmetic Act and the Food Quality Protection Act of 1996, the EPA is undertaking a series of regulatory actions relating to the evaluation and use of pesticides in the food industry. Similarly, in the EU, regulation (EC) No. 1107/2009 fundamentally changed the pesticide approval process to hazard criteria based on the intrinsic properties of the substance. These actions and future actions regarding the availability and use of pesticides could have an adverse effect on us. In addition, if a regulatory agency were to determine that we are not in compliance with a regulation in that agency's jurisdiction, this could result in substantial penalties and a ban on the sale of part or all of our products in that jurisdiction.

A global economic downturn may have an adverse impact on participants in our industry, which cannot be fully predicted.

The full impact of a global economic downturn on customers, vendors and other business partners, such as that seen with the COVID-19 pandemic, cannot be anticipated. For example, major customers or vendors may have financial challenges unrelated to us that could result in a decrease in their business with us or, in extreme cases, cause them to file for bankruptcy protection. Similarly, parties to contracts may be forced to breach their obligations under those contracts. Although we exercise prudent oversight of the credit ratings and financial strength of our major business partners and seek to diversify our risk to any single business partner, there can be no assurance that there will not be a bank, insurance company, supplier, customer or other financial partner that is unable to meet its contractual commitments to us. Similarly, stresses and pressures in the industry may result in impacts on our business partners and competitors, which could have wide-ranging impacts on the future of the industry.

We are subject to the risk of product contamination and product liability claims.

The sale of food products for human consumption involves the risk of injury to consumers. Such injuries may result from tampering by unauthorized third parties, product contamination or spoilage, including the presence of foreign objects, substances, chemicals, other agents, or residues introduced during the growing, storage, handling or transportation phases. While we are subject to governmental inspection and regulations and believe our facilities comply in all material respects with all applicable laws and regulations, we cannot be sure that consumption of our products will not cause a health-related illness in the future or that we will not be subject to claims or lawsuits relating to such matters. Even if a product liability claim is unsuccessful or is not fully pursued, the negative publicity surrounding any assertion that our products caused illness or injury could adversely affect our reputation with existing and potential customers and our corporate and brand image. Moreover, claims or liabilities of this sort might not be covered by our insurance or by any rights of indemnity or contribution that we may have against others. We maintain product liability insurance, however we cannot be sure that we will not incur claims or liabilities for which we are not insured or that exceed the amount of our insurance coverage.

We are subject to transportation risks.

An extended interruption in our ability to ship our products could have a material adverse effect on our business, financial condition and results of operations. Similarly, any extended disruption in the distribution of our products or supply chain issues could have a material adverse effect on our business, financial condition and results of operations. While we believe we are adequately insured and would attempt to transport our products by alternative means if we were to experience an interruption due to strike, natural disasters or otherwise, we cannot be sure that we would be able to do so or be successful in doing so in a timely and cost-effective manner.

Events or rumors relating to LIMONEIRA or our other trademarks and related brands could significantly impact our business.

Consumer and institutional recognition of the LIMONEIRA, One World of Citrus®, Santa®, Paula®, Bridal Veil®, Fountain®, Golden Bowl®, Level®, Kiva®, Kachina®, Oxnard Lemon and Trapani Fresh trademarks and related brands and the association of these brands with high quality and safe food products are an integral part of our business. The occurrence of any events or rumors that cause consumers and/or institutions to no longer associate these brands with high quality and safe food products may materially adversely affect the value of our brand names and demand for our products.

Government regulation could increase our costs of production and increase legal and regulatory expenses.

Growing, packaging, storing and distributing food products are activities subject to extensive federal, state and local regulation, as well as foreign regulation. The U.S. Food and Drug Administration (the “FDA”), the USDA and various state and local public health and agricultural agencies regulate these aspects of our operations. Our business is subject to the FDA Food Safety Modernization Act to ensure food safety. This Act provides direct recall authority to the FDA and includes a number of other provisions designed to enhance food safety, including increased inspections by the FDA of food facilities. The Federal Perishable Agricultural Commodities Act, which specifies standards for the sale, shipment, inspection and rejection of agricultural products, governs our relationships with our fresh food suppliers with respect to the grading and commercial acceptance of product shipments. Import and export controls and similar laws and regulations, in both the United States and elsewhere affect our business. Issues such as health and safety, which may slow or otherwise restrict imports and exports, could adversely affect our business. In addition, the modification of existing laws or regulations or the introduction of new laws or regulations could require us to make material expenditures or otherwise adversely affect the way that we have historically operated our business.

Our strategy to expand international production and marketing may not be successful and may subject us to risks associated with doing business in corrupt environments.

While we intend to expand our lemon supply sources to international markets and explore opportunities to expand our international production and marketing of lemons, we may not be successful in implementing this strategy. Additionally, in many countries outside of the United States, particularly in those with developing economies, it may be common for others to engage in business practices prohibited by laws and regulations applicable to us, such as the Foreign Corrupt Practices Act or similar local anti-bribery laws. These laws generally prohibit companies and their employees, contractors or agents from making improper payments to government officials for the purpose of obtaining or retaining business. Failure to comply with these laws could subject us to civil and criminal penalties that could materially and adversely affect our financial condition and results of operations.

We depend on our infrastructure to have sufficient capacity to handle our annual lemon production needs.

We have an infrastructure that has sufficient capacity for our lemon production needs, but if we lose machinery or facilities due to natural disasters or mechanical failure, we may not be able to operate at a sufficient capacity to meet our lemon production needs. This could have a material adverse effect on our business, which could impact our results of operations and our financial condition.

Risks Related to Our Indebtedness

We may be unable to generate sufficient cash flow to service our debt obligations.

To service our debt, we require a significant amount of cash. Our ability to generate cash, make scheduled payments or refinance our obligations depends on our successful financial and operating performance. Our financial and operating performance, cash flow and capital resources depend upon prevailing economic conditions and various financial, business and other factors, many of which are beyond our control. These factors include among others:

- economic and competitive conditions;
- changes in laws and regulations;
- operating difficulties, increased operating costs or pricing pressures we may experience; and
- delays in implementing any strategic projects.

If our cash flow and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell material assets or operations, obtain additional capital or restructure our debt. If we are required to take any actions referred to above, it could have a material adverse effect on our business, financial condition and results of operations. In addition, we cannot assure you that we would be able to take any of these actions on terms acceptable to us, or at all, or that these actions would enable us to continue to satisfy our capital requirements or that these actions would be permitted under the terms of our various debt agreements.

Restrictive covenants in our debt instruments restrict or prohibit our ability to engage in or enter into a variety of transactions, which could adversely restrict our financial and operating flexibility and subject us to other risks.

Our revolving and non-revolving credit and term loan facilities contain various restrictive covenants that limit our ability to take certain actions. In particular, these agreements limit our ability to, among other things:

- incur additional indebtedness;
- make certain investments or acquisitions;
- create certain liens on our assets;
- engage in certain types of transactions with affiliates;
- merge, consolidate or transfer substantially all our assets; and
- transfer and sell assets.

Our revolving and non-revolving credit facility with the Farm Credit West Credit Facility contain a financial covenant that requires us to maintain compliance with a specified debt service coverage ratio greater than or equal to 1:25:1.0 on an annual basis. At October 31, 2022, we were in compliance with such debt service coverage ratio. Our failure to comply with this covenant in the future may result in the declaration of an event of default under our Farm Credit West Credit Facility.

Any or all of these covenants could have a material adverse effect on our business by limiting our ability to take advantage of financing, merger and acquisition or other corporate opportunities and to fund our operations. Any future debt could also contain financial and other covenants more restrictive than those imposed under our line of credit and term loan facilities. A breach of a covenant or other provision in any credit facility governing our current and future indebtedness could result in a default under that facility and, due to cross-default and cross-acceleration provisions, could result in a default under our other credit facilities. Upon the occurrence of an event of default under any of our credit facilities, the applicable lender(s) could elect to declare all amounts outstanding to be immediately due and payable and, with respect to our revolving credit facility, terminate all commitments to extend further credit. If we were unable to repay those amounts, our lenders could proceed against the collateral granted to them to secure the indebtedness. If the lenders under our current or future indebtedness were to accelerate the payment of the indebtedness, we cannot assure you that our assets or cash flow would be sufficient to repay in full our outstanding indebtedness.

Despite our relatively high current indebtedness levels and the restrictive covenants set forth in agreements governing our indebtedness, we may still incur significant additional indebtedness, including secured and guaranteed indebtedness. Incurring more indebtedness could increase the risks associated with our substantial indebtedness.

Subject to the restrictions in our credit facilities, we may incur significant additional indebtedness. If new debt is added to our current debt levels, the related risks that we now face could increase.

In January 2018, LLCB entered into a $45.0 million unsecured Line of Credit Loan Agreement and Promissory Note (the "Loan") with Bank of America, N.A. to fund early development activities. The Loan, as modified and extended, matures February 22, 2023 and has a one-year extension option through February 22, 2024 subject to terms and conditions as defined in the agreement, with the maximum borrowing amount reduced to $35.0 million during the extension period. In December 2022, LLCB exercised the extension option. The Loan contains certain customary default provisions and LLCB may prepay any amounts outstanding under the Loan without penalty. The obligations under the Loan are guaranteed by certain principals from Lewis and us. Defaults by LLCB could increase our indebtedness.

Some of our debt is based on variable rates of interest, which could result in higher interest expenses in the event of an increase in the interest rates.

Our Farm Credit West Credit Facility currently bears interest at a variable rate, which will generally change as interest rates change. We bear the risk that the rates we are charged by our lender will increase faster than the earnings and cash flow of our business, which could reduce profitability, adversely affect our ability to service our debt, cause us to breach covenants contained in our Farm Credit West Credit Facility, which could materially adversely affect our business, financial condition and results of operations. Several of our Company's debt agreements use LIBOR as a reference rate, which will be converted to the Secure Overnight Financing Rate ("SOFR") on January 1, 2023.

Global capital and credit market issues affect our liquidity, increase our borrowing costs and may affect the operations of our suppliers and customers.

The global capital and credit markets have experienced increased volatility and disruption over the past several years, making it more difficult for companies to access those markets. We depend in part on stable, liquid and well-functioning capital and credit markets to fund our operations. Although we believe that our operating cash flows and existing credit facilities will permit us to meet our financing needs for the foreseeable future, there can be no assurance that continued or increased volatility and disruption in the capital and credit markets will not impair our liquidity or increase our costs of borrowing. Our business could also be negatively impacted if our suppliers or customers experience disruptions resulting from tighter capital and credit markets or a slowdown in the general economy.

Risks Related to Our Real Estate Development Operations

We are involved in a cyclical industry and are affected by changes in general and local economic conditions.

The real estate development industry is cyclical and is affected by changes in general and local economic conditions, including:

- employment levels;
- availability of financing;
- interest rates;
- consumer confidence;
- demand for the developed product, whether residential or industrial;
- supply of similar product, whether residential or industrial; and
- local, state and federal government regulation, including eminent domain laws, which may result in taking for less compensation than the owner believes the property is worth.

The process of project development and the commitment of financial and other resources occur long before a real estate project comes to market. A real estate project could come to market at a time when the real estate market is depressed. It is also possible in a rural area like ours that no market for the project will develop as projected.

A recession in the global economy, or a downturn in national or regional economic conditions, could adversely impact our real estate development business.

Future economic instability or tightening in the credit markets could lead to another housing market collapse, which could adversely affect our real estate development operations and those of our equity method investments. Future real estate sales, revenues, financial condition, results of operations and equity in earnings of investments could suffer as a result. Our business is sensitive to economic conditions in California, where our real estate development properties are located.

Higher interest rates and lack of available financing can have significant impacts on the real estate industry.

Higher interest rates generally impact the real estate industry by making it harder for buyers to qualify for financing, which can lead to a decrease in the demand for residential, commercial or industrial sites. Any decrease in demand will negatively impact our proposed developments. In 2022, the Board of Governors of the Federal Reserve System took actions in tightening the monetary policy that resulted in higher interest rates prevailing in the marketplace. Market interest rates may continue to increase in the future and the increase may materially and negatively affect us. Lack of available credit to finance real estate purchases can also negatively impact demand. Any downturn in the economy or consumer confidence can also be expected to result in reduced housing demand and slower industrial development, which would negatively impact the demand for land we are developing.

We are subject to various land use regulations and require governmental approvals for our developments that could be denied.

In planning and developing our land, we are subject to various local, state, and federal statutes, ordinances, rules and regulations concerning zoning, infrastructure design, subdivision of land, and construction. All of our new developments require amending existing general plan and zoning designations, so it is possible that our entitlement applications could be denied. In addition, the zoning that ultimately is approved could include density provisions that would limit the number of homes and other structures that could be built within the boundaries of a particular area, which could adversely impact the financial returns from a given project. In addition, in the past, many states, cities and counties (including Ventura County) have approved various “slow growth” or “urban limit line” measures.

If unforeseen regulatory challenges with East Areas I and II occur, we may not be able to develop these projects as planned.

Third-party litigation could increase the time and cost of our real estate development efforts.

The land use approval processes we must follow to ultimately develop our projects have become increasingly complex. Moreover, the statutes, regulations and ordinances governing the approval processes provide third parties the opportunity to challenge the proposed plans and approvals. As a result, the prospect of third-party challenges to planned real estate developments provides additional uncertainties in real estate development planning and entitlements. Third-party challenges in the form of litigation would, by their nature, adversely affect the length of time and the cost required to obtain the necessary approvals. In addition, adverse decisions arising from any litigation would increase the costs and length of time to obtain ultimate approval of a project and could adversely affect the design, scope, plans and profitability of a project.

We are subject to environmental regulations and opposition from environmental groups that could cause delays and increase the costs of our real estate development efforts or preclude such development entirely.

Environmental laws that apply to a given site can vary greatly according to the site’s location and condition, the present and former uses of the site, and the presence or absence of sensitive elements like wetlands and endangered species. Environmental laws and conditions may (i) result in delays, (ii) cause us to incur additional costs for compliance, where a significant amount of our developable land is located, mitigation and processing land use applications, or (iii) preclude development in specific areas. In addition, in California, third parties have the ability to file litigation challenging the approval of a project, which they usually do by alleging inadequate disclosure and mitigation of the environmental impacts of the project. While we have worked with representatives of various environmental interests and wildlife agencies to minimize and mitigate the impacts of our planned projects, certain groups opposed to development may oppose our projects vigorously, so litigation challenging their approval could occur. Recent concerns over the impact of development on water availability and global warming increases the breadth of potential obstacles that our developments face.

Our real estate development projects are concentrated entirely in California.

All of our real estate development projects are located in California, and our business is especially sensitive to the economic conditions within California. Any adverse change in the economic climate of California, and any adverse change in the political or regulatory climate of California or Ventura County, could adversely affect our real estate development activities. Ultimately, our ability to sell or lease lots may decline as a result of weak economic conditions or restrictive regulations.

If the real estate industry weakens or instability of the mortgage industry and commercial real estate financing exists, it could have an adverse effect on our real estate activities.

If the residential real estate market weakens or instability of the mortgage industry and commercial real estate financing exists, our residential real estate business could be adversely affected. An excess supply of homes available due to foreclosures or the expectation of deflation in house prices could also have a negative impact on our ability to sell our inventory when it becomes available.

We rely on contractual arrangements with third-party advisors to assist us in carrying out our real estate development projects and are subject to risks associated with such arrangements.

We utilize third-party contractor and consultant arrangements to assist us in operating our real estate development segment. These contractual arrangements may not be as effective in providing direct control over this business segment. For example, our third-party advisors could fail to take actions required for our real estate development businesses despite their contractual obligation to do so. If the third-party advisors fail to perform under their agreements with us, we may have to rely on legal remedies under the law, which may not be effective. In addition, we cannot assure you that our third-party advisors would always act in our best interests.

If we are unable to complete land development projects within forecasted time and budget expectations, if at all, our financial results may be negatively affected.

We intend to develop land and real estate properties as suitable opportunities arise, taking into consideration the general economic climate. New real estate development projects have a number of risks, including the following:

- construction delays or cost overruns that may increase project costs;
- receipt of zoning, occupancy and other required governmental permits and authorizations;
- development costs incurred for projects that are not pursued to completion;
- earthquakes, hurricanes, floods, fires or other natural disasters that could adversely affect a project;
- defects in design or construction that may result in additional costs to remedy or require all or a portion of a property to be closed during the period required to rectify the situation;
- our ability to raise capital;
- the impact of governmental assessments such as park fees or affordable housing requirements;
- governmental restrictions on the nature and size of a project or timing of completion; and
- the potential lack of adequate building/construction capacity for large development projects.

If any development project is not completed on time or within budget, our financial results may be negatively affected.

If we are unable to obtain required land use entitlements at reasonable costs, or at all, our operating results would be adversely affected.

The financial performance of our real estate development activities is closely related to our success in obtaining land use entitlements for proposed development projects. Obtaining all of the necessary entitlements to develop a parcel of land is often difficult, costly and may take several years, or more, to complete. In some situations, we may be unable to obtain the necessary entitlements to proceed with a real estate development or may be required to alter our plans for the development. Delays or failures to obtain these entitlements may have a material adverse effect on our financial results.

We could experience a reduction in revenues or reduced cash flows if we are unable to obtain reasonably priced financing to support our real estate development projects and land development activities.

The real estate development industry is capital intensive, and development requires significant up-front expenditures to develop land and begin real estate construction. Accordingly, we have and may continue to incur substantial indebtedness to finance our real estate development and land development activities. Although we believe that internally generated funds and current and available borrowing capacity will be sufficient to fund our capital and other expenditures, including additional land acquisition, development and construction activities, and the amounts available from such sources may not be adequate to meet our needs. If such sources were insufficient, we would seek additional capital in the form of debt from a variety of potential sources, including bank financing. The availability of borrowed funds to be used for additional land acquisition, development and construction may be greatly reduced, and the lending community may require increased amounts of equity to be invested in a project by borrowers in connection with new loans. The failure to obtain sufficient capital to fund our planned expenditures could have a material adverse effect on our business and operations and our results of operations in future periods.

We may encounter risks associated with the real estate joint ventures we entered into in November 2015 and October 2022 with the Lewis Group of Companies including:

- the joint ventures may not perform financially or operationally as expected;
- land values, project costs, sales absorption or other assumptions included in the development plans may cause the joint ventures' operating results to be less than expected;
- the joint ventures may not be able to obtain project loans on acceptable terms;
- the joint venture partners may not be able to provide capital to the joint ventures in the event external financing or project cash flows are not sufficient to finance the joint ventures' operations;
- the joint venture partners may not manage the project properly; and
- disagreements could occur between the joint venture partners that could affect the operating results of the joint ventures or could result in a sale of a partner's interest or the joint ventures at undesirable values.

We may encounter other risks that could impact our ability to develop our land.

We may also encounter other difficulties in developing our land, including:

- natural risks, such as geological and soil problems, earthquakes, fire, heavy rains and flooding and heavy winds;
- shortages of qualified trades people;
- reliance on local contractors, who may be inadequately capitalized;
- shortages of materials;
- increases in the cost of certain materials; and
- environmental remediation costs.

General Risks and Risks Related to Our Common Stock

Our business is highly competitive and we cannot assure you that we will maintain our current market share.

Many companies compete in our different businesses. However, only a few well-established companies operate on an international, national and regional basis with one or several product lines. We face strong competition from these and other companies in all our product lines.

Important factors with respect to our competitors include the following:

- Some of our competitors may have greater operating flexibility and, in certain cases, this may permit them to respond better or more quickly to changes in the industry or to introduce new products and packaging more quickly and with greater marketing support.
- We cannot predict the pricing or promotional actions of our competitors or whether those actions will have a negative effect on us.

There can be no assurance that we will continue to compete effectively with our present and future competitors, and our ability to compete could be materially adversely affected by our debt levels and debt service requirements.

Currency exchange fluctuation may impact the results of our operations.

We distribute our products both nationally and internationally. Our international sales are primarily transacted in U.S. dollars. Our results of operations are affected by fluctuations in currency exchange rates in both sourcing and selling locations. In the past, periods of a strong U.S. dollar relative to other currencies have led international customers, particularly in Asia, to find alternative sources of fruit.

We are dependent on key personnel and the loss of one or more of those key personnel may materially and adversely affect our prospects.

We currently depend heavily on the services of our key management personnel. The loss of any key personnel could materially and adversely affect our results of operations or financial condition. Our success will also depend in part on our ability to attract and retain additional qualified management personnel.

Inflation can have a significant adverse effect on our operations.

Inflation can have a major impact on our agribusiness operations. The farming operations are most affected by escalating costs and unpredictable revenues (due to an oversupply of certain crops) and very high irrigation water costs. High fixed water costs related to our farm lands will continue to adversely affect earnings. Prices received for many of our products are dependent upon prevailing market conditions and commodity prices. Therefore, it is difficult for us to accurately predict revenue and we cannot pass on cost increases caused by general inflation, except to the extent reflected in market conditions and commodity prices.

System security risks, data protection breaches, cyber-attacks and systems integration issues could disrupt our internal operations or services provided to customers, and any such disruption could reduce our expected revenue, increase our expenses, damage our reputation and adversely affect our stock price.

Computer programmers and hackers may be able to penetrate our network security and misappropriate or compromise our confidential information or that of third parties, create system disruptions or cause shutdowns. Computer programmers and hackers also may be able to develop and deploy viruses, worms, and other malicious software programs that attack our products or otherwise exploit any security vulnerabilities of our products. In addition, sophisticated hardware and operating system software and applications that we produce or procure from third parties may contain defects in design or manufacture, including “bugs” and other problems that could unexpectedly interfere with the operation of the system. The costs to us to eliminate or alleviate cyber or other security problems, bugs, viruses, worms, malicious software programs and security vulnerabilities could be significant, and our efforts to address these problems may not be successful and could result in interruptions, delays, cessation of service and loss of existing or potential customers that may impede our sales, packing, distribution or other critical functions.

Portions of our IT infrastructure also may experience interruptions, delays or cessations of service or produce errors in connection with systems integration or migration work that takes place from time to time. We may not be successful in implementing new systems and transitioning data, which could cause business disruptions and be more expensive, time consuming, disruptive and resource-intensive. Such disruptions could adversely impact our ability to fulfill orders and interrupt other processes. Delayed sales, lower margins or lost customers resulting from these disruptions could adversely affect our financial results, stock price and reputation.

The acquisition of other businesses could pose risks to our operating income.

We intend to continue to consider acquisition prospects that complement our business. While we are not currently a party to any agreement with respect to any acquisitions, we may acquire other businesses in the future. Future acquisitions by us could result in accounting charges, potentially dilutive issuances of equity securities, and increased debt and contingent liabilities, any of which could have a material adverse effect on our business and the market price of our common stock. Acquisitions entail numerous risks, including the integration of the acquired operations, diversion of management’s attention to other business concerns, risks of entering markets in which we have limited prior experience, and potential loss of key employees of acquired organizations. We may be unable to successfully integrate businesses or the personnel of any business that might be acquired in the future, and our failure to do so could have a material adverse effect on our business and on the market price of our common stock.

The value of our common stock could be volatile.

Investing in our common stock involves a high degree of risk. There are numerous and varied risks, known and unknown, that may prevent us from achieving our goals. The risks described here are not the only ones we will face. If any of these risks or other risks actually occurs, our business, financial condition, results of operations or future prospects could be materially and adversely affected. In such event, the trading price of our common stock could decline and investors in our common stock could lose all or part of their investment.

The overall market and the price of our common stock may fluctuate greatly and we cannot assure you that you will be able to resell shares at or above market price. The trading price of our common stock may be significantly affected by various factors, including:

- quarterly fluctuations in our operating results;
- changes in investors' and analysts' perception of the business risks and conditions of our business;
- our ability to meet the earnings estimates and other performance expectations of financial analysts or investors;
- unfavorable commentary or downgrades of our stock by equity research analysts;
- fluctuations in the stock prices of our peer companies or in stock markets in general; and
- general economic or political conditions.

Concentrated ownership of our common stock creates a risk of sudden change in our share price.

As of October 31, 2022, directors and members of our executive management team beneficially owned or controlled approximately 3.2% of our common stock. Investors who purchase our common stock may be subject to certain risks due to the concentrated ownership of our common stock. The sale by any of our large stockholders of a significant portion of that stockholder's holdings could have a material adverse effect on the market price of our common stock. In addition, the registration of any significant amount of additional shares of our common stock will have the immediate effect of increasing the public float of our common stock and any such increase may cause the market price of our common stock to decline or fluctuate significantly.

Our charter documents contain provisions that may delay, defer or prevent a change of control.

Provisions of our certificate of incorporation and bylaws could make it more difficult for a third-party to acquire control of us, even if the change in control would be beneficial to stockholders. These provisions include the following:

- division of our board of directors into three classes, with each class serving a staggered three-year term;
- removal of directors by stockholders by a supermajority of two-thirds of the outstanding shares;
- ability of the board of directors to authorize the issuance of preferred stock in series without stockholder approval; and
- prohibitions on our stockholders that prevent them from acting by written consent and limitations on calling special meetings.

We incur increased costs as a result of being a publicly traded company.

As a Company with publicly traded securities, we have incurred, and will continue to incur, significant legal, accounting and other expenses. In addition, the Sarbanes-Oxley Act of 2002, as well as rules promulgated by the SEC and NASDAQ, require us to adopt corporate governance practices applicable to U.S. public companies. These rules and regulations may increase our legal and financial compliance costs, which could adversely affect the trading price of our common stock.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Real Estate

We own our corporate headquarters in Santa Paula, California. We own approximately 8,300 acres of farm land in California, 1,200 acres located in Yuma, Arizona, 3,500 acres in La Serena, Chile and 1,200 acres in Jujuy, Argentina. We also lease approximately 1,000 acres of land and have an interest in a partnership that owns approximately 200 acres of land. The land used for agricultural plantings consists of approximately 5,600 acres of lemons, approximately 900 acres of avocados, approximately 1,000 acres of oranges and approximately 1,000 acres of specialty citrus and other crops. Our agribusiness land holdings are summarized below as of October 31, 2022 (in thousands, except per acre amounts):

Ranch Name	Acres	Book Value	Acquisition Date	Book Value per Acre
Limoneira/Olivelands Ranch	1,700	$ 767	1907, 1913, 1920	$ 451
La Campana Ranch	300	758	1964	$ 2,527
Orchard Farm Ranch	1,100	3,240	1990	$ 2,945
Rancho La Cuesta Ranch	200	2,899	1994	$ 14,495
Porterville Ranch	700	6,427	1997	$ 9,181
Ducor Ranch	900	6,223	1997	$ 6,914
Jencks Ranch	100	846	2007	$ 8,460
Windfall Farms	700	16,162	2009	$ 23,089
Stage Coach Ranch	100	603	2012	$ 6,030
Martinez Ranch	200	1,363	2012	$ 6,815
Associated Citrus Packers	1,300	15,035	2013	$ 11,565
Lemons 400	800	5,182	2013	$ 6,478
Sheldon Ranches	600	9,618	2016	$ 16,030
Pan de Azucar	200	2,292	2017	$ 11,461
San Pablo	3,300	5,586	2018	$ 1,693
Santa Clara	1,200	8,600	2019	$ 7,167
Other agribusiness land	400	1,539	various	$ 3,848
	13,800	$ 87,140		

The book value of our agribusiness land holdings of approximately $87.1 million differs from the land balance of $87.6 million included in property, plant and equipment in the notes to the consolidated financial statements in Item 8 of this Annual Report. The table above presents our current land holdings in farming agribusiness operations.

We own our packing facilities located in Santa Paula, California and Yuma, Arizona, where we process and pack our lemons as well as lemons for other growers. We have a 5.5 acre, one-megawatt ground-based photovoltaic solar generator and one-megawatt roof array, which provides the majority of the power to operate our packing facility. We also have a one-megawatt solar array that provides us with a majority of the electricity required to operate four deep water well pumps at one of our ranches in the San Joaquin Valley.

We own and maintain 257 residential units mainly in Ventura and Tulare Counties that we lease to our employees, former employees and outside tenants and we own several commercial office buildings and properties that are leased to various tenants.

We own and have equity investments in real estate development property in the California County of Ventura. These properties are in various stages of development for up to approximately 900 residential units and approximately 811,000 square feet of commercial space.

Water and Mineral Rights

Our water resources include water rights, usage rights and pumping rights to the water in aquifers under, and canals that run through, the land we own. We believe we have adequate supplies of water for our agribusiness segments as well as our rental and real estate development activities. Water for our farming operations located in Ventura County, California is sourced from the existing water resources associated with our land, which includes approximately 8,600 acre-feet of adjudicated water rights in the Santa Paula Basin (aquifer) and the un-adjudicated Fillmore Basin. We use a combination of ground water provided by wells that derive water from the San Joaquin Valley Basin and water from various water districts and irrigation districts in Tulare County, California, which is in the agriculturally productive San Joaquin Valley. We use ground water provided by wells that derive water from the Cadiz Valley Basin at the Cadiz Ranch in San Bernardino County, California. Our Windfall Farms property located in San Luis Obispo County, California obtains water from wells that derive water from the Paso Robles Basin. Our Associated farming operations in Yuma, Arizona source water from the Colorado River through the YMIDD, where we have access to approximately 11,700 acre feet of Class 3 Colorado River water rights. We use ground water provided by wells and surface water for our PDA and San Pablo farming operations in La Serena, Chile and our Trapani Fresh farming operations in Argentina.

Our rights to extract groundwater from the Santa Paula Basin are governed by the Santa Paula Basin Judgment (the “Judgment”). The Judgment was entered into in 1996 by stipulation among the United Water Conservation District, the City of Ventura and various members of the Santa Paula Basin Pumpers Association (the “Association”). The Association is a not-for-profit, mutual benefit corporation, which represents the interests of all overlying landowners with rights to extract groundwater from the Santa Paula Basin and the City of Santa Paula. We are a member of the Association. Membership in the Association is governed by the Association's Bylaws.

Our California water resources include approximately 17,000 acre-feet of water affiliated with our owned properties, of which approximately 8,600 acre-feet are adjudicated. Our Yuma, Arizona water resources include approximately 11,700 acre-feet of water sourced from the Colorado River. We own shares in five not-for-profit mutual benefit water companies. Our investments in these water companies provide us with the right to receive a proportionate share of water from each of the water companies.

We believe water is a natural resource that is critical to economic growth in the western United States and firm, reliable water rights are essential to our sustainable business practices. Consequently, we have long been a private steward and advocate of prudent and efficient water management. We have made substantial investments in securing water and water rights in quantities that are sufficient to support and, we believe will exceed, our long-term business objectives. We strive to follow best management practices for the diversion, conveyance, distribution and use of water. In the future, we intend to continue to provide leadership in the area of, and seek innovation opportunities that promote, increased water use efficiency and the development of new sources of supply for our neighboring communities.

Item 3. Legal Proceedings

From time to time, we are a party to various lawsuits, arbitrations or mediations that arise in the ordinary course of business. The disclosure called for by Part II, Item 3 regarding our legal proceedings is incorporated by reference herein from Note 17 – Commitments and Contingencies of the Notes to Consolidated Financial Statements in this Annual Report.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

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

Market Information

Our common stock is traded on The NASDAQ Stock Market LLC ("NASDAQ") under the symbol "LMNR." There is no assurance that our common stock will continue to be traded on NASDAQ or that any liquidity will exist for our stockholders.

Holders

On November 30, 2022, there were approximately 226 registered holders of our common stock. The number of registered holders includes banks and brokers who act as nominees, each of whom may represent more than one stockholder.

Dividends

The following table presents cash dividends per common share declared and paid in the periods shown.

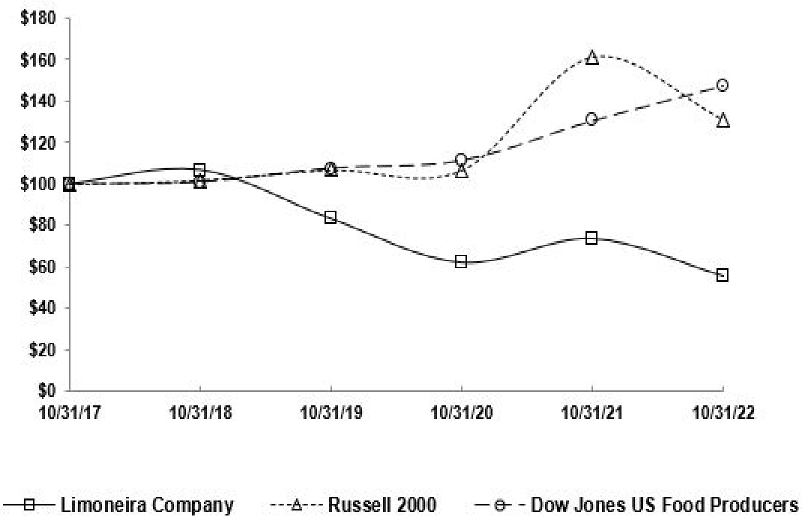
	Dividend
2022	
Fourth Quarter Ended October 31, 2022	$ 0.075
Third Quarter Ended July 31, 2022	$ 0.075
Second Quarter Ended April 30, 2022	$ 0.075
First Quarter Ended January 31, 2022	$ 0.075
2021	
Fourth Quarter Ended October 31, 2021	$ 0.075
Third Quarter Ended July 31, 2021	$ 0.075
Second Quarter Ended April 30, 2021	$ 0.075
First Quarter Ended January 31, 2021	$ 0.075

In December 2022, we declared our quarterly dividend of $0.075 per common share and we expect to continue to pay quarterly dividends at a similar rate to the extent permitted by the financial results of our business and other factors beyond management's control.

Performance Graph

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Limoneira Company, the Russell 2000 Index
and the Dow Jones US Food Producers Index



*$100 invested on 10/31/17 in stock or index, including reinvestment of dividends.
Fiscal year ending October 31.

The line graph above compares the percentage change in cumulative total stockholder return of our common stock registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") with (i) the cumulative total return of the Russell 2000 Index, assuming reinvestment of dividends, and (ii) the cumulative total return of Dow Jones U.S. Food Producers Index, assuming reinvestment of dividends.

Recent Sales of Unregistered Securities

None.

Purchases of Equity Securities by Issuer and Affiliated Purchasers

Period	Total Number of Shares Purchased(1)	Weighted Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(2)	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs(2)
August 1, 2022 through August 31, 2022	—	$ —	—	—
September 1, 2022 through September 30, 2022	—	$ —	—	—
October 1, 2022 through October 31, 2022	37,236	$ 11.93	—	—
Total	**37,236**		—	—

(1) Shares were acquired from our employees in accordance with our stock-based compensation plan as a result of share withholdings to pay income tax related to the vesting and distribution of restricted stock awards.

(2) In fiscal year 2021, our Company's Board of Directors approved a share repurchase program authorizing us to repurchase up to $10.0 million of our outstanding shares of common stock through September 2022. No shares have been repurchased under this program. As of October 31, 2022, the program has expired and there is no remaining authorization under this program.

Item 6. Reserved

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

The following Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to promote understanding of the results of operations and financial condition. MD&A is provided as a supplement to, and should be read in conjunction with, our consolidated financial statements and the accompanying Notes to Consolidated Financial Statements (Part II, Item 8 of this Form 10-K). This discussion and analysis contains forward-looking statements that involve risks, uncertainties, and assumptions. Actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including, but not limited to, those presented under “Risk Factors” included in Item 1A and elsewhere in this Annual Report on Form 10-K. This section generally discusses the results of operations for fiscal year 2022 compared to fiscal year 2021. For discussion related to the results of operations and changes in financial condition for fiscal year 2021 compared to fiscal year 2020 refer to Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations in our fiscal year 2021 Form 10-K, which was filed with the United States Securities and Exchange Commission (SEC) on January 10, 2022.

Overview

Limoneira Company, a Delaware corporation, is the successor to several businesses with operations in California since 1893. We are primarily an agribusiness company founded and based in Santa Paula, California, committed to responsibly using and managing our approximately 15,400 acres of land, water resources and other assets to maximize long-term stockholder value. Our current operations consist of fruit production, sales and marketing, rental operations, real estate and capital investment activities.

We have three business divisions: agribusiness, rental operations and real estate development. The agribusiness division is comprised of four reportable operating segments: fresh lemons, lemon packing, avocados and other agribusiness, which includes oranges, specialty citrus and other crops. The agribusiness division includes our core operations of farming, harvesting, lemon packing and citrus sales operations. The rental operations division includes our residential and commercial rentals comprised of 257 completed rental units, leased land operations and organic recycling. The real estate development division includes our investments in real estate development projects. Generally, we see our Company as a land and farming company that generates annual cash flows to support our progress into diversified real estate development activities. As real estate developments are monetized, our agriculture business will then be able to expand more rapidly into new regions and markets.

Recent Developments – Refer to Part I, Item 1 “Fiscal Year 2022 Highlights and Recent Developments”

Results of Operations

The following table shows the results of operations for ($ in thousands):

	Years Ended October 31,					
	2022		2021		2020	
Revenues:						
Agribusiness	$ 179,281	97%	$ 161,381	97%	$ 159,937	97%
Other operations	5,324	3%	4,646	3%	4,622	3%
Total net revenues	184,605	100%	166,027	100%	164,559	100%
Costs and expenses:						
Agribusiness	160,651	88%	148,492	86%	157,281	86%
Other operations	4,438	2%	4,332	3%	4,504	2%
(Gain) loss on disposal of assets	(4,500)	(2)%	109	—	502	—%
Selling, general and administrative	21,815	12%	19,427	11%	21,280	12%
Total costs and expenses	182,404	100%	172,360	100%	183,567	100%
Operating income (loss):						
Agribusiness	18,630		12,889		2,656	
Other operations	886		314		118	
Gain (loss) on disposal of assets	4,500		(109)		(502)	
Selling, general and administrative	(21,815)		(19,427)		(21,280)	
Operating income (loss)	2,201		(6,333)		(19,008)	
Other (expense) income:						
Interest income	53		379		362	
Interest expense, net of patronage dividends	(2,291)		(1,501)		(2,048)	
Equity in earnings of investments, net	1,341		3,203		339	
Loss on stock in Calavo Growers, Inc.	—		—		(6,299)	
Other (expense) income, net	(955)		89		219	
Total other (expense) income	(1,852)		2,170		(7,427)	
Income (loss) before income tax (provision) benefit	349		(4,163)		(26,435)	
Income tax (provision) benefit	(823)		266		8,494	
Net loss	(474)		(3,897)		(17,941)	
Loss attributable to noncontrolling interest	238		456		1,506	
Net loss attributable to Limoneira Company	$ (236)		$ (3,441)		$ (16,435)	

Non-GAAP Financial Measures

Due to significant depreciable assets associated with the nature of our operations and interest costs associated with our capital structure, management believes that earnings before interest, income taxes, depreciation and amortization (“EBITDA”) and adjusted EBITDA, which excludes stock-based compensation, loss on stock in Calavo Growers, Inc. ("Calavo"), named executive officer cash severance, pension settlement cost and (gain) loss on disposal of assets, is an important measure to evaluate our results of operations between periods on a more comparable basis. Adjusted EBITDA in previous periods did not exclude stock-based compensation which has now been excluded as management believes this is a better representation of cash generated by operations and is consistent with peer company reporting. Adjusted EBITDA for prior periods has been restated to conform to the current presentation. Such measurements are not prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) and should not be construed as an alternative to reported results determined in accordance with GAAP. The non-GAAP information provided is unique to us and may not be consistent with methodologies used by other companies.

EBITDA and adjusted EBITDA are summarized and reconciled to net loss attributable to Limoneira Company, which management considers to be the most directly comparable financial measure calculated and presented in accordance with GAAP as follows (in thousands):

	Years Ended October 31,		
	2022	2021	2020
Net loss attributable to Limoneira Company	$ (236)	$ (3,441)	$ (16,435)
Interest income	(53)	(379)	(362)
Interest expense, net of patronage dividends	2,291	1,501	2,048
Income tax provision (benefit)	823	(266)	(8,494)
Depreciation and amortization	9,798	9,812	10,097
EBITDA	12,623	7,227	(13,146)
Stock-based compensation	2,732	2,582	2,044
Loss on stock in Calavo Growers, Inc.	—	—	6,299
Named executive officer cash severance	432	—	—
Pension settlement cost	607	—	—
(Gain) loss on disposal of assets	(4,500)	109	502
Adjusted EBITDA	$ 11,894	$ 9,918	$ (4,301)

Fiscal Year 2022 Compared to Fiscal Year 2021

Revenues

Total revenues for fiscal year 2022 were $184.6 million compared to $166.0 million for fiscal year 2021. The 11% increase of $18.6 million was primarily the result of increased avocados, oranges and specialty citrus and other crops agribusiness revenues, as detailed below ($ in thousands):

	Agribusiness Revenues for the Years Ended October 31,			
	2022	2021	Change	
Lemons	$ 143,061	$ 142,962	$ 99	—%
Avocados	17,331	6,784	10,547	155%
Oranges	9,911	4,382	5,529	126%
Specialty citrus and other crops	8,978	7,253	1,725	24%
Agribusiness revenues	$ 179,281	$ 161,381	$ 17,900	11%

- Lemons: Lemon revenues in fiscal year 2022 were similar to fiscal year 2021. During fiscal years 2022 and 2021, fresh lemon sales were $92.9 million and $85.9 million on 4.9 million and 4.4 million cartons of fresh lemons packed and sold at average per carton prices of $18.77 and $19.60, respectively. Lemon revenues in fiscal years 2022 and 2021 included brokered fruit and other lemon sales of $24.5 million and $36.0 million, respectively, shipping and handling of $22.2 million and $17.5 million, respectively, and lemon by-products of $3.5 million in both fiscal years.

- Avocados: The increase in fiscal year 2022 was primarily the result of increased volume and higher prices of avocados sold compared to fiscal year 2021. The California avocado crop typically experiences alternating years of high and low production due to plant physiology. During fiscal years 2022 and 2021, 8.2 million and 5.7 million pounds of avocados were sold at average per pound prices of $2.08 and $1.20, respectively. Higher prices in fiscal year 2022 were primarily related to lower supply of fruit in the marketplace.

- Oranges: The increase in fiscal year 2022 was primarily due to increased brokered fruit sales and higher prices compared to fiscal year 2021. Orange revenues in fiscal year 2022 included brokered fruit sales of $5.0 million, compared to immaterial brokered fruit sales in fiscal year 2021, sold at average per carton prices of $14.66 and $8.04, respectively.

- Specialty citrus and other crops: The increase in fiscal year 2022 was primarily due to increased brokered fruit sales and higher prices of specialty citrus sold compared to fiscal year 2021. Specialty citrus revenues in fiscal year 2022 included brokered fruit sales of $2.9 million, compared to immaterial brokered fruit sales in 2021, sold at an average per carton price of $13.22 and $11.20, respectively.

Other operations revenue in fiscal year 2022 and 2021 was $5.3 million and $4.6 million, respectively.

Costs and Expenses

Total costs and expenses for fiscal year 2022 were $182.4 million compared to $172.4 million for fiscal year 2021. This 6% increase of $10.0 million was primarily attributable to increases in our agribusiness costs and selling, general and administrative expenses, partially offset by an increase in gain on disposal of assets. Costs associated with our agribusiness division include packing costs, harvest costs, growing costs, costs related to the lemons we procure from third-party growers and suppliers and depreciation and amortization expense. These costs are discussed further below ($ in thousands):

	Agribusiness Costs and Expenses for the Years Ended October 31,			
	2022	2021	Change	
Packing costs	$ 45,448	$ 38,754	$ 6,694	17%
Harvest costs	20,767	17,227	3,540	21%
Growing costs	26,277	27,195	(918)	(3)%
Third-party grower and supplier costs	59,555	56,690	2,865	5%
Depreciation and amortization	8,604	8,626	(22)	—%
Agribusiness costs and expenses	$ 160,651	$ 148,492	$ 12,159	8%

- Packing costs: Packing costs consist of the costs to pack lemons for sale such as labor and benefits, cardboard cartons, fruit treatments, packing and shipping supplies and facility operating costs. Lemon packing costs were $43.0 million and $36.0 million in fiscal years 2022 and 2021, respectively. The increase in fiscal year 2022 was primarily attributable to increased volume of fresh lemons packed and sold and higher average per carton costs compared to fiscal year 2021. In fiscal years 2022 and 2021, we packed and sold 4.9 million and 4.4 million cartons of lemons at average per carton costs of $8.69 and $8.22, respectively. The increase in average per carton costs in fiscal year 2022, compared to fiscal year 2021, was primarily due to higher costs in labor and benefits, fruit treatments, cardboard cartons and packing and shipping supplies. Additionally, in fiscal years 2022 and 2021, packing costs included $2.4 million and $2.7 million of shipping costs, respectively.

- Harvest costs: The increase in fiscal year 2022 was primarily attributable to increased volume of lemons and avocados harvested compared to fiscal year 2021.

- Growing costs: Growing costs, also referred to as cultural costs, consist of orchard maintenance costs such as cultivation, fertilization and soil amendments, pest control, pruning and irrigation. The decrease in fiscal year 2022, compared to fiscal year 2021, reflects farm management decisions based on weather, harvest timing and crop conditions.

- Third-party grower and supplier costs: We sell fruit that we grow and fruit that we procure from other growers and suppliers. The cost of procuring fruit from others is referred to as third-party grower and supplier costs. The increase in fiscal year 2022 was primarily due to increased volume of fruit procured from third-party growers and suppliers compared to fiscal year 2021. In fiscal years 2022 and 2021, costs for purchased, packed fruit for resale increased by $0.9 million; we incurred costs of $26.2 million and $25.2 million, respectively. During fiscal years 2022 and 2021, of the 4.9 million and 4.4 million lemon cartons sold, 2.6 million (52%) and 2.3 million (52%) were procured from third-party growers and suppliers at average per carton prices of $13.03 and $13.83, respectively: an increase of $1.9 million.

- Depreciation and amortization: Depreciation and amortization expense in fiscal year 2022 was similar compared to fiscal year 2021.

Other operations expenses for fiscal years 2022 and 2021 were $4.4 million and $4.3 million, respectively.

(Gain) loss on disposal of assets for fiscal years 2022 and 2021 were $(4.5) million and $0.1 million, respectively. The change is primarily due to sales of East Area I Retained Property and Oxnard Lemon packing facility in fiscal year 2022.

Selling, general and administrative expenses for fiscal year 2022 were $21.8 million compared to $19.4 million for fiscal year 2021. The $2.4 million increase was primarily the result of:

- $1.0 million increase in salaries, benefits and incentive compensation;
- $0.8 million increase in named executive officer severance;
- $0.4 million increase in selling expenses; and

- $0.2 million increase in other selling, general and administrative expenses, including certain corporate overhead expenses.

Other (Expense) Income

Other (expense) income, for fiscal year 2022 was $(1.9) million compared to $2.2 million for fiscal year 2021. The $4.0 million increase in other expenses was primarily the result of:

- $0.8 million increase in interest expense, net as a result of increased interest rates;
- $1.9 million decrease in equity in earnings of investments primarily from LLCB; and
- $1.0 million increase in other expenses primarily from pension expense and pension settlement cost.

Income Taxes

We recorded for fiscal years 2022 and 2021 income tax (provision) benefit of $(0.8) million and $0.3 million on pre-tax income (loss) of $0.3 million and $(4.2) million, respectively. The tax provision recorded for fiscal year 2022 differs from the U.S. federal statutory tax rate of 21% due primarily to foreign jurisdictions which are taxed at different rates, state taxes, tax impact of stock-based compensation, nondeductible tax items and valuation allowances on certain deferred tax assets of foreign subsidiaries. Our effective tax rate for fiscal years 2022 and 2021 was 234.8% and 6.4%, respectively.

Loss Attributable to Noncontrolling Interest

Loss attributable to noncontrolling interest primarily represents 10% and 49% of the net losses of PDA and Trapani Fresh, respectively.

Segment Results of Operations

We operate in four reportable operating segments: fresh lemons, lemon packing, avocados and other agribusiness. Our reportable operating segments are strategic business units with different products and services, distribution processes and customer bases. We evaluate the performance of our operating segments separately to monitor the different factors affecting financial results. Each segment is subject to review and evaluations related to current market conditions, market opportunities and available resources. See Note 20 - Segment Information for additional information regarding our operating segments.

Segment information for fiscal year 2022 (in thousands):

	Fresh Lemons	Lemon Packing	Eliminations	Avocados	Other Agribusiness	Total Agribusiness	Corporate and Other	Total
Revenues from external customers	$ 120,885	$ 22,176	$ —	$ 17,331	$ 18,889	$ 179,281	$ 5,324	$ 184,605
Intersegment revenues	—	29,817	(29,817)	—	—	—	—	—
Total net revenues	120,885	51,993	(29,817)	17,331	18,889	179,281	5,324	184,605
Costs and expenses	115,119	43,017	(29,817)	5,524	18,204	152,047	20,559	172,606
Depreciation and amortization	—	—	—	—	—	8,604	1,194	9,798
Operating income (loss)	$ 5,766	$ 8,976	$ —	$ 11,807	$ 685	$ 18,630	$ (16,429)	$ 2,201

Segment information for fiscal year 2021 (in thousands):

	Fresh Lemons	Lemon Packing	Eliminations	Avocados	Other Agribusiness	Total Agribusiness	Corporate and Other	Total
Revenues from external customers	$ 125,448	$ 17,514	$ —	$ 6,784	$ 11,635	$ 161,381	$ 4,646	$ 166,027
Intersegment revenues	—	25,637	(25,637)	—	—	—	—	—
Total net revenues	125,448	43,151	(25,637)	6,784	11,635	161,381	4,646	166,027
Costs and expenses	116,117	36,018	(25,637)	4,211	9,157	139,866	22,682	162,548
Depreciation and amortization	—	—	—	—	—	8,626	1,186	9,812
Operating (loss) income	$ 9,331	$ 7,133	$ —	$ 2,573	$ 2,478	$ 12,889	$ (19,222)	$ (6,333)

Fiscal Year 2022 Segment Information Compared to Fiscal Year 2021 Segment Information

The following analysis should be read in conjunction with the previous section "Results of Operations."

Fresh Lemons

Fresh lemons segment revenue is comprised of sales of fresh lemons, lemon by-products, brokered fruit and other lemon revenue. For fiscal year 2022, our fresh lemons segment revenue was $120.9 million compared to $125.4 million for fiscal year 2021. The 4% decrease of $4.5 million was primarily the result of decreased brokered lemon sales, partially offset by increased fresh lemon sales, as discussed earlier.

Costs and expenses associated with our fresh lemons segment include harvest costs, growing costs, cost of fruit we procure from third-party growers and suppliers, transportation costs and packing service charges incurred from the lemon packing segment to pack lemons for sale. For fiscal year 2022, our fresh lemon costs and expenses were $115.1 million compared to $116.1 million for fiscal year 2021. The 1% decrease of $1.0 million primarily consisted of the following:

- Harvest costs for fiscal year 2022 were $2.9 million higher than fiscal year 2021;
- Growing costs for fiscal year 2022 were $2.2 million lower than fiscal year 2021;
- Third-party grower and supplier costs for fiscal year 2022 were $5.6 million lower than fiscal year 2021;
- Transportation costs for fiscal year 2022 were $0.3 million lower than fiscal year 2021; and
- Intersegment costs and expenses for fiscal year 2022 were $4.2 million higher than fiscal year 2021.

Lemon Packing

Lemon packing segment revenue is comprised of intersegment packing revenue and shipping and handling revenue. For fiscal year 2022, our lemon packing segment revenue was $52.0 million compared to $43.2 million for fiscal year 2021. The 20% increase of $8.8 million was primarily due to increased volume of lemons packed.

Costs and expenses associated with our lemon packing segment consist of the cost to pack lemons for sale such as labor and benefits, cardboard cartons, fruit treatments, packing and shipping supplies and facility operating costs. For fiscal year 2022, our lemon packing costs and expenses were $43.0 million compared to $36.0 million for fiscal year 2021. The 19% increase of $7.0 million was primarily due to increased volume of lemons packed and higher costs in labor and benefits, cardboard cartons, fruit treatments and packing and shipping supplies.

Lemon packing segment operating income per carton sold was $1.81 and $1.63 for fiscal years 2022 and 2021, respectively.

The lemon packing segment included $29.8 million and $25.6 million of intersegment revenues for fiscal years 2022 and 2021, respectively, which were charged to the fresh lemons segment to pack lemons for sale. Such intersegment revenues and expenses are eliminated in our consolidated financial statements.

Avocados

For fiscal year 2022, our avocados segment revenue was $17.3 million compared to $6.8 million for fiscal year 2021, a 155% increase of $10.5 million.

Cost and expenses associated with our avocados segment include harvest costs and growing costs. For fiscal year 2022, our avocado costs and expenses were $5.5 million compared to $4.2 million for fiscal year 2021. The 31% increase of $1.3 million primarily consisted of the following:

- Harvest costs for fiscal year 2022 were $1.0 million higher than fiscal year 2021; and
- Growing costs for fiscal year 2022 were $0.3 million higher than fiscal year 2021.

Other Agribusiness

For fiscal year 2022, our other agribusiness segment revenue was $18.9 million compared to $11.6 million for fiscal year 2021. The 62% increase of $7.3 million primarily consisted of the following:

- Orange revenue for fiscal year 2022 was $5.5 million higher than fiscal year 2021; and
- Specialty citrus and other crop revenue for fiscal year 2022 was $1.7 million higher than fiscal year 2021.

Costs and expenses associated with our other agribusiness segment include harvest, growing and brokered fruit costs. Our other agribusiness costs and expenses for fiscal year 2022 were $18.2 million compared to $9.2 million for fiscal year 2021. The 99% increase of $9.0 million primarily consisted of the following:

- Harvest costs for fiscal year 2022 were $0.4 million lower than fiscal year 2021;
- Growing costs for fiscal year 2022 were $0.9 million higher than fiscal year 2021; and
- Brokered fruit costs for fiscal year 2022 were $8.5 million higher than fiscal year 2021.

Total agribusiness depreciation and amortization for fiscal years 2022 and 2021 was $8.6 million.

Corporate and Other

Our corporate and other operations had rental revenues of approximately $5.3 million and $4.6 million in fiscal years 2022 and 2021, respectively.

Costs and expenses in our corporate and other operations were approximately $20.6 million and $22.7 million in fiscal years 2022 and 2021, respectively, and include rental operations costs, selling, general and administrative expenses not allocated to the operating segments, and (gain) loss on disposal of assets. Depreciation and amortization expenses were approximately $1.2 million in fiscal years 2022 and 2021.

Liquidity and Capital Resources

Overview

Our primary sources of liquidity are cash and cash flows generated from our operations and use of our revolving credit facility. Our liquidity and capital position fluctuates during the year depending on seasonal production cycles, weather events and demand for our products. Typically, our first and last fiscal quarters coincide with the fall and winter months during which we are growing crops that are harvested and sold in the spring and summer, which are our second and third quarters. To meet working capital demand and investment requirements of our agribusiness and real estate development projects and to supplement operating cash flows, we utilize our revolving credit facility to fund agricultural inputs and farm management practices until sufficient returns from crops allow us to repay amounts borrowed. Raw materials needed to propagate the various crops grown by us consist primarily of fertilizer, herbicides, insecticides, fuel and water, all of which are readily available from local sources.

Material contractual obligations arising in the normal course of business primarily consist of purchase obligations, long-term fixed rate and variable rate debt and related interest payments, operating and finance leases, financing transactions and our noncontributory, defined benefit pension plan (“the Plan”). In fiscal year 2021, we decided to terminate the Plan effective December 31, 2021. The liabilities disclosed as of October 31, 2022 and 2021, reflect an estimate of the additional cost to pay lump sums to a portion of the active and vested terminated participants and purchase annuities for all remaining participants from an insurance company. See Note 10 - Long-Term Debt, Note 12 - Leases and Note 16 - Retirement Plans for amounts outstanding on October 31, 2022, related to debt, leases and the Plan. Purchase obligations consist of contracts primarily related to packing supplies and pollination services, the majority of which are due in the next three years.

We believe that the cash flows from operations and available borrowing capacity from our existing credit facilities will be sufficient to satisfy our capital expenditures, debt service, working capital needs and other contractual obligations for the next twelve months. In addition, we have the ability to control a portion of our investing cash flows to the extent necessary based on our liquidity demands.

Cash Flows from Operating Activities

For the fiscal years ended October 31, 2022 and 2021, net cash provided by operating activities was $14.8 million and $9.6 million, respectively. Our cash flow provided by operating activities is primarily from agricultural sales and rental operations. Cash flow used in operations generally consists of agribusiness costs, rental operation costs, selling, general and administrative expenses. The significant components of our cash flows provided by operating activities are as follows.

- Net loss was $0.5 million and $3.9 million for fiscal years 2022 and 2021, respectively. The components of net loss in fiscal year 2022, compared to fiscal year 2021, consists of an increase in operating income of $8.5 million, an increase in total other expense of $4.0 million and an increase in income tax provision of $1.1 million.

- Adjustments to reconcile net loss to net cash provided by operating activities:

  - Adjustments provided $10.0 million of operating cash in fiscal year 2022, compared to providing $10.2 million of operating cash in fiscal year 2021, primarily due to significant changes in (gain) loss on disposal of assets, equity in earnings of investments, net, and other, net, which primarily related to pension expense and pension settlement cost.
  - Changes in operating assets and liabilities provided $5.3 million of operating cash in fiscal year 2022, compared to providing $3.3 million of operating cash in fiscal year 2021, primarily due to significant changes in accounts receivable and receivables/other from related parties, income taxes receivable, accounts payable and growers and suppliers payable and accrued liabilities and payables to related parties.

Cash Flows from Investing Activities

For the years ended October 31, 2022 and 2021, net cash provided by (used in) investing activities was $19.4 million and $(10.2) million, respectively, and is primarily comprised of capital expenditures, sales of assets, collection of notes receivable and investments.

- Capital expenditures for fiscal year 2022 were $10.1 million for property, plant and equipment, primarily related to orchards, and real estate development projects. Additionally, in fiscal year 2022 we received $19.3 million in net proceeds from sales of assets, $7.9 million in net proceeds from sales of real estate development assets and $2.8 million in collection of loan and notes receivable.

- Capital expenditures for fiscal year 2021 were comprised of $9.8 million for property, plant and equipment, primarily related to orchards, and real estate development projects. Additionally, in fiscal year 2021 we invested $0.7 million in mutual water companies and water rights.

Cash Flows from Financing Activities

For the years ended October 31, 2022 and 2021, net cash (used in) provided by financing activities was $(33.5) million and $0.5 million, respectively.

- The $(33.5) million of cash used in financing activities for fiscal year 2022 was primarily comprised of net repayments of long-term debt in the amount of $26.8 million. Additionally, in fiscal year 2022 we paid common and preferred dividends, in aggregate, of $5.8 million, paid $1.5 million for the exchange of common stock related to our employees restricted stock awards and received $1.0 million of proceeds from equipment financings.

- The $0.5 million of cash provided by financing activities for fiscal year 2021 was primarily comprised of net borrowings of long-term debt in the amount of $7.1 million. Additionally, in fiscal year 2021 we paid common and preferred dividends, in aggregate, of $5.8 million and paid $0.7 million for the exchange of common stock related to our employees restricted stock awards.

Transactions Affecting Liquidity and Capital Resources

Credit Facilities and Long-Term Debt

We finance our working capital and other liquidity requirements primarily through cash from operations and our Farm Credit West Credit Facility, which includes the Master Loan Agreement (the "MLA"), Supplements and Revolving Equity Line of Credit (the "RELOC"). In addition, we have the Farm Credit West term loans, Banco de Chile term loans and COVID-19 loans. Additional information regarding these loans can be found in Note 10 - Long-Term Debt.

In June 2021, we entered into the MLA with Farm Credit West, PCA (the "Lender") dated June 1, 2021, together with the Supplements and a Fixed Interest Rate Agreement, which extends the principal repayment to July 1, 2026. The MLA governs the terms of the Supplements.

The Supplements and RELOC provide aggregate borrowing capacity of $130.0 million comprised of $75.0 million under the Revolving Credit Supplement, $40.0 million under the Non-Revolving Credit Supplement and $15.0 million under the RELOC. As of October 31, 2022, our outstanding borrowings under the Farm Credit West Credit Facility were $88.5 million and we had $41.5 million of availability.

The MLA subjects us to affirmative and restrictive covenants including, among other customary covenants, financial reporting requirements, requirements to maintain and repair any collateral, restrictions on the sale of assets, restrictions on the use of proceeds, prohibitions on the incurrence of additional debt and restrictions on the purchase or sale of major assets of our business. We are also subject to a financial covenant that requires us to maintain compliance with a specified debt service coverage ratio greater than or equal to 1:25:1.0 on an annual basis. We were in compliance as of October 31, 2022.

In August 2021, we entered into the FCW term loan with the Lender and used the proceeds to pay off the Wells Fargo term loan. The FCW term loan has a fixed interest rate of 3.19% and is payable in monthly installments through September 2026.

In fiscal years 2022 and 2021 we received annual patronage dividends of $1.6 million and $1.2 million, respectively, from the Lender.

Treasury Stock

In fiscal year 2021, our Company's Board of Directors approved a share repurchase program authorizing us to repurchase up to $10.0 million of our outstanding shares of common stock through September 2022; no shares were repurchased under this program. In fiscal year 2020, we repurchased 250,977 shares for $3.5 million under a program which expired in March 2021.

Dividends

The holders of the Series B Convertible Preferred Stock (the “Series B Stock”) and the Series B-2 Preferred Stock (the “Series B-2 Preferred Stock”) are entitled to receive cumulative cash dividends. Such preferred dividends paid totaled $0.5 million in each of the fiscal years 2022 and 2021.

Cash dividends declared in each of the fiscal years 2022 and 2021 totaled $0.30 per common share and such dividends paid totaled $5.3 million.

Real Estate Development Activities and Related Capital Resources

As noted under “Transactions Affecting Liquidity and Capital Resources,” we have the ability to control a portion of our investing cash flows to the extent necessary based upon our liquidity demands. In order for our real estate development operations to reach their maximum potential benefit to us, however, we will need to be successful over time in identifying other third-party sources of capital to collaborate with us to move those development projects forward. While we are frequently in discussions with potential external sources of capital in respect to all of our development projects, current market conditions for California real estate projects make it difficult to predict the timing and amounts of future capital that will be required to complete the development of our projects.

In November 2015, we entered into a joint venture with Lewis for the residential development of our East Area I real estate development project. To consummate the transaction, we formed LLCB as the development entity, contributed our East Area I property to the joint venture and sold a 50% interest in the joint venture to Lewis for $20.0 million. The first phase of the project broke ground to commence mass grading in November 2017. Project plans currently include approximately 1,500 residential units and site improvements. A total of 586 residential units have closed from the project's inception to October 31, 2022.

In October 2022, we entered into a joint venture with Lewis for the development of our 17-acre East Area I Retained Property. We formed LLCB II as the development entity, contributed our Retained Property to the joint venture and sold a 50% interest to Lewis for approximately $8.0 million. We recorded a gain on the transaction of approximately $4.7 million, of which $0.5 million was deferred.

The joint venture partners will share in the capital contributions to fund project costs until loan proceeds and/or revenues are sufficient to fund the projects. Since inception each partner has made funding contributions of $21.4 million to LLCB. We expect to receive approximately $115.0 million from LLCB and LLCB II over the seven remaining years of the projects, including the $8.0 million received in fiscal year 2022.

Trend Information

The commodity pricing for our fresh produce, and therefore our revenues and margins, is significantly impacted by consumer demand. The worldwide fresh produce industry has historically enjoyed consistent underlying demand and favorable growth dynamics. In recent years, the market for fresh produce has increased faster than the rate of population growth, supported by ongoing trends including greater consumer demand for healthy, fresh and convenient foods, increased retailer square footage devoted to fresh produce, and greater emphasis on fresh produce as a differentiating factor in attracting customers. Health-conscious consumers are driving much of the growth in demand for fresh produce. Over the past several decades, the benefits of natural, preservative-free and organic foods have become an increasingly significant element of the public dialogue on health and nutrition. As a result, consumption of fresh fruit and vegetables has markedly increased. Conversely, a decrease in demand, as was seen during the COVID-19 pandemic as a result of restaurant closures, has the impact of reducing our pricing and therefore our revenues and margins.

Critical Accounting Estimates

The preparation of our consolidated financial statements in accordance with GAAP requires us to develop critical accounting policies and make certain estimates, assumptions and judgments that may affect the reported amounts of assets, liabilities, revenues and expenses. We base our estimates and judgments on historical experience, available relevant data and other information that we believe to be reasonable under the circumstances, and we continue to review and evaluate these estimates. Actual results may materially differ from these estimates under different assumptions or conditions as new or additional information become available in future periods. For further information on significant accounting policies, see discussion in Note 2 - Summary of Significant Accounting Policies.

Impairment of Real Estate Development Projects – We evaluate our real estate development projects, held either by us or as included specifically within our investments in LLCB and LLCB II, for impairment on an ongoing basis. Our evaluation for impairment involves an initial assessment of each real estate development project to determine whether events or changes in circumstances exist that may indicate that the carrying amounts of, or investment in, real estate development are no longer recoverable. Possible indications of impairment may include events or changes in circumstances affecting the entitlement process, zoning, government regulation, geographical demand for new housing or commercial property, and market conditions related to residential or commercial land lots. When events or changes in circumstances exist, we further evaluate the real estate development for impairment by a) comparing undiscounted future cash flows expected to be generated over the life of the real estate development to the respective carrying amount for our real estate development or b) determining if our equity in investment has incurred an other-than-temporary decline.

We make significant judgments in evaluating each real estate development project, as held by us or within our investments in LLCB and LLCB II, for possible indications of impairment. These judgments may relate to the identification of appropriate and comparable market prices, the consideration of changes to legal factors or the business climate, the likelihood of successfully completing the entitlement process, changes in zoning or government regulation, and demand for new housing. Changes in these judgments could have a significant impact on real estate development or equity in investments. For fiscal years 2022, 2021 and 2020, no impairment loss has been recognized on any real estate development and no other-than-temporary-impairment has been recognized on our equity in LLCB or LLCB II.

The impairment calculation for real estate developments held by us compares the carrying value of the asset to the asset's estimated future cash flows (undiscounted). If the estimated future cash flows are less than the carrying value of the asset, we calculate an impairment loss. The impairment loss calculation compares the carrying value of the asset to the asset's estimated fair value, which may be based on estimated future cash flows (discounted). We recognize an impairment loss equal to the amount by which the asset's carrying value exceeds the asset's estimated fair value. If we recognize an impairment loss, the adjusted carrying amount of the asset will be its new cost basis. Restoration of a previously recognized impairment loss is prohibited. If actual results are not consistent with our assumptions and judgments used in estimating future cash flows and asset fair values, we may be exposed to impairment losses that could be material to our results of operations.

Whenever events or changes in circumstances indicate that the carrying amount of our equity investments in LLCB and LLCB II might not be recoverable, then we determine whether an impairment is other-than-temporary. If we conclude the impairment is other-than-temporary, we determine the estimated fair value of the investment by performing a discounted cash flow or market approach analysis and recognize an other-than-temporary impairment to reduce the investment to its estimated fair value.

We believe that the accounting estimate related to impairment of real estate development projects held by us, or other-than-temporary impairment of our equity investments in LLCB and LLCB II, is a critical accounting estimate because it is very susceptible to change from period to period; it requires management to make assumptions about future prices, production, and costs, and the potential impact of a loss from impairment could be material to our earnings. Management's assumptions regarding future cash flows from real estate development projects or return on equity of our investments in LLCB and LLCB II have fluctuated in the past due to changes in prices, production and costs and are expected to continue to do so in the future as market conditions change.

Recent Accounting Pronouncements

See Note 2 - Summary of Significant Accounting Policies for information concerning recent accounting pronouncements.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk

Borrowings under the Farm Credit West Credit Facility and Farm Credit West Term Loans are or will be subject to variable interest rates. These variable interest rates subject us to the risk of increased interest costs associated with any upward movements in interest rates. For the Farm Credit West Credit Facility and Farm Credit West Term Loans, our borrowing interest rate is an internally calculated rate based on Farm Credit West's internal monthly operations and their cost of funds and generally follows the changes in the 90-day treasury rates in increments divisible by 0.25%. At October 31, 2022, our total debt outstanding under the Farm Credit West Credit Facility and the Farm Credit West Term Loans was $88.5 million and $16.0 million, respectively.

Based on our level of borrowings at October 31, 2022, a 100 basis points increase in interest rates would increase our interest expense $0.5 million for fiscal year 2023 and an annual average of $0.7 million for the three subsequent fiscal years. Additionally, a 100 basis points increase in the interest rate would decrease our net income by $0.4 million for fiscal year 2023 and an annual average of $0.5 million for the three subsequent fiscal years. Refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources" for additional information.

Item 8. Financial Statements and Supplementary Data

Limoneira Company

Index to Consolidated Financial Statements

All schedules are omitted for the reason that they are not applicable or the required information is included in the Consolidated Financial Statements or the notes thereto.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Limoneira Company

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Limoneira Company and subsidiaries (the "Company") as of October 31, 2022 and 2021, the related consolidated statements of operations, comprehensive loss, stockholders' equity and temporary equity, and cash flows, for each of the three years in the period ended October 31, 2022, and the related notes (collectively referred to as the "financial statements"). In our opinion, based on our audits and the report of the other auditors, the financial statements present fairly, in all material respects, the financial position of the Company as of October 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended October 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

We did not audit the financial statements of Limoneira Lewis Community Builders, LLC ("LLCB"), the Company's investment in which is accounted for by use of the equity method. The accompanying consolidated financial statements of the Company include, before the basis difference and related amortization discussed in Note 6, its equity investment in LLCB of $52,431,000 and $51,416,000 as of October 31, 2022 and 2021, respectively, and its equity earnings in LLCB of $1,015,000, $4,508,000 and $1,386,000 for the years ended October 31, 2022, 2021 and 2020, respectively. The financial statements of LLCB were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for the Company's equity investment and equity earnings in LLCB, is based on the report of the other auditors.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of October 31, 2022, based on the criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated December 22, 2022, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

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

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

Critical Audit Matter

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

Real Estate Development – Impairment Indicators – Refer to Notes 2, 5 and 6 to the financial statements

Critical Audit Matter Description

The Company's evaluation of real estate development, as held by the Company or as included specifically within its investment in LLCB, for impairment involves an initial assessment of each real estate development to determine whether events or changes in circumstances exist that may indicate that the carrying amount of, or investment in, real estate development are no longer recoverable. Possible indications of impairment may include events or changes in circumstances affecting the entitlement process, zoning, government regulation, geographical demand for new housing or commercial property, and market conditions related to pricing of residential or commercial land lots. When events or changes in circumstances exist, the Company further evaluates the real estate development for impairment by a) comparing undiscounted future cash flows expected to be generated over the life of the real estate development to the respective carrying amount for its own real estate development or b) determining if its equity investment in LLCB has incurred an other-than-temporary decline.

The Company makes significant judgments in evaluating real estate development for possible indications of impairment. These judgments may relate to the identification of appropriate and comparable market prices, the consideration of changes to legal factors or the business climate, the likelihood of successfully completing the entitlement process, changes in zoning or government regulation, and demand for new housing. Changes in these judgments could have a significant impact on real estate development or equity investment in LLCB. Real estate development assets were $9,706,000, and equity investment in LLCB was $61,154,000 as of October 31, 2022. For the year ended October 31, 2022, no impairment loss has been recognized on the real estate development and no other-than-temporary-impairment has been recognized on the Company's equity investment in LLCB.

We identified management judgments used in the determination of impairment indicators for real estate development as a critical audit matter because of the subjectivity used by management when determining whether events or changes in circumstances have occurred indicating that the carrying amount of, or investment in, real estate development may not be recoverable. This required a high degree of auditor judgment when performing audit procedures to evaluate whether management appropriately identified impairment indicators.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the evaluation of real estate development and equity investment in LLCB for possible indications of impairment included the following, among others:

- We tested the effectiveness of the controls over management's identification of possible circumstances that may indicate that real estate development or equity investment in LLCB is no longer recoverable, including controls over management's evaluation of the entitlement process, litigation, changes in zoning, government regulation, geographical demand and market conditions.
- We evaluated management's impairment analysis by:
    - Searching for adverse asset-specific and/or market conditions by reviewing publicly available information on land values in the surrounding regions of the development, periodicals and news information relating to the Southern California real estate market
    - Obtaining information from legal counsel and performing inquiries with management in order to evaluate any changes in the status of litigation matters affecting the development property and the potential impact on the ability to recover the accumulated costs, including any relevant government regulations and/or other matters impacting the entitlement process
    - Obtaining comparable land sales in the area and comparing such data to information used by management with the assistance of our fair value specialists
    - Developing an independent expectation of impairment indicators and comparing such expectation to management's analysis

/s/ Deloitte & Touche LLP

Los Angeles, California
December 22, 2022

We have served as the Company's auditor since 2019.

LIMONEIRA COMPANY

CONSOLIDATED BALANCE SHEETS
($ in thousands, except share amounts)

	October 31, 2022	October 31, 2021
Assets		
Current assets:		
Cash	$ 857	$ 439
Accounts receivable, net	15,651	17,483
Cultural costs	8,643	7,500
Prepaid expenses and other current assets	8,496	10,709
Receivables/other from related parties	3,888	5,958
Total current assets	37,535	42,089
Property, plant and equipment, net	222,628	242,420
Real estate development	9,706	22,828
Equity in investments	72,855	64,072
Goodwill	1,506	1,527
Intangible assets, net	7,317	8,329
Other assets	16,971	11,011
Total assets	$ 368,518	$ 392,276
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 10,663	$ 8,963
Growers and suppliers payable	10,740	10,371
Accrued liabilities	11,279	6,542
Payables to related parties	4,860	6,976
Current portion of long-term debt	1,732	2,472
Total current liabilities	39,274	35,324
Long-term liabilities:		
Long-term debt, less current portion	104,076	130,353
Deferred income taxes	23,497	22,853
Other long-term liabilities	9,807	4,501
Total liabilities	176,654	193,031
Commitments and contingencies	—	—
Series B Convertible Preferred Stock – $100.00 par value (50,000 shares authorized: 14,790 shares issued and outstanding at October 31, 2022 and 2021) (8.75% coupon rate)	1,479	1,479
Series B-2 Convertible Preferred Stock – $100.00 par value (10,000 shares authorized: 9,300 shares issued and outstanding at October 31, 2022 and 2021) (4% dividend rate on liquidation value of $1,000 per share)	9,331	9,331
Stockholders' equity:		
Series A Junior Participating Preferred Stock – $0.01 par value (20,000 shares authorized: zero shares issued or outstanding at October 31, 2022 and 2021)	—	—
Common Stock – $0.01 par value (39,000,000 shares authorized: 17,935,292 and 17,936,377 shares issued and 17,684,315 and 17,685,400 shares outstanding at October 31, 2022 and 2021, respectively)	177	179
Additional paid-in capital	165,169	163,965
Retained earnings	15,500	21,552
Accumulated other comprehensive loss	(7,908)	(5,733)
Treasury stock, at cost, 250,977 shares at October 31, 2022 and 2021	(3,493)	(3,493)
Noncontrolling interest	11,609	11,965
Total stockholders' equity	181,054	188,435
Total liabilities and stockholders' equity	$ 368,518	$ 392,276

See Notes to Consolidated Financial Statements.

LIMONEIRA COMPANY

CONSOLIDATED STATEMENTS OF OPERATIONS
($ in thousands, except share amounts)

	Years Ended October 31,		
	2022	2021	2020
Net revenues:			
Agribusiness	$ 179,281	$ 161,381	$ 159,937
Other operations	5,324	4,646	4,622
Total net revenues	184,605	166,027	164,559
Costs and expenses:			
Agribusiness	160,651	148,492	157,281
Other operations	4,438	4,332	4,504
(Gain) loss on disposal of assets	(4,500)	109	502
Selling, general and administrative	21,815	19,427	21,280
Total costs and expenses	182,404	172,360	183,567
Operating income (loss)	2,201	(6,333)	(19,008)
Other (expense) income:			
Interest income	53	379	362
Interest expense, net of patronage dividends	(2,291)	(1,501)	(2,048)
Equity in earnings of investments, net	1,341	3,203	339
Loss on stock in Calavo Growers, Inc.	—	—	(6,299)
Other (expense) income, net	(955)	89	219
Total other (expense) income	(1,852)	2,170	(7,427)
Income (loss) before income tax (provision) benefit	349	(4,163)	(26,435)
Income tax (provision) benefit	(823)	266	8,494
Net loss	(474)	(3,897)	(17,941)
Loss attributable to noncontrolling interest	238	456	1,506
Net loss attributable to Limoneira Company	(236)	(3,441)	(16,435)
Preferred dividends	(501)	(501)	(501)
Net loss applicable to common stock	$ (737)	$ (3,942)	$ (16,936)
Basic net loss per common share	$ (0.04)	$ (0.23)	$ (0.96)
Diluted net loss per common share	$ (0.04)	$ (0.23)	$ (0.96)
Weighted-average common shares outstanding-basic	17,513,000	17,555,000	17,666,000
Weighted-average common shares outstanding-diluted	17,513,000	17,555,000	17,666,000

See Notes to Consolidated Financial Statements.

LIMONEIRA COMPANY

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(In thousands)

	Years Ended October 31,		
	2022	2021	2020
Net loss	$ (474)	$ (3,897)	$ (17,941)
Other comprehensive (loss) income, net of tax:			
Foreign currency translation adjustments	(2,430)	(685)	(707)
Minimum pension liability adjustments, net of tax of $(71), $940 and $(69)	(183)	2,500	274
Pension settlement cost, net of tax of $169, $0 and $0	438	—	—
Residual state tax effects on sale of equity securities	—	—	140
Total other comprehensive (loss) income, net of tax	(2,175)	1,815	(293)
Comprehensive loss	(2,649)	(2,082)	(18,234)
Comprehensive loss attributable to noncontrolling interest	356	445	1,536
Comprehensive loss attributable to Limoneira Company	$ (2,293)	$ (1,637)	$ (16,698)

See Notes to Consolidated Financial Statements.

LIMONEIRA COMPANY

CONSOLIDATED STATEMENTS OF STOCKHOLDERS’ EQUITY AND TEMPORARY EQUITY
($ in thousands)

	Stockholders’ Equity								Temporary Equity	
	Common Stock		Additional Paid-In	Retained	Accumulated Other Comprehensive	Treasury	Non-controlling		Series B Preferred	Series B-2 Preferred
	Shares	Amount	Capital	Earnings	(Loss) Income	Stock	Interest	Total	Stock	Stock
Balance at October 31, 2019	17,756,180	$ 178	$ 160,254	$ 53,089	$ (7,255)	$ —	$ 15,422	$ 221,688	$ 1,479	$ 9,331
Dividends - common ($0.30 per share)	—	—	—	(5,356)	—	—	—	(5,356)	—	—
Dividends - Series B ($8.75 per share)	—	—	—	(129)	—	—	—	(129)	—	—
Dividends - Series B-2 ($40 per share)	—	—	—	(372)		—	—	(372)	—	—
Stock compensation	112,841	1	2,043	—	—	—	—	2,044	—	—
Exchange of common stock	(11,314)	—	(213)	—	—	—	—	(213)	—	—
Noncontrolling interest adjustment	—	—	—	—	—	—	(145)	(145)	—	—
Treasury shares	(250,977)	—	—	—	—	(3,493)	—	(3,493)	—	—
Net loss	—	—	—	(16,435)	—	—	(1,506)	(17,941)	—	—
Other comprehensive loss, net of tax	—	—	—	—	(293)	—	(30)	(323)	—	—
Balance at October 31, 2020	17,606,730	179	162,084	30,797	(7,548)	(3,493)	13,741	195,760	1,479	9,331
Dividends - common ($0.30 per share)	—	—	—	(5,303)	—	—	—	(5,303)	—	—
Dividends - Series B ($8.75 per share)	—	—	—	(129)	—	—	—	(129)	—	—
Dividends - Series B-2 ($40 per share)	—	—	—	(372)	—	—	—	(372)	—	—
Stock compensation	125,663	1	2,581	—	—	—	—	2,582	—	—
Exchange of common stock	(46,993)	(1)	(700)	—	—	—	—	(701)	—	—
Noncontrolling interest adjustment	—	—	—	—	—	—	(1,331)	(1,331)	—	—
Net loss	—	—	—	(3,441)	—	—	(456)	(3,897)	—	—
Other comprehensive income, net of tax	—	—	—	—	1,815	—	11	1,826	—	—
Balance at October 31, 2021	17,685,400	179	163,965	21,552	(5,733)	(3,493)	11,965	188,435	1,479	9,331
Dividends - common ($0.30 per share)	—	—	—	(5,315)	—	—	—	(5,315)	—	—
Dividends - Series B ($8.75 per share)	—	—	—	(129)	—	—	—	(129)	—	—
Dividends - Series B-2 ($40 per share)	—	—	—	(372)	—	—	—	(372)	—	—
Stock compensation	104,231	1	2,731	—	—	—	—	2,732	—	—
Exchange of common stock	(105,316)	(3)	(1,527)	—	—	—	—	(1,530)	—	—
Net loss	—	—	—	(236)	—	—	(238)	(474)	—	—
Other comprehensive loss, net of tax	—	—	—	—	(2,175)	—	(118)	(2,293)	—	—
Balance at October 31, 2022	17,684,315	$ 177	$ 165,169	$ 15,500	$ (7,908)	$ (3,493)	$ 11,609	$ 181,054	$ 1,479	$ 9,331

See Notes to Consolidated Financial Statements

LIMONEIRA COMPANY

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Years Ended October 31,		
	2022	2021	2020
Operating activities			
Net loss	$ (474)	$ (3,897)	$ (17,941)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation and amortization	9,798	9,812	10,097
(Gain) loss on disposal of assets	(4,500)	109	502
Stock compensation expense	2,732	2,582	2,044
Non-cash lease expense	442	520	470
Equity in earnings of investments, net	(1,341)	(3,203)	(339)
Cash distributions from equity investments	483	219	—
Deferred income taxes	548	(189)	(2,133)
Loss on stock in Calavo Growers, Inc.	—	—	6,299
Other, net	1,831	335	671
Changes in operating assets and liabilities:			
Account receivable and receivables/other from related parties	1,845	(5,076)	(309)
Cultural costs	(1,148)	(639)	359
Prepaid expenses and other current assets	(325)	(1,021)	(44)
Income taxes receivable	—	5,911	(4,932)
Other assets	(134)	(5)	411
Accounts payable and growers and suppliers payable	1,853	5,389	(5,545)
Accrued liabilities and payables to related parties	3,269	(730)	(685)
Other long-term liabilities	(49)	(512)	(242)
Net cash provided by (used in) operating activities	14,830	9,605	(11,317)
Investing activities			
Capital expenditures	(10,066)	(9,834)	(10,599)
Net proceeds from sales of assets	19,259	119	6,261
Net proceeds from sales of real estate development assets	7,917	—	—
Cash distribution from Trapani Fresh	122	—	—
Net proceeds from sale of stock in Calavo Growers, Inc.	—	—	11,048
Loan to Limoneira Lewis Community Builders, LLC	—	—	(1,800)
Collection on loan and notes receivable	2,755	25	1,800
Equity investment contributions	(48)	—	(2,800)
Cash distribution from equity investment	—	106	—
Investments in mutual water companies and water rights	(506)	(653)	(64)
Net cash provided by (used in) investing activities	$ 19,433	$ (10,237)	$ 3,846

LIMONEIRA COMPANY

CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)
(In thousands)

	Years Ended October 31,		
	2022	2021	2020
Financing activities			
Borrowings of long-term debt	$ 146,941	$ 102,196	$ 121,056
Repayments of long-term debt	(173,755)	(95,140)	(104,066)
Proceeds from equipment financings	1,020	—	—
Principal paid on finance lease and equipment financings	(377)	(18)	—
Dividends paid - common	(5,315)	(5,303)	(5,356)
Dividends paid - preferred	(501)	(501)	(501)
Exchange of common stock	(1,530)	(700)	(213)
Purchase of treasury stock	—	—	(3,493)
Payments of deferred financing costs	—	—	(66)
Net cash (used in) provided by financing activities	(33,517)	534	7,361
Effect of exchange rate changes on cash	(328)	36	(5)
Net increase (decrease) in cash	418	(62)	(115)
Cash at beginning of year	439	501	616
Cash at end of year	$ 857	$ 439	$ 501
Supplemental disclosures of cash flow information			
Cash paid during the year for interest, net of amounts capitalized	$ 2,064	$ 1,503	$ 1,865
Cash paid (received) during the year for income taxes, net	$ 83	$ (5,911)	$ (1,235)
Non-cash investing and financing activities:			
Contribution of real estate development to equity investment	$ 7,975	$ —	$ —
Reduction of net payables to related parties	$ 2,392	$ —	$ —
Reduction of note receivable	$ 388	$ —	$ —
Capital expenditures accrued but not paid at year-end	$ 430	$ 657	$ 4,269

See Notes to Consolidated Financial Statements.

1. Business

Limoneira Company (together with its consolidated subsidiaries, the “Company”) engages primarily in growing citrus and avocados, picking and hauling citrus, and packing, marketing and selling citrus. The Company is also engaged in residential rentals and other rental operations and real estate development activities.

The Company markets and sells citrus directly to food service, wholesale and retail customers throughout the United States, Canada, Asia, Europe and other international markets. The Company is a member of Sunkist Growers, Inc. (“Sunkist”), an agricultural marketing cooperative, and sells a portion of its oranges, specialty citrus and other crops to Sunkist-licensed and other third-party packinghouses.

Through fiscal year 2021, the Company sold the majority of its avocado production to Calavo Growers, Inc. (“Calavo”), a packing and marketing company listed on the NASDAQ Global Select Market under the symbol CVGW. In February 2022, the Company terminated its Avocado Marketing Agreement and the associated Letter Agreement Regarding Fruit Commitment with Calavo to pursue opportunities with other packing and marketing companies.

2. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and the accounts of all the subsidiaries and investments in which the Company holds a controlling interest. The consolidated financial statements represent the consolidated balance sheets, statements of operations, statements of comprehensive loss, statements of stockholders’ equity and temporary equity and statements of cash flows of Limoneira Company and consolidated subsidiaries. Intercompany balances and transactions have been eliminated in consolidation. The Company considers the criteria established under the Financial Accounting Standards Board (“FASB”) – *Accounting Standards Code (“ASC”) 810, Consolidations,* and the effect of variable interest entities, in its consolidation process.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Accounts Receivable

The Company grants credit in the course of its operations to cooperatives, companies and lessees of the Company’s facilities. The Company performs periodic credit evaluations of its customers’ financial condition and generally does not require collateral. The Company provides allowances on its receivables as required based on accounts receivable aging and other factors. At October 31, 2022 and 2021 the allowances totaled $469,000 and $444,000, respectively. For fiscal years 2022, 2021 and 2020, credit losses were insignificant.

Concentrations and Geographic Information

The Company sells the majority of its avocados, oranges and specialty citrus and other crops to third-party packinghouses and processors. Prior to fiscal year 2022, the Company sold a majority of its avocado production to Calavo. Sales of avocados to Calavo were $6,594,000 and $8,806,000 in fiscal years 2021 and 2020, respectively.

Concentrations of credit risk with respect to revenues and accounts receivable are limited due to a large, diverse customer base. One customer represented 11% of revenue for the year ended October 31, 2022 and two customers each represented 10% of revenue for the year ended October 31, 2021. No individual customer represented more than 10% of accounts receivable, net as of October 31, 2022 and 2021.

Lemons procured from third-party growers were approximately 52%, 52% and 60% of the Company's lemon supply in fiscal years 2022, 2021 and 2020, respectively. One third-party grower was 21% and 46% of growers and suppliers payable at October 31, 2022 and 2021, respectively.

The Company maintains its cash in federally insured financial institutions. The account balances at these institutions periodically exceed Federal Deposit Insurance Corporation (“FDIC”) insurance coverage and, as a result, there is a concentration of risk related to amounts on deposit in excess of FDIC insurance coverage.

2. Summary of Significant Accounting Policies (continued)

Concentrations and Geographic Information (continued)

During fiscal years 2022, 2021 and 2020, the Company had approximately $3,614,000, $2,976,000 and $3,521,000, respectively, of total sales in Chile by Fruticola Pan de Azucar S.A. (“PDA”) and Agricola San Pablo SpA. ("San Pablo").

During fiscal years 2022, 2021 and 2020, the Company had approximately $673,000, $3,633,000 and $14,150,000, respectively, of total sales in Argentina.

The majority of the Company's avocados, oranges and specialty citrus and other crops are sold to packinghouses and processors located in the United States. Most of its long-lived assets are located within the United States. Long-lived assets, net of accumulated depreciation, located in Chile were $12,663,000 and $14,322,000 as of October 31, 2022 and 2021, respectively, and located in Argentina were $19,440,000 and $19,700,000 as of October 31, 2022 and 2021, respectively.

Cultural Costs

Growing costs, also referred to as cultural costs, consist of orchard maintenance costs such as cultivation, fertilization and soil amendments, pest control, pruning and irrigation. Harvest costs are comprised of labor and equipment expenses incurred to harvest and deliver crops to the packinghouses.

Certain of the Company's crops have distinct growing periods and distinct harvest and selling periods, each of which lasts approximately four to eight months. During the growing period, cultural costs are capitalized as they are associated with benefiting and preparing the crops for the harvest and selling period. During the harvest and selling period, harvest costs and cultural costs are expensed when incurred and capitalized cultural costs are amortized as components of agribusiness costs and expenses.

Due to climate, growing conditions and the types of crops grown, certain of the Company's other crops may be harvested and sold on a year-round basis. Accordingly, the Company does not capitalize cultural costs associated with these crops and therefore such costs, as well as harvest costs associated with these crops, are expensed to operations when incurred as components of agribusiness costs and expenses.

Most cultural costs, including amortization of capitalized cultural costs, and harvest costs are associated with and charged to specific crops. Certain other costs, such as property taxes, indirect labor, including farm supervision and management, and irrigation that benefit multiple crops are allocated to crops on a per acre basis.

Income Taxes

Deferred income tax assets and liabilities are computed annually for differences between the financial statement and income tax bases of assets and liabilities that will result in taxable or deductible amounts in the future. Such deferred income tax asset and liability computations are based on enacted tax laws and rates applicable to periods in which the differences are expected to affect taxable income. A valuation allowance is established, when necessary, to reduce deferred income tax assets to the amount expected to be realized.

Tax benefits from an uncertain tax position are only recognized if it is more likely than not that the tax position will be sustained upon examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

Property, Plant and Equipment

Property, plant and equipment is stated at original cost, net of accumulated depreciation. Depreciation is computed using the straight-line method at rates based upon the estimated useful lives of the related assets as follows (in years):

Land improvements	10 – 30
Buildings and building improvements	10 – 50
Equipment	5 – 20
Orchards and vineyards	20 – 40

Costs of planting and developing orchards are capitalized until the orchards become commercially productive. Planting costs consist primarily of the costs to purchase and plant nursery stock. Orchard development costs consist primarily of maintenance costs of orchards such as cultivation, pruning, irrigation, labor, pest control and fertilization, and interest costs during the

2. Summary of Significant Accounting Policies (continued)

Property, Plant and Equipment (continued)

development period. The Company ceases the capitalization of costs and commences depreciation when the orchards become commercially productive and orchard maintenance costs are accounted for as cultural costs as described above.

Capitalized Interest

Interest is capitalized on real estate development projects and significant construction in progress using the weighted average interest rate during the fiscal year. Capitalized interest is included in property, plant, and equipment and real estate development assets in the Company's consolidated balance sheets.

Real Estate Development Costs

The Company capitalizes the planning, entitlement, construction, development costs and interest associated with its various real estate projects. Costs that are not capitalized, which include property maintenance and repairs, general and administrative and marketing expenses, are expensed as incurred. A real estate development project is considered substantially complete upon the cessation of construction and development activities. Once a project is substantially completed, future costs are expensed as incurred. The Company capitalized costs related to its real estate projects of $637,000 and $1,192,000 in fiscal years 2022 and 2021, respectively.

Equity in Investments

Investments in unconsolidated joint ventures in which the Company has significant influence but less than a controlling interest, or is not the primary beneficiary if the joint venture is determined to be a Variable Interest Entity ("VIE"), are accounted for under the equity method of accounting and, accordingly, are adjusted for capital contributions, distributions and the Company's equity in net earnings or loss of the respective joint venture.

Equity Securities

The Company had no equity securities as of October 31, 2022 and 2021. In fiscal year 2020, the Company sold all 200,000 shares of Calavo common stock for a total of $11,048,000, recognizing a loss of $6,299,000

Long-Lived and Intangible Assets

Intangible assets consist primarily of customer relationships, trade names and trademarks and a non-competition agreement. The Company's definite-life intangible assets are being amortized on a straight-line basis over their estimated lives ranging from eight to ten years. Acquired water and mineral rights are indefinite-life assets not subject to amortization. Assets held for sale are carried at the lower of cost or fair value less estimated cost to sell.

The Company evaluates long-lived assets, including its property and equipment, real estate development projects and definite-life intangible assets, for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. If the estimated fair value or undiscounted future cash flows from the use of an asset are less than the carrying value of that asset, a write-down is recorded to reduce the carrying value of the asset to its estimated fair value. The Company evaluates its indefinite-life intangible assets annually or whenever events or changes in circumstances indicate an impairment of the assets' value may exist.

COVID-19 Pandemic

There is uncertainty around the breadth and duration of the Company's business disruptions related to the COVID-19 pandemic. The decline in demand for the Company's products beginning the second quarter of fiscal year 2020, which it believes was due to the COVID-19 pandemic, negatively impacted its sales and profitability for the last three quarters of fiscal year 2020 and all of fiscal years 2021 and 2022. The COVID-19 pandemic may impact its sales and profitability in future periods. The duration of these trends and the magnitude of such impacts are uncertain and therefore cannot be estimated at this time, as they are influenced by a number of factors, many of which are outside management's control. The full impact of the COVID-19 pandemic on the Company's results of operations, financial condition, and liquidity, including its ability to comply with debt covenants, for fiscal year 2023 and beyond, is driven by estimates that contain uncertainties.

Goodwill

Goodwill is tested for impairment on an annual basis or when an event or changes in circumstances indicate that its carrying value may not be recoverable. Goodwill impairment is tested at the reporting unit level, which is defined as an operating segment or one level below the operating segment. The annual, or interim, goodwill impairment test is performed by comparing

2. Summary of Significant Accounting Policies (continued)

Goodwill (continued)

the fair value of a reporting unit with its carrying amount. An impairment charge is recognized for the amount by which the carrying amount exceeds the reporting unit’s fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. Goodwill impairment testing involves significant judgment and estimates.

Fair Values of Financial Instruments

Accounts receivable, accounts payable, growers and suppliers payable and accrued liabilities reported on the Company’s consolidated balance sheets approximate their fair values due to the short-term nature of the instruments.

Based on the borrowing rates currently available to the Company for bank loans with similar terms and maturities, the fair value of long-term debt is approximately equal to its carrying amount as of October 31, 2022 and 2021.

Comprehensive (Loss) Income

Comprehensive income or loss represents all changes in a company’s net assets, except changes resulting from transactions with stockholders. Other comprehensive income or loss primarily includes foreign currency translation items, defined benefit pension items and unrealized gains or losses on available-for-sale securities. Accumulated other comprehensive loss is reported as a component of the Company's stockholders' equity.

The following table summarizes the changes in other comprehensive (loss) income by component (in thousands):

	2022			2021			2020		
	Pre-tax Amount	Tax (Expense) Benefit	Net Amount	Pre-tax Amount	Tax (Expense) Benefit	Net Amount	Pre-tax Amount	Tax (Expense) Benefit	Net Amount
Foreign currency translation adjustments	$ (2,430)	$ —	$ (2,430)	$ (685)	$ —	$ (685)	$ (707)	$ —	$ (707)
Minimum pension liability adjustments:									
Other comprehensive (loss) income before reclassifications	(254)	71	(183)	3,440	(940)	2,500	205	69	274
Amounts reclassified to earnings included in "Other (expense) income, net"	607	(169)	438	—	—	—	—	—	—
Available-for-sale securities:									
Amounts reclassified to earnings included in "Selling, general and administrative"	—	—	—	—	—	—	—	140	140
Other comprehensive (loss) income	$ (2,077)	$ (98)	$ (2,175)	$ 2,755	$ (940)	$ 1,815	$ (502)	$ 209	$ (293)

The following table summarizes the changes in accumulated other comprehensive (loss) income by component (in thousands):

	Foreign Currency Translation Loss	Defined Benefit Pension Plan	Available-for-Sale Securities	Accumulated Other Comprehensive (Loss) Income
Balance as of October 31, 2019	(2,362)	(4,753)	(140)	(7,255)
Other comprehensive (loss) income	(707)	274	140	(293)
Balance as of October 31, 2020	(3,069)	(4,479)	—	(7,548)
Other comprehensive (loss) income	(685)	2,500	—	1,815
Balance as of October 31, 2021	(3,754)	(1,979)	—	(5,733)
Other comprehensive (loss) income	(2,430)	255	—	(2,175)
Balance as of October 31, 2022	$ (6,184)	$ (1,724)	$ —	$ (7,908)

Foreign Currency

San Pablo and PDA’s functional currency is the Chilean Peso. Their balance sheets are translated to U.S. dollars at exchange rates in effect at the balance sheet date and their income statements are translated at average exchange rates during the reporting

2. Summary of Significant Accounting Policies (continued)

Foreign Currency (continued)

period. The resulting foreign currency translation adjustments are recorded as a separate component of accumulated other comprehensive (loss) income.

Aggregate foreign exchange transaction losses realized for the Company's foreign subsidiaries were approximately $204,000 and $646,000 for fiscal years 2022 and 2021, respectively, and are included in selling, general and administrative expenses in the consolidated statements of operations.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 606, *Revenue from contracts with customers*, and recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. To achieve that core principle, the Company applies the following steps:

- Identify the contract(s) with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract;
- Recognize revenue when (or as) the entity satisfies a performance obligation.

The Company determines the appropriate method by which it recognizes revenue by analyzing the nature of the products or services being provided as well as the terms and conditions of contracts or arrangements entered into with its customers. The Company accounts for a contract when it has approval and commitment from both parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable. A contract's transaction price is allocated to each distinct good or service (i.e., performance obligation) identified in the contract and each performance obligation is valued based on its estimated relative standalone selling price.

The Company recognizes the majority of its revenue at a point in time when it satisfies a performance obligation and transfers control of the product to the respective customer. The amount of revenue that is recognized is based on the transaction price, which represents the invoiced amount and includes estimates of variable consideration such as allowances for estimated customer discounts or concessions, where applicable. The amount of variable consideration included in the transaction price may be constrained and is included only to the extent that it is probable that a significant reversal in the amount of the cumulative revenue recognized under the contract will not occur in a future period.

Agribusiness revenue - Revenue from lemon sales is generally recognized at a point in time when the customer takes control of the fruit from the Company’s packinghouse, which aligns with the transfer of title to the customer. The Company has elected to treat any shipping and handling costs incurred after control of the goods has been transferred to the customer as agribusiness costs.

The Company’s avocados, oranges, specialty citrus and other specialty crops are packed and sold by third-party packinghouses. The Company’s arrangements with its third-party packinghouses are such that the Company is the producer and supplier of the product and the third-party packinghouses are the Company’s customers. The Company controls the product until it is delivered to the third-party packinghouses at which time control of the product is transferred to the third-party packinghouses and revenue is recognized.

Revenue from crop insurance proceeds is recorded when the amount can be reasonably determined and upon establishment of the present right to payment. We recorded agribusiness revenues from crop insurance proceeds of $449,000 in fiscal year 2022. There were no proceeds received in fiscal years 2021and 2020.

Advertising Expense

Advertising costs are expensed as incurred. Advertising costs were $165,000, $178,000 and $239,000 in fiscal years 2022, 2021 and 2020, respectively.

Leases

Accounting for Leases as a Lessee - In its ordinary course of business, the Company enters into leases as a lessee generally for agricultural land and packinghouse facilities and equipment. The Company determines if an arrangement is a lease or contains a lease at inception. Operating and finance leases are included in other assets, accrued liabilities and other long-term liabilities on

2. Summary of Significant Accounting Policies (continued)

Leases (continued)

its consolidated balance sheets. Lease right-of-use ("ROU") assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease, measured on a discounted basis. Lease ROU assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. The Company uses either its incremental borrowing rate based on the information available at commencement date, or the rate implicit in the lease, if known, in determining the present value of future payments.

Operating lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Leases with an initial term of 12 months or less are not recorded on the balance sheet as the Company has elected to recognize lease expense for these leases on a straight-line basis over the lease term. The Company has material leases with related parties which are further described in Note 14 - Related-Party Transactions.

Certain of the Company's agricultural land agreements contain variable costs based on a percentage of the operating results of the leased property. Such variable lease costs are expensed as incurred. These land agreements also contain costs for non-lease components, such as water usage, which the Company accounts for separately from the lease components. For all other agreements, the Company generally combines lease and non-lease components in calculating the ROU assets and lease liabilities. See Note 12 - Leases for additional information.

Accounting for Leases as a Lessor - Leases in which the Company acts as the lessor include land, residential and commercial units and are all classified as operating leases. Certain of the Company's contracts contain variable income based on a percentage of the operating results of the leased asset. Certain of the Company's contracts contain non-lease components such as water, utilities and common area services. The Company has elected to not separate lease and non-lease components for its lessor arrangements and the combined component is accounted for entirely under ASC 842, *Leases*. The underlying asset in an operating lease arrangement is carried at depreciated cost within property, plant, and equipment, net on the consolidated balance sheets. Depreciation is calculated using the straight-line method over the useful life of the underlying asset. The Company recognizes operating lease revenue on a straight-line basis over the lease term.

Basic and Diluted Net Loss per Share

Basic net loss per common share is calculated using the weighted-average number of common shares outstanding during the period without consideration of the dilutive effect of conversion of preferred stock. Diluted net loss per common share is calculated using the weighted-average number of common shares outstanding during the period plus the dilutive effect of conversion of unvested, restricted stock and preferred stock.

Diluted net loss per common share is calculated using the more dilutive method of either the two-class method or the treasury stock method. Unvested stock-based compensation awards that contain non-forfeitable rights to dividends as participating shares are included in computing earnings per share. The Company's unvested, restricted stock awards qualify as participating shares.

Defined Benefit Retirement Plan

The Company sponsors a defined benefit retirement plan (the "Plan") that was frozen in June 2004, and no future benefits have been accrued to participants subsequent to that time. Ongoing accounting for this plan under FASB ASC 715, *Compensation – Retirement Benefits,* provides guidance as to, among other things, future estimated pension expense, pension liability and minimum funding requirements. This information is provided to the Company by third-party actuarial consultants. In developing this data, certain estimates and assumptions are used, including among other things, discount rate, long-term rate of return and mortality tables.

In fiscal year 2021, the Company decided to terminate the Plan effective December 31, 2021. The liabilities disclosed as of October 31, 2022 and 2021, reflect an estimate of the additional cost to pay lump sums to a portion of the active and vested terminated participants and purchase annuities for all remaining participants from an insurance company.

The Company used the latest mortality tables released by the Society of Actuaries through October 2022 to measure its pension obligation as of October 31, 2022 and combined with the assumed discount rate and other demographic assumptions, its pension liability increased by approximately $1,425,000 as of October 31, 2022.

On November 4, 2022, the Company entered into an agreement with Principal Life Insurance Company for the purchase of an annuity contract in connection with the Plan termination. On November 10, 2022, the annuity contract was purchased for $12,617,000, payable with Plan assets and a $2,500,000 cash payment from the Company.

2. Summary of Significant Accounting Policies (continued)

Recent Accounting Pronouncements

Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity

This amendment simplifies accounting for convertible instruments by removing major separation models currently required under GAAP. Consequently, more convertible debt instruments will be reported as a single liability instrument and more convertible preferred stock as a single equity instrument with no separate accounting for embedded conversion features. The ASU removes certain settlement conditions that are required for equity contracts to qualify for the derivative scope exception, which will permit more equity contracts to qualify for it. The ASU also simplifies the diluted earnings per share (EPS) calculation in certain areas.

ASU 2020-06 is effective for public business entities that meet the definition of a SEC filer for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. Early adoption is permitted for fiscal years beginning after December 15, 2020. The Company adopted this ASU effective November 1, 2021 and the adoption did not have a material impact on its consolidated financial statements.

3. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consist of the following at October 31 (in thousands):

	2022	2021
Prepaid supplies and insurance	$ 2,958	$ 2,521
Note receivable and related interest	—	2,438
Real estate development held for sale	2,670	2,543
Sales tax receivable	475	909
Lemon supplier advances	1,188	—
Other	1,205	2,298
	$ 8,496	$ 10,709

4. Property, Plant and Equipment

Property, plant and equipment consists of the following at October 31 (in thousands):

	2022	2021
Land	$ 87,617	$ 95,868
Land improvements	37,221	35,440
Buildings and building improvements	37,929	48,565
Equipment	61,615	62,598
Orchards and vineyards	60,657	63,454
Construction in progress	28,489	22,477
	313,528	328,402
Less accumulated depreciation	(90,900)	(85,982)
	$ 222,628	$ 242,420

Depreciation expense was $9,075,000, $8,883,000 and $9,098,000 for fiscal years 2022, 2021 and 2020, respectively.

In August 2020, the Company sold property located in Lindsay, California. The Company received net proceeds of $6,011,000 after transaction and other costs, and recorded a loss of approximately $424,000, which is included in (gain) loss on disposal of assets in the consolidated statements of operations.

In October 2022, the Company sold the Oxnard Lemon property and packing facility located in Ventura County, California. The Company received net proceeds of $19,144,000 and recognized a gain of approximately $846,000, which is included in (gain) loss on disposal of assets in the consolidated statements of operations. Concurrent with the closing of the sale, the

4. Property, Plant and Equipment (continued)

Company entered into a lease agreement to continue use of the property as a lessee for a period of 36 months from the closing date, with extension options for an additional 24 months.

5. Real Estate Development

Real estate development assets are comprised primarily of land and land development costs and consist of the following at October 31 (in thousands):

	2022	2021
East Area I - Retained Property	$ —	$ 13,335
East Area II	9,706	9,493
	$ 9,706	$ 22,828

East Area I, Retained Property and East Area II

In fiscal year 2005, the Company began capitalizing the costs of two real estate development projects east of Santa Paula, California, for the development of 550 acres of land into residential units, commercial buildings and civic facilities. In November 2015 (the "Transaction Date"), the Company entered into a joint venture with The Lewis Group of Companies (“Lewis”) for the residential development of its East Area I real estate development project. To consummate the transaction, the Company formed Limoneira Lewis Community Builders, LLC (“LLCB”) as the development entity, contributed its East Area I property to LLCB and sold a 50% interest to Lewis for $20,000,000.

The Company and LLCB also entered into a Retained Property Development Agreement on the Transaction Date (the "Retained Property Agreement"). Under the terms of the Retained Property Agreement, LLCB transferred certain contributed East Area I property, which is entitled for commercial development, back to the Company (the "Retained Property") and arranged for the design and construction of certain improvements to the Retained Property, subject to certain reimbursements by the Company. The balance in Retained Property and East Area II includes estimated costs incurred by and reimbursable to LLCB of $3,444,000 and $5,771,000 at October 31, 2022 and 2021, respectively, which is included in payables to related parties.

In January 2018, LLCB entered into a $45,000,000 unsecured Line of Credit Loan Agreement and Promissory Note (the “Loan”) with Bank of America, N.A. to fund early development activities. The Loan, as modified and extended, matures February 22, 2023. The interest rate on the Loan is LIBOR plus 2.85% and is payable monthly. The Loan contains certain customary default provisions and LLCB may prepay any amounts outstanding under the Loan without penalty. The Loan had an outstanding balance of $4,500,000 as of October 31, 2022. The Loan has a one year extension option through February 22, 2024 subject to terms and conditions as defined in the agreement, with the maximum borrowing amount reduced to $35,000,000 during the extension period. In December 2022, LLCB exercised the extension option.

In February 2018, certain principals from Lewis and by the Company guaranteed the obligations under the Loan. The guarantors are jointly and severally liable for all Loan obligations in the event of default by LLCB. The guarantee continues in effect until all of the Loan obligations are fully paid. The $1,080,000 estimated value of the guarantee was recorded in the Company’s consolidated balance sheets and is included in other long-term liabilities with a corresponding value in equity in investments. Additionally, a Reimbursement Agreement was executed between the Lewis guarantors and the Company, which provides for unpaid liabilities of LLCB to be shared pro-rata by the Lewis guarantors and the Company in proportion to their percentage interest in LLCB.

In October 2022, the Company entered into a joint venture with Lewis for the development of the Retained Property. The Company formed LLCB II, LLC ("LLCB II") as the development entity, contributed the Retained Property to the joint venture and sold a 50% interest to Lewis for $7,975,000. After transaction costs, the Company received net proceeds of $7,917,000 and recorded a gain on the transaction of $4,652,000, of which $465,000 was deferred and $4,187,000 is included in (gain) loss on disposal of assets in the consolidated statements of operations. The joint venture partners will share in the capital contributions to fund project costs until loan proceeds and/or revenues are sufficient to fund the project. In connection with the closing, the Company and Lewis amended LLCB’s Limited Liability Company Agreement to provide that LLCB is to include the processing of final approval for additional residential units to be developed and constructed on the Retained Property.

Through October 31, 2022, LLCB has closed sales of the initial residential lots representing 586 residential units.

5. Real Estate Development (continued)

Other Real Estate Development Projects

In fiscal year 2020, the Company entered into an agreement to sell its Sevilla property for $2,700,000, which closed in the first quarter of fiscal year 2023. After transaction and other costs, the Company received cash proceeds of approximately $2,577,000. During fiscal year 2022, the Company incurred additional costs to prepare the asset for sale, of which $127,000 were capitalized and $153,000 were recorded in (gain) loss on disposal of assets. The carrying value of the property at October 31, 2022 and 2021, was $2,670,000 and $2,543,000, respectively, and was classified as held for sale and included in prepaid expenses and other current assets.

In December 2017, the Company sold its Centennial property with a net book value of $2,983,000 for $3,250,000. The Company received cash and a $3,000,000 promissory note secured by the property for the balance of the purchase. The promissory note was originally scheduled to mature in December 2019, but was periodically extended with principal payments totaling $400,000 received through October 31, 2021. In fiscal year 2022, the promissory note was paid in full and the deferred gain of $161,000 was recorded in (gain) loss on disposal of assets.

6. Equity in Investments

Limco Del Mar, Ltd.

The Company has a 1.3% interest in Limco Del Mar, Ltd. (“Del Mar”) as a general partner and a 26.8% interest as a limited partner. Based on the terms of the partnership agreement, the Company may be removed as general partner without cause from the partnership upon the vote of the limited partners owning an aggregate of 50% or more interest in the partnership. Since the Company has significant influence, but less than a controlling interest, the Company’s investment in Del Mar is accounted for using the equity method of accounting.

The Company provides Del Mar with farm management, orchard land development and accounting services and received expense reimbursements of $202,000, $200,000 and $210,000 in fiscal years 2022, 2021 and 2020, respectively. Del Mar markets lemons through the Company pursuant to its customary marketing agreements and the amount of lemons procured from Del Mar was $1,568,000, $1,681,000 and $1,037,000 in fiscal years 2022, 2021 and 2020, respectively. Fruit proceeds due to Del Mar were $703,000 and $694,000 at October 31, 2022 and 2021, respectively, and are included in growers and suppliers payable in the accompanying consolidated balance sheets.

Romney Property Partnership

In May 2007, the Company and an individual formed the Romney Property Partnership (“Romney”) for the purpose of owning and leasing an office building and adjacent lot in Santa Paula, California. The Company paid $489,000 in 2007 for 75% interest in Romney. The terms of the partnership agreement affirm the status of the Company as a noncontrolling investor in the partnership since the Company cannot exercise unilateral control over the partnership. Since the Company has significant influence, but less than a controlling interest, the Company’s investment in Romney is accounted for using the equity method of accounting. Net profits, losses and cash flows of Romney are shared by the Company, which receives 75% and the individual, who receives 25%.

Rosales S.A.

The Company currently has a 47% equity interest in Rosales S.A, (“Rosales”) of which 35% was acquired in fiscal year 2014 and an additional 12% interest was acquired with the purchase of PDA in fiscal year 2017. Rosales is a citrus packing, marketing and sales business located in La Serena, Chile. In addition, the Company has the right to acquire the interest of the majority shareholder of Rosales upon death or disability of Rosales’ general manager for the fair value of the interest on the date of the event as defined in the shareholders’ agreement. Since the Company has significant influence, but less than a controlling interest, the Company’s investment in Rosales is accounted for using the equity method of accounting.

Rosales’ functional currency is the Chilean Peso. The following financial information has been translated to U.S. dollars. In addition, as a result of the Company’s acquisition of its equity interest, basis differences were identified between the historical cost of the net assets of Rosales and the proportionate fair value of the net assets acquired. Such basis differences aggregated to $1,683,000 on the acquisition date and are primarily comprised of intangible assets, including $343,000 of equity method goodwill. An additional $925,000 of basis differences were identified with the February 2017 PDA acquisition, including $143,000 of equity method goodwill. The $2,122,000 in basis differences exclusive of goodwill is being amortized over the estimated life of the underlying intangible assets as a reduction in the equity investment and an expense included in equity in earnings of investments. Amortization amounted to $118,000, $180,000 and $180,000 for fiscal years 2022, 2021 and 2020, respectively, and is estimated to be approximately $87,000 and $76,000 per year for years ending October 31, 2023 and 2024, respectively, and immaterial thereafter.

6. Equity in Investments (continued)

Rosales (continued)

The Company recognized $3,615,000, $3,405,000 and $3,975,000 of lemon sales to Rosales in fiscal years 2022, 2021 and 2020, respectively. In fiscal years 2022, 2021 and 2020, the aggregate amount of lemons and oranges procured from Rosales was $3,821,000, $5,304,000 and $3,190,000, respectively. Amounts due from Rosales were $270,000 and $1,570,000 at October 31, 2022 and 2021, respectively, and are included in receivables/other from related parties.

Limoneira Lewis Community Builders, LLC ("LLCB")

As described in Note 5 – Real Estate Development, the Company has a joint venture with Lewis for the residential development of its East Area I real estate development project. In addition to the assessment performed by the Company of its investment in LLCB under the requirements of Regulation S-X Rule 4-08(g), the Company also assessed its investment in LLCB under the requirements of Regulation S-X Rule 3-09(b). LLCB was not deemed significant for the years ended October 31, 2022 and 2020 but was significant for the year ended October 31, 2021. Therefore, the audited financial statements of LLCB for the years ended October 31, 2022, 2021 and 2020 are provided as exhibits to this document to comply with this rule. Additionally, there is a basis difference between the Company's historical investment in the project and the amount recorded in members' capital by LLCB of $52,431,000 as of October 31, 2022. The basis difference of $8,723,000 at October 31, 2022 is primarily comprised of capitalized interest, amounts related to the loan guarantee and certain other costs incurred by Limoneira Company during the development period. This basis difference is being amortized as lots are sold utilizing the relative sales value method and the amount amortized in fiscal years 2022, 2021 and 2020 totaled $77,000, $1,434,000 and $1,060,000, respectively. The Company's share of LLCB's net income for fiscal years 2022, 2021 and 2020 prior to basis amortization was $1,015,000, $4,508,000 and 1,386,000, respectively.

LLCB II, LLC ("LLCB II")

As described in Note 5 - Real Estate Development, in October 2022, the Company formed a joint venture with Lewis for the residential development of its Retained Property. Control is shared with Lewis, therefore the Company's investment in LLCB II is accounted for using the equity method of accounting.

The following is financial information of the equity method investees for fiscal years 2022, 2021 and 2020 (in thousands):

2022	**Del Mar**	**Romney**	**Rosales**	**LLCB**	**LLCB II**
Current assets	$ 654	$ —	$ 3,478	$ 116,596	$ 16,051
Non-current assets	$ 807	$ 612	$ 2,606	$ —	$ —
Current liabilities	$ —	$ —	$ 3,076	$ 10,531	$ 5
Non-current liabilities	$ —	$ —	$ 1,686	$ —	$ —
Revenues	$ 2,882	$ 6	$ 7,177	$ 2,500	$ —
Operating income (loss)	$ 1,823	$ (1)	$ 272	$ 1,809	$ —
Net income (loss)	$ 1,823	$ (1)	$ 26	$ 1,809	$ —
2021					
Current assets	$ 492	$ —	$ 3,544	$ 108,964	$ —
Non-current assets	$ 865	$ 617	$ 2,406	$ —	$ —
Current liabilities	$ —	$ —	$ 2,362	$ 4,708	$ —
Non-current liabilities	$ —	$ —	$ 2,083	$ —	$ —
Revenues	$ 2,059	$ 17	$ 9,862	$ 42,853	$ —
Operating income (loss)	$ 1,052	$ (4)	$ 438	$ 9,087	$ —
Net income (loss)	$ 1,052	$ (4)	$ 35	$ 9,087	$ —
2020					
Revenues	$ 930	$ 20	$ 10,097	$ 25,906	$ —
Operating income (loss)	$ (109)	$ (2)	$ 1,216	$ 2,615	$ —
Net income (loss)	$ (109)	$ (2)	$ 476	$ 2,615	$ —

6. Equity in Investments (continued)

The Company’s investment and equity in earnings (losses) of the equity method investees are as follows (in thousands):

	Del Mar	Romney	Rosales	LLCB	LLCB II	Total
Investment balance October 31, 2019	$ 1,950	$ 512	$ 1,745	$ 54,016	$ —	$ 58,223
Equity earnings (losses)	(30)	(1)	44	326	—	339
Investment contributions	—	—	—	2,800	—	2,800
Foreign currency adjustments	—	—	(148)	—	—	(148)
Investment balance October 31, 2020	1,920	511	1,641	57,142	—	61,214
Equity earnings (losses)	296	(3)	(164)	3,074	—	3,203
Cash distributions	(219)	—	(106)	—	—	(325)
Foreign currency adjustments	—	—	(20)	—	—	(20)
Investment balance October 31, 2021	1,997	508	1,351	60,216	—	64,072
Equity earnings (losses)	510	(1)	(106)	938	—	1,341
Cash distributions	(483)	—	—	—	—	(483)
Investment contributions	—	—	—	—	8,023	8,023
Foreign currency adjustments	—	—	(98)	—	—	(98)
Investment balance October 31, 2022	$ 2,024	$ 507	$ 1,147	$ 61,154	$ 8,023	$ 72,855

7. Goodwill and Intangible Assets, Net

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

	Goodwill Carrying Amount
Balance at October 31, 2020	$ 1,535
Foreign currency translation adjustment	(8)
Balance at October 31, 2021	1,527
Foreign currency translation adjustment	(21)
Balance at October 31, 2022	$ 1,506

Goodwill is tested for impairment on an annual basis or when an event or changes in circumstances indicate that its carrying value may not be recoverable. The Company concluded that no potential impairment indicators existed during any interim period and performed its annual assessment of goodwill impairment as of July 31, 2022 with no impairment noted. The Company did not incur any goodwill impairment losses in fiscal years 2022, 2021 or 2020, as the estimated fair values of its reporting units were in excess of their carrying values.

As of October 31, 2022, the Company has allocated goodwill to its reportable segments as follows: Fresh Lemons $936,000 and Lemon Packing $570,000.

During the fiscal year ended October 31, 2021, the Company acquired additional water rights in Chile for $186,000.

7. Goodwill and Intangible Assets, Net (continued)

Intangible assets consisted of the following as of October 31 (in thousands):

	2022				2021			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Useful Life in Years	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Useful Life in Years
Intangible assets:								
Trade names and trademarks	$ 2,108	$ (881)	$ 1,227	8	$ 2,108	$ (663)	$ 1,445	8
Customer relationships	4,037	(1,660)	2,377	9	4,037	(1,209)	2,828	9
Non-competition agreement	437	(76)	361	8	437	(22)	415	8
Acquired water and mineral rights	3,352	—	3,352	Indefinite	$ 3,641	$ —	$ 3,641	Indefinite
Intangible assets	$ 9,934	$ (2,617)	$ 7,317		$ 10,223	$ (1,894)	$ 8,329	

Amortization expense totaled $723,000, $929,000, and $999,000 for the years ended October 31, 2022, 2021 and 2020, respectively.

Estimated future amortization expense of intangible assets for each of the next five fiscal years and thereafter are as follows (in thousands):

2023	$ 724
2024	716
2025	711
2026	711
2027	427
Thereafter	676
	$ 3,965

8. Other Assets

Investments in Mutual Water Companies

The Company's investments in various not-for-profit mutual water companies provide the Company with the right to receive a proportionate share of water from each of the not-for-profit mutual water companies that have been invested in and do not constitute voting shares and/or rights. Amounts included in other assets in the consolidated balance sheets as of October 31, 2022 and 2021 were $6,500,000 and $5,994,000, respectively.

9. Accrued Liabilities

Accrued liabilities consist of the following at October 31 (in thousands):

	2022	2021
Compensation	$ 3,572	$ 2,112
Property taxes	664	676
Operating expenses	2,341	1,203
Leases	2,026	604
Other	2,676	1,947
	$ 11,279	$ 6,542

10. Long-Term Debt

Long-term debt is comprised of the following at October 31 (in thousands):

	2022	2021
Farm Credit West revolving and non-revolving lines of credit: The interest rate of the revolving line of credit is variable based on the one-month London Interbank Offered Rate ("LIBOR"), which was 3.12% at October 31, 2022, plus 1.85%. The interest rate for the $40.0 million outstanding balance of the non-revolving line of credit was fixed at 4.77% through July 1, 2022, is 3.57% through July 1, 2025 and variable thereafter. Interest is payable monthly and the principal is due in full on July 1, 2026.	$ 88,521	$ 111,293
Farm Credit West term loan: The loan was repaid in September 2022.	—	809
Farm Credit West term loan: The interest rate is fixed at 3.24%. The loan is payable in monthly installments through October 2035.	919	974
Farm Credit West term loan: The interest rate is fixed at 3.24%. The loan is payable in monthly installments through March 2036.	7,562	8,004
Farm Credit West term loan: The interest rate is fixed at 2.77% until July 1, 2025, becoming variable for the remainder of the loan. The loan is payable in monthly installments through March 2036.	5,555	5,892
Farm Credit West term loan: The interest rate is fixed at 3.19%. The loan is payable in monthly installments through September 2026.	2,003	2,475
Banco de Chile term loan: The interest rate is fixed at 6.48%. The loan is payable in annual installments through January 2025.	675	1,011
Note Payable: The Note Payable was repaid in October 2022.	—	1,435
Banco de Chile COVID-19 loans: The interest rates are fixed at 3.48%. The loans are payable in monthly installments through September 2024.	233	411
Banco de Chile COVID-19 loans: The interest rates are fixed at 3.48% and 4.26%. The loans are payable in monthly installments through September 2026.	434	652
Subtotal	105,902	132,956
Less deferred financing costs, net of accumulated amortization	94	131
Total long-term debt, net	105,808	132,825
Less current portion	1,732	2,472
Long-term debt, less current portion	$ 104,076	$ 130,353

The Company entered into a Master Loan Agreement (the "MLA") with Farm Credit West, PCA (the "Lender") dated June 1, 2021, together with a revolving credit facility supplement (the "Revolving Credit Supplement"), a non-revolving credit facility supplement (the "Non-Revolving Credit Supplement," and together with the Revolving Credit Supplement, the "Supplements") and an agreement to convert to a fixed interest rate for a period of time as described in the table above ("Fixed Interest Rate Agreement"). The MLA governs the terms of the Supplements. The MLA amends and restates the previous Master Loan Agreement between the Company and the Lender and extends the principal repayment to July 1, 2026.

In March 2020, the Company entered into a revolving equity line of credit promissory note and loan agreement with the Lender for a $15,000,000 Revolving Equity Line of Credit (the "RELOC") secured by a first lien on the Windfall Investors, LLC property. The RELOC matures in 2043 and features a 3-year draw period followed by 20 years of fully amortized loan payments.

The Supplements and RELOC provide aggregate borrowing capacity of $130,000,000 comprised of $75,000,000 under the Revolving Credit Supplement, $40,000,000 under the Non-Revolving Credit Supplement and $15,000,000 under the RELOC. As of October 31, 2022, the Company's outstanding borrowings under the revolving and non-revolving lines of credit were $88,521,000 and it had $41,479,000 available to borrow.

The interest rate in effect under the Revolving Credit Supplement automatically adjusted commencing July 1, 2021 and on the first day of each month thereafter. The interest rate for any amount outstanding under the Revolving Credit Supplement is based on the one-month LIBOR rate plus or minus an applicable margin. The applicable margin ranges from 1.75% to 2.35% depending on the ratio of current assets, plus the remaining available commitment divided by current liabilities. On each one year anniversary of July 1, the Company has the option to convert the interest rate in use under the Revolving Credit Supplement from the preceding LIBOR-based calculation to a variable interest rate. The Company may prepay any amounts outstanding under the Revolving Credit Supplement without penalty.

10. Long-Term Debt (continued)

The initial interest rate in effect under the Non-Revolving Credit Supplement was a fixed interest rate of 4.77% through July 1, 2022 and then converted to a fixed interest rate of 3.57% per year until July 1, 2025 (the “Fixed Rate Term”). Thereafter, the interest rate will convert to a variable interest rate established by the Lender corresponding to the applicable interest rate group. The Company may not prepay any amounts under the outstanding Non-Revolving Credit Supplement during the Fixed Rate Term. Thereafter, the Company may prepay any amounts outstanding under the Non-Revolving Credit Supplement, provided that a fee equal to 0.50% of the amount prepaid and any other cost or loss suffered by the Lender must be paid with any prepayment.

The interest rate in effect under the RELOC is a variable interest rate established by the Lender corresponding to the applicable interest rate group, which was 5.50% as of October 31, 2022. The interest rate may be adjusted automatically under the provisions of the Lender's variable interest rate plan. The Company may prepay any amounts outstanding under the RELOC without penalty.

All indebtedness under the MLA and RELOC, including any indebtedness under the Supplements, is secured by a first lien on Company-owned stock or participation certificates, Company funds maintained with the Lender, the Lender’s unallocated surplus, and certain of the Company’s agricultural properties in Tulare and Ventura Counties in California and certain of the Company’s building fixtures and improvements and investments in mutual water companies associated with the pledged agricultural properties. The MLA includes customary default provisions that provide should an event of default occur, the Lender, at its option, may declare all or any portion of the indebtedness under the MLA to be immediately due and payable without demand, notice of nonpayment, protest or prior recourse to collateral, and terminate or suspend the Company’s right to draw or request funds on any loan or line of credit.

The MLA subjects the Company to affirmative and restrictive covenants including, among other customary covenants, financial reporting requirements, requirements to maintain and repair any collateral, restrictions on the sale of assets, restrictions on the use of proceeds, prohibitions on the incurrence of additional debt and restrictions on the purchase or sale of major assets of the Company’s business. The Company is also subject to a financial covenant that requires it to maintain compliance with a specific debt service coverage ratio greater than or equal to 1.25:1.0 when measured at October 31, 2022 and annually thereafter. We were in compliance as of October 31, 2022.

The Company received annual cash patronage dividends from the Lender of $1,582,000, $1,170,000 and $1,566,000 in fiscal years 2022, 2021 and 2020, respectively.

Interest is capitalized on non-bearing orchards, real estate development projects and significant construction in progress. The Company capitalized interest of $582,000, $1,110,000 and $921,000 during the fiscal years ended 2022, 2021 and 2020, respectively. Capitalized interest is included in property, plant and equipment and real estate development assets in the Company’s consolidated balance sheets.

The Company incurs certain loan fees and costs associated with its new or amended credit arrangements. Such costs are capitalized as deferred financing costs and amortized as interest expense using the straight-line method over the terms of the credit agreements. The balance of deferred financing costs was $94,000 and $131,000, net of amortization at October 31, 2022 and 2021, respectively, and was included in long-term debt on the Company’s consolidated balance sheet.

Principal payments on the Company’s long-term debt are due as follows (in thousands):

2023	$ 1,732
2024	1,758
2025	90,523
2026	1,452
2027	961
Thereafter	9,476
	$ 105,902

11. Other Long-Term Liabilities

Other long-term liabilities consist of the following at October 31 (in thousands):

	2022	2021
Minimum pension liability	$ 2,272	$ 847
Loan guarantee	1,080	1,080
Leases	5,062	2,532
Other	1,393	42
	$ 9,807	$ 4,501

12. Leases

Lessor Arrangements

The Company enters into leasing transactions in which it rents certain of its assets and the Company is the lessor. These lease contracts are typically classified as operating leases with remaining terms ranging from one month to 20 years, with various renewal terms available. All of the residential rentals have month-to-month lease terms.

The following table presents the components of the Company's operating lease portfolio included in property, plant and equipment, net as of October 31 (in thousands):

	2022	2021
Land and land improvements	$ 13,619	$ 3,516
Buildings, equipment and building improvements	19,983	18,712
Orchards	8,410	—
Less: accumulated depreciation	(7,912)	(6,331)
Property, plant and equipment, net under operating leases	$ 34,100	$ 15,897

Depreciation expense for assets under operating leases was approximately $934,000 and $669,000 for the fiscal years 2022 and 2021, respectively.

The Company's rental operations revenue consists of the following (in thousands):

	Year ended October 31,	
	2022	2021
Operating lease revenue	$ 4,998	$ 4,329
Variable lease revenue	326	317
Total lease revenue	$ 5,324	$ 4,646

The future minimum lease payments to be received by the Company related to these operating lease agreements as of October 31, 2022 are as follows (in thousands):

2023	$ 1,278
2024	964
2025	964
2026	222
2027	74
Thereafter	672
Total	$ 4,174

Lessee Arrangements

The Company enters into leasing transactions in which the Company is the lessee. These lease contracts are classified as either operating or finance leases. The Company's lease contracts are generally for agricultural land and packinghouse facilities and equipment with remaining lease terms ranging from one to 15 years, with various term extensions available. The Company's lease agreements do not contain any residual value guarantees or material restrictive covenants. Leases with an initial term of

12. Leases (continued)

Lessee Arrangements (continued)

12 months or less are not recorded on the balance sheet and the Company recognizes lease expense for these leases on a straight-line basis over the lease term.

Operating lease costs were $537,000 and $606,000 and variable lease costs were $242,000 and $288,000, for the fiscal years 2022 and 2021, respectively, which are primarily included in agribusiness costs and expenses in the Company's consolidated statements of operations. Finance lease costs and short term lease costs were $154,000 and $212,000 for fiscal year 2022, respectively, and were immaterial for fiscal year 2021.

Supplemental balance sheet information related to leases consists of the following as of October 31 (in thousands):

	Classification	2022	2021
Assets			
Operating lease ROU assets	Other assets	$ 6,190	$ 2,041
Finance lease assets	Other assets	1,091	1,142
		$ 7,281	$ 3,183
Liabilities			
Current operating lease liabilities	Accrued liabilities and payables to related parties	$ 1,892	$ 488
Current finance lease liabilities	Accrued liabilities	268	249
Non-current operating lease liabilities	Other long-term liabilities	4,347	1,648
Non-current finance lease liabilities	Other long-term liabilities	715	884
		$ 7,222	$ 3,269
Weighted-average remaining lease term (in years):			
Operating leases		5.1	10.9
Finance leases		3.9	4.9
Weighted-average discount rate:			
Operating leases		6.1 %	3.7 %
Finance leases		3.5 %	3.3 %

Supplemental cash flow information related to leases consists of the following (in thousands):

	Year ended October 31,	
	2022	2021
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash outflows from operating leases	$ 577	$ 603
Operating cash outflows from finance leases	$ 35	$ 3
Financing cash outflows from finance leases	$ 219	$ 18
ROU assets obtained in exchange for new operating lease liabilities	$ 4,612	$ 271
Leased assets obtained in exchange for new finance lease liabilities	$ 68	$ 1,151

12. Leases (continued)

Lessee Arrangements (continued)

Future minimum lease payments under non-cancellable leases for each of the subsequent five fiscal years and thereafter are as follows (in thousands), which excludes $470,000 of operating lease payments for leases that have been signed but not commenced:

	Operating	Finance	Total
2023	$ 1,891	$ 268	$ 2,159
2024	1,918	268	2,186
2025	1,914	268	2,182
2026	218	246	464
2027	134	—	134
Thereafter	1,046	—	1,046
Total lease payments	7,121	1,050	8,171
Less: Imputed interest	(882)	(67)	(949)
Present value of lease liabilities	$ 6,239	$ 983	$ 7,222

In addition to operating and finance lease commitments, the Company also has financing transactions and a contract for pollination services, which do not meet the definition of a lease, with minimum future payments of $275,000 in fiscal year 2023, $224,000 in fiscal years 2024, 2025 and 2026 and $37,000 in fiscal year 2027.

13. Earnings Per Share

Basic net loss per common share is calculated using the weighted-average number of common shares outstanding during the period without consideration of the dilutive effect of conversion of preferred stock. Diluted net loss per common share is calculated using the weighted-average number of common shares outstanding during the period plus the dilutive effect of conversion of unvested, restricted stock and preferred stock. The Series B and Series B-2 convertible preferred shares were anti-dilutive for fiscal years ended October 31, 2022, 2021 and 2020. The computations for basic and diluted net loss per common share are as follows (in thousands, except per share amounts):

	Year ended October 31,		
	2022	2021	2020
Basic net loss per common share:			
Net loss applicable to common stock	$ (737)	$ (3,942)	$ (16,936)
Effect of unvested, restricted stock	(50)	(35)	(44)
Numerator: Net loss for basic EPS	(787)	(3,977)	(16,980)
Denominator: Weighted average common shares-basic	17,513	17,555	17,666
Basic net loss per common share	$ (0.04)	$ (0.23)	$ (0.96)
Diluted net loss per common share:			
Numerator: Net loss for diluted EPS	$ (787)	$ (3,977)	$ (16,980)
Weighted average common shares-basic	17,513	17,555	17,666
Effect of dilutive unvested, restricted stock and preferred stock	—	—	—
Denominator: Weighted average common shares-diluted	17,513	17,555	17,666
Diluted net loss per common share	$ (0.04)	$ (0.23)	$ (0.96)

13. Earnings Per Share (continued)

Diluted net loss per common share is calculated using the more dilutive method of either the two-class method or the treasury stock method. Unvested stock-based compensation awards that contain non-forfeitable rights to dividends as participating shares are included in computing earnings per share. The Company's unvested, restricted stock awards qualify as participating shares. Diluted net loss per common share was calculated under the two-class method for the fiscal year ended October 31, 2022. The Company excluded 117,000 and 164,000, unvested, restricted shares, as calculated under the treasury stock method, from its computation of diluted net losses per share for the fiscal years ended October 31, 2021 and 2020, respectively.

14. Related-Party Transactions

The Company has transactions with equity method investments and various related-parties summarized in Note 5 - Real Estate Development, Note 6 - Equity in Investments and in the tables below (in thousands):

		October 31, 2022				October 31, 2021			
		Balance Sheet				Balance Sheet			
Ref	Related-Party	Receivables/Other from Related Parties	Other Assets	Payables to Related Parties	Other Long-Term Liabilities	Receivables/Other from Related Parties	Other Assets	Payables to Related Parties	Other Long-Term Liabilities
2	Mutual water companies	$ —	$ 506	$ 133	$ —	$ —	$ 432	$ 40	$ —
5	Cadiz / Fenner / WAM	$ —	$ 1,288	$ 446	$ 1,198	$ —	$ 1,386	$ 273	$ 1,297
8	FGF	$ 2,965	$ 2,652	$ 837	$ —	$ 4,598	$ 980	$ 832	$ —
9	LLCB	$ 66	$ —	$ 3,444	$ —	$ —	$ —	$ 5,771	$ —

		Year Ended October 31, 2022				Year Ended October 31, 2021			
		Consolidated Statement of Operations				Consolidated Statement of Operations			
Ref	Related-Party	Net Revenue Agribusiness	Net Revenue Rental Operations	Agribusiness Expense and Other	Dividends Paid	Net Revenue Agribusiness	Net Revenue Rental Operations	Agribusiness Expense and Other	Dividends Paid
1	Employees	$ —	$ 869	$ —	$ —	$ —	$ 814	$ —	$ —
2	Mutual water companies	$ —	$ —	$ 1,454	$ —	$ —	$ —	$ 1,160	$ —
3	Cooperative association	$ —	$ —	$ 1,834	$ —	$ —	$ —	$ 1,750	$ —
4	Calavo	$ —	$ 80	$ 2	$ 126	$ 6,594	$ 320	$ 721	$ 503
5	Cadiz / Fenner / WAM	$ —	$ —	$ 1,467	$ —	$ —	$ —	$ 338	$ —
6	Colorado River Growers	$ —	$ —	$ —	$ —	$ 157	$ —	$ 2,772	$ —
7	YMIDD	$ 225	$ —	$ 142	$ —	$ —	$ —	$ 123	$ —
8	FGF	$ 673	$ 343	$ 25	$ —	$ 4,129	$ —	$ 2,884	$ —
10	Freska	$ —	$ —	$ —	$ —	$ 128	$ —	$ 150	$ —
11	Third-party growers	$ —	$ —	$ —	$ —	$ —	$ —	$ 147	$ —
12	Principal owner	$ —	$ —	$ —	$ 593	$ —	$ —	$ —	$ —

		Year Ended October 31, 2020				
		Consolidated Statement of Operations				
Ref	Related-Party	Net Revenue Agribusiness	Net Revenue Rental Operations	Agribusiness Expense and Other	Other Income, Net	Dividends Paid
1	Employees	$ —	$ 785	$ —	$ —	$ —
2	Mutual water companies	$ —	$ —	$ 894	$ —	$ —
3	Cooperative association	$ —	$ —	$ 1,849	$ —	$ —
4	Calavo	$ 8,806	$ 330	$ 1,223	$ 220	$ 503
5	Cadiz / Fenner / WAM	$ —	$ —	$ 240	$ —	$ —
6	Colorado River Growers	$ 603	$ —	$ 6,613	$ —	$ —
7	YMIDD	$ —	$ —	$ 139	$ —	$ —
8	FGF	$ 10,338	$ —	$ 13,478	$ —	$ —

14. Related-Party Transactions (continued)

(1) Employees - The Company rents certain of its residential housing assets to employees on a month-to-month basis and recorded rental income from employees. There were no material rental payments due from employees at October 31, 2022 and 2021.

(2) Mutual water companies - The Company has representation on the boards of directors of the mutual water companies in which the Company has investments, as well as other water districts. Refer to Note 8 - Other Assets. The Company recorded capital contributions, purchased water and water delivery services and had water payments due to the mutual water companies.

(3) Cooperative association - The Company has representation on the board of directors of a non-profit cooperative association that provides pest control services for the agricultural industry. The Company purchased services and supplies from and had no payments due to the cooperative association.

(4) Calavo - Through January 2022, the Company had representation on the board of directors of Calavo. Calavo owned common stock of the Company and the Company paid dividends on such common stock to Calavo. Additionally, the Company leases office space to Calavo. As of February 2022, Calavo is no longer a related party.

(5) Cadiz / Fenner / WAM - A member of the Company’s board of directors serves as the CEO, President and a member of the board of directors of Cadiz, Inc. In 2013, the Company entered a long-term lease agreement (the “Lease”) with Cadiz Real Estate, LLC (“Cadiz”), a wholly owned subsidiary of Cadiz, Inc., and currently leases 670 acres located in eastern San Bernardino County, California. The annual base rental is equal to the sum of $200 per planted acre and 20% of gross revenues from the sale of harvested lemons (less operating expenses), not to exceed $1,200 per acre per year. In 2016, Cadiz assigned this lease to Fenner Valley Farms, LLC (“Fenner”), a subsidiary of Water Asset Management, LLC (“WAM”). An affiliate of WAM is the holder of 9,300 shares of Limoneira Company Series B-2 convertible preferred stock. Upon the adoption of ASC 842, the Company recorded a right-of-use, or ROU, asset and corresponding lease liability.

(6) Colorado River Growers, Inc. (“CRG”) - The Company had representation on the board of directors of CRG, a non-profit cooperative association of fruit growers engaged in the agricultural harvesting business in Yuma County, Arizona. CRG was dissolved in August 2021. The Company paid harvest expense to CRG and provided harvest management and administrative services to CRG.

(7) Yuma Mesa Irrigation and Drainage District (“YMIDD”) - The Company has representation on the board of directors of YMIDD. The Company purchased water from YMIDD and had no amounts payable to them for such purchases. Additionally, the Compnay received fallowing revenue from YMIDD.

(8) FGF - In June 2021, the Company entered into an agreement, effective March 1, 2021, to sell and license certain assets of Trapani Fresh to FGF. These assets consist of packing supplies and certain intangible assets related to the packing, marketing, and selling business of Trapani Fresh. The total consideration to be received is approximately $3,900,000 over an 8-year term in 16 equal installments. Payments to be received are secured by FGF’s interest in land parcels at the Santa Clara ranch and consist of a $1,200,000 note receivable and $2,700,000 of royalty payments. There was no material gain or loss recognized on the transaction. In August 2021, the Company entered into several additional agreements whereby the additional 25% interest in Santa Clara was transferred into the trust resulting in the trust now holding a 100% interest in Santa Clara. Trapani Fresh owns and operated the 1,200-acre Santa Clara ranch and sold the lemons it grew to FGF, who packed, marketed, and sold the fruit to its export customers. As a result of this transaction, Trapani Fresh recognized lemon revenues at the market price less packinghouse charges to harvest, pack and market the fruit. Effective November 1, 2021, the Company leases Finca Santa Clara to FGF and records rental revenue related to the leased land.

The Company advances funds to FGF for fruit purchases, which are recorded as an asset until the sales occur and the remaining proceeds become due to FGF. Additionally, FGF provided farming, packing, by-product processing and administrative services to Trapani Fresh. The Company had a receivable from FGF for lemon sales and the sale of packing supplies and a payable due to FGF for fruit purchases and services. The Company records revenue related to the licensing of intangible assets to FGF.

(9) LLCB - Refer to Note 5 - Real Estate Development.

(10) Freska - A former member of the Company's board of directors is a majority shareholder of Freska Produce International, LLC ("Freska"). The Company had avocado sales to Freska and corresponding receivables for such sales. The former board member resigned effective June 14, 2022 and Freska is no longer a related-party.

(11) Third-party growers - A former member of the Company's board of directors marketed lemons through the Company. The former board member resigned effective June 14, 2022 and is no longer a related-party.

14. Related-Party Transactions (continued)

(12) Principal owner - The Company has one principal owner with ownership shares over 10% and paid dividends to such owner.

15. Income Taxes

A reconciliation of income (loss) before income taxes for domestic and foreign locations for the years ended October 31, 2022, 2021 and 2020 are as follows (in thousands):

	2022	2021	2020
United States	$ 1,911	$ (1,459)	$ (23,195)
Foreign	(1,562)	(2,704)	(3,240)
Income (loss) before income taxes	$ 349	$ (4,163)	$ (26,435)

The components of the provisions for income taxes for fiscal years 2022, 2021 and 2020 are as follows (in thousands):

	2022	2021	2020
Current:			
Federal	$ (178)	$ 37	$ 5,835
State	(93)	40	332
Foreign	(4)	—	194
Total current (provision) benefit	(275)	77	6,361
Deferred:			
Federal	(477)	(17)	640
State	(127)	127	1,177
Foreign	56	79	316
Total deferred (provision) benefit	(548)	189	2,133
Total income tax (provision) benefit	$ (823)	$ 266	$ 8,494

15. Income Taxes (continued)

Deferred income taxes reflect the net of temporary differences between the carrying amount of the assets and liabilities for financial reporting and income tax purposes. The components of deferred income tax assets at October 31, 2022 and 2021 are as follows (in thousands):

	2022	2021
Deferred income tax assets:		
Reserve and other accruals	$ 752	$ 646
Net operating losses	5,917	6,312
Right-of-use asset	1,672	531
Minimum pension liability adjustment	621	231
Other assets	151	240
Interest expense limitation	—	2
Stock-based compensation	604	493
Total deferred income tax assets	9,717	8,455
Valuation allowance	(1,536)	(1,324)
Total net deferred income tax assets	8,181	7,131
Deferred income tax liabilities:		
Property taxes	(135)	(161)
Depreciation	(18,343)	(18,665)
Amortization	(175)	(242)
Land and other indefinite life assets	(6,592)	(6,581)
Investment in joint ventures and other basis adjustments	(4,449)	(3,510)
Right-of-use asset	(1,660)	(510)
Prepaids and receivables	(298)	(260)
Other	(26)	(55)
Total deferred income tax liabilities	(31,678)	(29,984)
Net deferred income tax liabilities	$ (23,497)	$ (22,853)
Deferred income taxes — noncurrent assets	$ —	$ —
Deferred income taxes — noncurrent liabilities	$ (23,497)	$ (22,853)

The Company periodically evaluates the recoverability of the deferred tax assets. The Company recognized deferred tax assets to the extent that it believes that these assets are more likely than not to be realized. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. The Company has recorded a valuation allowance of $1,536,000 on the net deferred tax assets of its subsidiaries in Argentina and Chile as of October 31, 2022 as the Company does not believe it is more likely than not that these deferred tax assets will be realized due to the recent history of cumulative pre-tax book losses and lack of objectively verifiable future source of taxable income.

15. Income Taxes (continued)

At October 31, 2022, the Company has recorded a deferred tax asset of $5,917,000 related to its federal, state, and foreign net operating loss carryforwards. The entire federal net operating loss is subject to the 80% taxable income limitation. The net operating losses begin to expire as follows (in thousands):

Jurisdiction	Gross Amount	Begin to Expire
Federal	14,959	Indefinite
State	23,027	10/31/2039
Chile	2,874	Indefinite
Holland	108	10/31/2025
Argentina	1,670	10/31/2025

The provision for income taxes differs from the amount of income tax determined by applying U.S. statutory federal income tax rate to pretax income as a result of the following differences (in thousands):

	2022		2021		2020	
	Amount	%	Amount	%	Amount	%
Provision at statutory rates	$ (73)	(21.0)%	$ 874	(21.0)%	$ 5,551	(21.0)%
State income tax, net of federal benefit	(74)	(21.1)%	224	(5.4)%	1,431	(5.4)%
Dividend exclusion	—	— %	—	— %	27	(0.1)%
Meals and entertainment	—	— %	—	— %	(18)	0.1 %
Shared-based compensation	(110)	(31.2)%	(217)	5.2 %	—	— %
Executive compensation	(98)	(27.9)%	(45)	1.1 %	—	— %
Tax law change	—	— %	57	(1.4)%	1,948	(7.4)%
State rate adjustment	(59)	(16.9)%	(78)	1.9 %	(82)	0.3 %
Valuation allowance	(357)	(101.8)%	(831)	20.0 %	(168)	0.6 %
Foreign rate differential	74	21.1 %	130	(3.1)%	—	— %
Noncontrolling interest	(41)	(11.8)%	(83)	2.0 %	(305)	1.1 %
Other permanent items	(12)	(3.5)%	235	(5.7)%	110	(0.4)%
Tax credit and others	(73)	(20.7)%	—	— %	—	— %
Total income tax (provision) benefit	$ (823)	(234.8)%	$ 266	(6.4)%	$ 8,494	(32.2)%

At October 31, 2022 and 2021, the Company had no unrecognized tax benefits. The Company files income tax returns in the U.S., California, Arizona, Chile, Argentina and Holland. The Company is no longer subject to significant U.S., state and Chilean income tax examinations for years prior to the statutory periods of three years for federal, four years for state and three years for Chilean tax jurisdictions. The Company recognizes interest expense and penalties related to income tax matters as a component of income tax expense. There was no accrued interest or penalties associated with uncertain tax positions as of October 31, 2022.

16. Retirement Plans

The Limoneira Company Retirement Plan (the "Plan") is a noncontributory, defined benefit, single employer pension plan, which provides retirement benefits for all eligible employees. Benefits paid by the Plan are calculated based on years of service, highest five-year average earnings, primary Social Security benefit and retirement age. Effective June 2004, the Company froze the Plan and no additional benefits accrued to participants subsequent to that date. The Plan is administered by Principal Bank and Mercer Human Resource Consulting. In fiscal year 2021, the Company terminated the Plan effective December 31, 2021. The liabilities disclosed as of October 31, 2022 and 2021, reflect an estimate of the additional cost to pay lump sums to a portion of the active and vested terminated participants and purchase annuities for all remaining participants from an insurance company.

The Plan was funded consistent with the funding requirements of federal law and regulations. There were no funding contributions during fiscal years 2022 or 2021. Plan assets are invested in a group trust consisting primarily of cash.

The investment policy and strategy has been established to provide a total investment return that will, over time, maintain purchasing power parity for the Plan's variable benefits and keep the Plan funding at a reasonable level. The target asset allocation is 100% cash.

The following tables set forth the Plan's net periodic cost, changes in benefit obligation and Plan assets, funded status, amounts recognized in the Company's consolidated balance sheets, additional year-end information and assumptions used in determining the benefit obligations and net periodic benefit cost.

The components of net periodic benefit cost for the Plan for fiscal years 2022 and 2021 were as follows (in thousands):

	2022	2021
Administrative expenses	$ 718	$ 277
Interest cost	520	550
Expected return on plan assets	(511)	(867)
Prior service cost	45	45
Amortization of net loss	398	737
Settlement loss recognized	607	$ —
Net periodic benefit cost	$ 1,777	$ 742

16. Retirement Plans (continued)

Following is a summary of the Plan's funded status as of October 31 (in thousands):

	2022	2021
Change in benefit obligation:		
Benefit obligation at beginning of year	$ 21,417	$ 22,898
Administrative expenses	718	277
Plan settlements	(3,604)	—
Interest cost	520	550
Benefits paid	(1,327)	(1,210)
Expenses paid	(643)	(240)
Actuarial gain	(2,474)	(858)
Benefit obligation at end of year	$ 14,607	$ 21,417
Change in plan assets:		
Fair value of plan assets at beginning of year	$ 20,570	$ 19,352
Actual return on plan assets	(2,661)	2,668
Plan settlements	(3,604)	—
Benefits paid	(1,327)	(1,210)
Expenses paid	(643)	(240)
Fair value of plan assets at end of year	$ 12,335	$ 20,570
Reconciliation of funded status:		
Fair value of plan assets	$ 12,335	$ 20,570
Benefit obligations	14,607	21,417
Net plan obligations	$ (2,272)	$ (847)
Amounts recognized in statements of financial position:		
Noncurrent liabilities	$ (2,272)	$ (847)
Net obligation recognized in statements of financial position	$ (2,272)	$ (847)
Reconciliation of amounts recognized in statements of financial position:		
Prior service cost	$ (54)	$ (99)
Net loss	(2,459)	(2,766)
Accumulated other comprehensive loss	(2,513)	(2,865)
Accumulated contributions in excess of net periodic benefit cost	241	2,018
Net deficit recognized in statements of financial position	$ (2,272)	$ (847)

Presented below are changes in accumulated other comprehensive income, before tax, in the Plan as of October 31, (in thousands):

	2022	2021
Changes recognized in other comprehensive income:		
Net loss (gain) arising during the year	$ 697	$ (2,658)
Amortization of prior service cost	(45)	(45)
Amortization of net loss	(1,005)	(737)
Total recognized in other comprehensive income	$ (353)	$ (3,440)
Total recognized in net periodic benefit and other comprehensive loss (income)	$ 1,424	$ (2,699)

16. Retirement Plans (continued)

The following assumptions, as of October 31, were used in determining benefit obligations and net periodic benefit cost ($ in thousands):

	2022		2021	
Weighted-average assumptions used to determine benefit obligations:				
Discount rate		NA		2.58 %
Assumptions used to determine net periodic benefit cost:				
Discount rate		2.58 %		2.50 %
Expected return on plan assets		2.98 %		5.05 %
Additional year-end information:				
Projected benefit obligation	$	14,607	$	21,417
Accumulated benefit obligation	$	14,607	$	21,417
Fair value of plan assets	$	12,335	$	20,570

Employer contributions of $2,500,000 and benefit payments of $14,607,000 are expected to be paid in fiscal year 2023.

The following table sets forth the Plan's assets as of October 31, 2022, segregated by level using the hierarchy established by FASB ASC 820, Fair Value Measurements and Disclosures (in thousands):

	Level 1		Level 2		Level 3		Total	
Cash and cash equivalents	$	12,302	$	—	$	—	$	12,302
Accrued income		—		33		—		33
	$	12,302	$	33	$	—	$	12,335

The Company has a 401(k) plan in which an employee can participate after one year of employment. Employees may elect to defer up to 100% of their annual earnings subject to Internal Revenue Code limits. The Company makes a matching contribution on these deferrals up to 4% of the employee's annual earnings. Participants vest in any matching contribution at a rate of 20% per year beginning after one year of employment. During fiscal years 2022, 2021 and 2020, the Company contributed to the plan and recognized expenses of $445,000, $546,000 and $1,107,000, respectively.

17. Commitments and Contingencies

Litigation and Legal Proceedings

The Company is from time to time involved in various lawsuits and legal proceedings that arise in the ordinary course of business. At this time, the Company is not aware of any pending or threatened litigation against it that it expects will have a material adverse effect on its business, financial condition, liquidity, or operating results. Legal claims are inherently uncertain, however, and it is possible that the Company's business, financial condition, liquidity and/or operating results could be adversely affected in the future by legal proceedings.

The Company is party to a lawsuit, initiated on March 27, 2018, against Southern California Edison in Superior Court of the State of California, County of Los Angeles whereby the Company is claiming unspecified damages, attorneys' fees and other costs, as a result from the Thomas Fire in fiscal year 2018. While the outcome of this lawsuit is uncertain, the Company believes its claim for damages is valid.

18. Series B and Series B-2 Preferred Stock

Series B Convertible Preferred Stock

In 1997, in connection with the acquisition of Ronald Michaelis Ranches, Inc., the Company issued 30,000 shares of Series B Convertible Preferred Stock at $100.00 par value (the "Series B Stock").

Dividends: The holders of shares of Series B Stock are entitled to receive cumulative cash dividends at an annual rate of 8.75% of par value. Such dividends are payable quarterly on the first day of January, April, July and October in each year.

18. Series B and Series B-2 Preferred Stock (continued)

Series B Convertible Preferred Stock (continued)

Voting Rights: Each holder of Series B Stock is entitled to ten votes on all matters submitted to a vote of the stockholders of the Company.

Redemption: The Company, at the option of the Board of Directors, may redeem the Series B Stock, as a whole or in part, at any time or from time to time on or after August 1, 2017 and before July 31, 2027, at a redemption price equal to the par value thereof, plus accrued and unpaid dividends thereon to the date fixed for redemption. Redemption by the Company of a portion of the Series B Stock totaling 14,790 shares is subject to certain conditions agreed upon between the Company and the holders of this portion of the Series B Stock.

Conversion: The holders of Series B Stock have the right, at their option, to convert such shares into shares of Common Stock of the Company at any time prior to redemption. The conversion price is $8.00 per share of Common Stock. Pursuant to the terms of the Certificate of Designation, Preferences and Rights of the Series B Stock, the conversion price shall be adjusted to reflect any dividends paid in Common Stock of the Company, the subdivision of the Common Stock of the Company into a greater number of shares of Common Stock of the Company or upon the advice of legal counsel.

Put: The holders of Series B Stock may at any time after July 1, 2017 and before June 30, 2027 cause the Company to repurchase such shares at a repurchase price equal to the par value thereof, plus accrued and unpaid dividends thereon to the date fixed for repurchase. The put features of a portion of the Series B Stock totaling 14,790 shares are subject to certain conditions agreed upon between the Company and the holders of this portion of the Series B Stock.

Because the Series B Stock may be redeemed by holders of the shares at their discretion beginning July 1, 2017, the redemption is outside the control of the Company and accordingly, the Series B Stock has been classified as temporary equity.

Series B-2 Convertible Preferred Stock

During March and April of 2014, pursuant to a Series B-2 Stock Purchase Agreement dated March 21, 2014, the Company issued an aggregate of 9,300 shares of Series B-2, 4% voting preferred stock with a par value of $100.00 per share (“Series B-2 Preferred Stock”) to WPI-ACP Holdings, LLC (“WPI”), an entity affiliated with WAM for total proceeds of $9,300,000. The transactions were exempt from the registration requirements of the Securities Act of 1933, as amended. The Series B-2 Preferred Stock has the following rights, preferences, privileges, and restrictions:

Conversion: Each share of Series B-2 Preferred Stock is convertible into common stock at a conversion price equal to the greater of (a) the then-market price of the Company’s common stock based upon the closing price of the Company’s common stock on The NASDAQ Stock Market, LLC or on such other principal market on which the Company’s common stock may be trading or (b) $15.00 per share of common stock. Shares of Series B-2 Preferred Stock may be converted into common stock (i) at any time prior to the redemption thereof, or (ii) in the event the Option Agreement (as defined below) is terminated without all of the shares of Series B-2 Preferred Stock having been redeemed, within 30 calendar days following such termination.

Dividends: The holder of shares of the Series B-2 Preferred Stock is entitled to receive cumulative cash dividends at an annual rate of 4% of the liquidation value of $1,000 per share. Such dividends are payable quarterly on the first day of January, April, July and October in each year.

Liquidation Rights: In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the holder of shares of the Series B-2 Preferred Stock is entitled to be paid out of the assets available for distribution, before any payment is made to the holders of the Company’s common stock or any other series or class of the Company’s shares ranking junior to the Series B-2 Preferred Stock, an amount equal to the liquidation value of $1,000 per share, plus an amount equal to all accrued and unpaid dividends.

Voting Rights: Each share of Series B-2 Preferred Stock is entitled to one vote on all matters submitted to a vote of the Company’s stockholders.

Redemption: The Company may redeem shares of Series B-2 Preferred Stock only (i) from WPI or its designee and (ii) upon, and to the extent of, an election to exercise the option pursuant to the Option Agreement, described below, at a redemption price equal to the liquidation value of $1,000 per share plus accrued and unpaid dividends.

Because the Series B-2 Preferred Stock may be redeemed by WPI at its discretion with the exercise of the Option Agreement, the redemption is outside the control of the Company and accordingly, the Series B-2 Preferred Stock has been classified as temporary equity.

18. Series B and Series B-2 Preferred Stock (continued)

Series B-2 Convertible Preferred Stock (continued)

In connection with the sale of the Series B-2 Preferred Stock, Associated Citrus Packers, Inc. ("Associated") and another affiliate of WAM ("WPI-ACP"), entered into a series of agreements related to the future ownership and disposition of farmland with associated Colorado River water rights and other real estate that is held by Associated in Yuma, Arizona. The agreements allow the parties to explore strategies that will make the highest and best use of those assets, including but not limited to the sale or lease of assets or the expansion of a fallowing and water savings program in which a portion of Associated's property is currently enrolled.

The net proceeds of any monetization event would be shared equally by the parties. The agreements entered into include a Water Development Agreement and an Option Agreement. Pursuant to the Water Development Agreement, Associated granted WPI-ACP exclusive rights to develop water assets attributable to the real estate owned by Associated for the mutual benefit of Associated and WAM. Pursuant to the Option Agreement, Associated granted WPI-ACP an option to purchase an undivided interest of up to one-half of the real estate owned by Associated in Yuma County, Arizona (the "Property") and the water rights associated therewith until January 1, 2026. The purchase price for the Property subject to the Option Agreement will be paid via the redemption by the Company of a proportionate percentage of the Series B-2 Preferred Stock. Unless and until a definitive agreement or definitive agreements with respect to Associated's real estate and water rights is entered into that would cause the cessation of farming operations, Associated expects to continue farming the Property and recognize all results of operations and retain all proceeds from such operations.

19. Stockholders' Equity

Series A Junior Participating Preferred Stock

The Company has 20,000 shares of preferred stock authorized as Series A Junior Participating Preferred Stock at $0.01 par value (the "Series A Stock"). No shares are issued or outstanding.

Stock-based compensation

The Company has a stock-based compensation plan that allows for the grant of common stock of the Company to members of management, key executives and non-employee directors. The fair value of such awards is based on the fair value of the Company's stock on the date of grant and all are classified as equity awards. In fiscal year 2022, the 2010 Stock Plan terminated and was replaced by the 2022 Stock Plan (both plans collectively the "Stock Plans") with 500,000 authorized shares. The Stock Plan has 450,769 remaining shares available to be issued as of October 31, 2022.

Performance Awards

Certain restricted stock grants are made to management each December under the Stock Plans based on the achievement of certain annual financial performance and other criteria achieved during the previous fiscal year ("Performance Awards"). The performance grants are based on a percentage of the employee's base salary divided by the stock price on the grant date once the performance criteria has been met, and generally vest over a two-year period as service is provided. During December 2022, 79,972 shares of common stock with a per share price of $13.19 were granted to management under the Stock Plan for fiscal year 2022 performance, resulting in total compensation expense of approximately $1,055,000, with $365,000 recognized in the fiscal year ended October 31, 2022 and the balance to be recognized over the next two years as the shares vest. During December 2021 and 2020, there were no Performance Awards of restricted stock granted for fiscal year 2021 or 2020 performance because the financial performance and other criteria were not met.

Executive Awards

Certain restricted stock grants are made to key executives under the Stock Plan ("Executive Awards"). These grants generally vest over a three to five-year period as service is provided. During December 2022, subsequent to fiscal year 2022, the Company granted 55,000 shares of common stock with a per share price of $13.19 to key executives under the Stock Plan. The related compensation expense of approximately $725,000 will be recognized equally over the next three years as the shares vest.

In fiscal year 2022, the Company entered into Retention Bonus Agreements with key executives (collectively, the "Retention Bonus Agreements") whereby the executives will be eligible to receive cash and restricted stock grants. During December 2022, subsequent to fiscal year 2022, the Company granted 11,317 shares of common stock with a per share price of $13.19 to key executives related to the Retention Bonus Agreements. The related compensation expense of approximately $149,000 had

19. Stockholders' Equity (continued)

Stock-based compensation (continued)

$122,000 recognized in the fiscal year ended October 31, 2022 and the balance will be recognized over the next year as the shares vest.

Director Awards

The Company issues shares of common stock to non-employee directors under the Stock Plan on an annual basis that generally vest upon grant or over a one-year period ("Director Awards").

Summary of Awards

A summary of the Performance, Executive, and Director awards granted under the Stock Plan during fiscal years 2022, 2021 and 2020, and the weighted average grant price is as follows:

	Year Ended October 31,					
	2022		2021		2020	
	Number of Shares	Weighted-Average Grant Price	Number of Shares	Weighted-Average Grant Price	Number of Shares	Weighted-Average Grant Price
Performance awards	—	$ —	—	$ —	—	$ —
Executive awards	70,000	$ 14.96	95,000	$ 15.26	95,000	$ 18.87
Director awards	49,231	$ 13.55	30,663	$ 16.85	17,841	$ 20.05
Total	119,231	$ 14.38	125,663	$ 15.65	112,841	$ 19.06

The Company recognized $2,732,000, $2,582,000 and $2,044,000 of stock-based compensation in fiscal years 2022, 2021 and 2020, respectively, of which substantially all of the expense has been included in selling, general and administrative expenses for all years presented. Forfeitures are accounted for in the period that the forfeiture occurs. The income tax benefit recognized in the income statement for stock-based compensation arrangements was $604,000, $476,000 and $400,000 for fiscal years 2022, 2021 and 2020, respectively. The total fair value of shares vested during the years ended October 31, 2022, 2021 and 2020 was $1,856,000, $2,951,000 and $2,365,000 respectively. The Company has unrecognized stock-based compensation expense of $1,208,000 as of October 31, 2022, which is expected to be recognized over the next one to two years as the shares vest. All unvested shares are expected to vest.

During fiscal years 2022, 2021 and 2020, respectively, members of management exchanged 105,316, 46,993 and 11,314 shares of common stock with fair values of $1,530,000, $701,000 and $213,000, at the dates of the exchanges, for the payment of payroll taxes associated with the vesting of shares under the Company's stock-based compensation programs.

A summary of the status of the Company's nonvested shares as of October 31, 2022, and changes during the fiscal year ended October 31, 2022, is presented below:

	Number of Shares	Weighted-Average Grant Price
Nonvested at October 31, 2021	113,000	$ 17.38
Granted	119,231	$ 14.38
Vested	(106,334)	$ 17.46
Forfeited	(15,000)	$ 14.96
Nonvested at October 31, 2022	110,897	$ 14.40

Treasury Stock

Share Repurchase Program

In fiscal year 2021, the Company's Board of Directors approved a share repurchase program authorizing it to repurchase up to $10,000,000 of its outstanding shares of common stock through September 2022; no shares were repurchased under this program. In fiscal year 2020, the Company repurchased 250,977 shares for $3,493,000 under a program which expired in March 2021.

19. Stockholders' Equity (continued)

Dividend

On December 20, 2022, the Company declared a $0.075 per share dividend payable on January 13, 2023, in the aggregate amount of $1,326,000 to common stockholders of record as of January 3, 2023.

20. Segment Information

The Company operates in four reportable operating segments: fresh lemons, lemon packing, avocados and other agribusiness. The reportable operating segments of the Company are strategic business units with different products and services, distribution processes and customer bases. The fresh lemons segment includes sales, farming and harvest costs and third-party grower and supplier costs relative to fresh lemons. The lemon packing segment includes packing revenues and shipping and handling revenues relative to lemon packing. The lemon packing segment expenses are comprised of lemon packing costs. The lemon packing segment revenues include intersegment revenues between fresh lemons and lemon packing. The intersegment revenues are included gross in the segment note and a separate line item is shown as an elimination. The avocados segment includes sales, farming and harvest costs. The other agribusiness segment includes sales, farming and harvest costs and brokered fruit costs of oranges, specialty citrus and other crops. Revenues related to rental operations are included in "Corporate and Other."

The Company does not separately allocate depreciation and amortization to its fresh lemons, lemon packing, avocados and other agribusiness segments. No asset information is provided for reportable operating segments, as these specified amounts are not included in the measure of segment profit or loss reviewed by the Company's chief operating decision maker. The Company measures operating performance, including revenues and operating income, of its operating segments and allocates resources based on its evaluation. The Company does not allocate selling, general and administrative expense, total other income (expense) and income taxes, or specifically identify them to its operating segments. The Company earns packing revenue for packing lemons grown on its orchards and lemons procured from third-party growers. Intersegment revenues represent packing revenues related to lemons grown on the Company's orchards.

Segment information for fiscal year 2022 (in thousands):

	Fresh Lemons	Lemon Packing	Eliminations	Avocados	Other Agribusiness	Total Agribusiness	Corporate and Other	Total
Revenues from external customers	$ 120,885	$ 22,176	$ —	$ 17,331	$ 18,889	$ 179,281	$ 5,324	$ 184,605
Intersegment revenue	—	29,817	(29,817)	—	—	—	—	—
Total net revenues	120,885	51,993	(29,817)	17,331	18,889	179,281	5,324	184,605
Costs and expenses	115,119	43,017	(29,817)	5,524	18,204	152,047	20,559	172,606
Depreciation and amortization	—	—	—	—	—	8,604	1,194	9,798
Operating income (loss)	$ 5,766	$ 8,976	$ —	$ 11,807	$ 685	$ 18,630	$ (16,429)	$ 2,201

Segment information for fiscal year 2021 (in thousands):

	Fresh Lemons	Lemon Packing	Eliminations	Avocados	Other Agribusiness	Total Agribusiness	Corporate and Other	Total
Revenues from external customers	$ 125,448	$ 17,514	$ —	$ 6,784	$ 11,635	$ 161,381	$ 4,646	$ 166,027
Intersegment revenue	—	25,637	(25,637)	—	—	—	—	—
Total net revenues	125,448	43,151	(25,637)	6,784	11,635	161,381	4,646	166,027
Costs and expenses	116,117	36,018	(25,637)	4,211	9,157	139,866	22,682	162,548
Depreciation and amortization	—	—	—	—	—	8,626	1,186	9,812
Operating (loss) income	$ 9,331	$ 7,133	$ —	$ 2,573	$ 2,478	$ 12,889	$ (19,222)	$ (6,333)

Segment information for fiscal year 2020 (in thousands):

	Fresh Lemons	Lemon Packing	Eliminations	Avocados	Other Agribusiness	Total Agribusiness	Corporate and Other	Total
Revenues from external customers	$ 124,150	$ 13,413	$ —	$ 8,806	$ 13,568	$ 159,937	$ 4,622	$ 164,559
Intersegment revenue	—	36,820	(36,820)	—	—	—	—	—
Total net revenues	124,150	50,233	(36,820)	8,806	13,568	159,937	4,622	164,559
Costs and expenses	125,305	42,563	(36,820)	5,168	12,122	148,338	25,132	173,470
Depreciation and amortization	—	—	—	—	—	8,943	1,154	10,097
Operating (loss) income	$ (1,155)	$ 7,670	$ —	$ 3,638	$ 1,446	$ 2,656	$ (21,664)	$ (19,008)

20. Segment Information (continued)

The following is a detail of other agribusiness revenues for fiscal years 2022, 2021 and 2020 (in thousands):

	Year Ended October 31,		
	2022	2021	2020
Oranges	$ 9,911	$ 4,382	$ 7,722
Specialty citrus and other crops	8,978	7,253	5,846
Other agribusiness revenues	$ 18,889	$ 11,635	$ 13,568

21. Subsequent Events

The Company evaluated events subsequent to October 31, 2022 through the date of this filing, to assess the need for potential recognition or disclosure in this Annual Report. Based upon this evaluation, except as described in the notes to consolidated financial statements, it was determined that no other subsequent events occurred that require recognition or disclosure in the consolidated financial statements.

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

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures. As of October 31, 2022, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) promulgated under the Exchange Act. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Annual Report.

Internal Control over Financial Reporting. Refer to "Management's Report on Internal Control over Financial Reporting" and "Report of Independent Registered Public Accounting Firm" below.

Management's Report on Internal Control over Financial Reporting

Management of Limoneira Company (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in the Exchange Act Rule 13a-15(f). Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

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

The Company's management, including the principal executive officer and principal financial officer, conducted an evaluation of the effectiveness of Limoneira Company's internal control over financial reporting, based on the framework in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that internal control over financial reporting was effective as of October 31, 2022. Deloitte & Touche LLP, an independent registered public accounting firm, has audited the effectiveness of the Company's internal control over financial reporting and has issued a report on internal control over financial reporting, which is included herein.

Harold S. Edwards
President and Chief Executive Officer

Mark Palamountain
Chief Financial Officer and Treasurer

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Limoneira Company

Opinion on Internal Control over Financial Reporting

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

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended October 31, 2022, of the Company and our report dated December 22, 2022, expressed an unqualified opinion on those financial statements based on our audit and the report of the other auditors.

Basis for Opinion

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

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

Definition and Limitations of Internal Control over Financial Reporting

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

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

/s/ Deloitte & Touche LLP

Los Angeles, California
December 22, 2022

Changes in Internal Control over Financial Reporting. There have been no significant changes in our internal control over financial reporting during the quarter ended October 31, 2022 or, to our knowledge, in other factors that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls. Control systems, no matter how well conceived and operated, are designed to provide a reasonable, but not an absolute, level of assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Item 9B. Other Information

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Certain information required by Part III is omitted from this Annual Report because we will file a definitive Proxy Statement for the Annual Meeting of Stockholders pursuant to Regulation 14A of the Exchange Act (the “Proxy Statement”), not later than 120 days after the end of the fiscal year covered by this Annual Report, and the applicable information included in the Proxy Statement is incorporated herein by reference.

Item 10. Directors, Executive Officers, and Corporate Governance

The information required by this Item is incorporated herein by reference to the Proxy Statement.

Item 11. Executive Compensation

The information required by this Item is incorporated herein by reference to the Proxy Statement.

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

The information required by this Item is incorporated herein by reference to the Proxy Statement.

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

The information required by this Item is incorporated herein by reference to the Proxy Statement.

Item 14. Principal Accounting Fees and Services

The information required by this Item is incorporated herein by reference to the Proxy Statement.

Part IV

Item 15. Exhibits and Financial Statement Schedules

(a)(1) **Financial Statements**

Report of Independent Registered Public Accounting Firm (Public Company Accounting Oversight Board identification number 34)
Consolidated Financial Statements of Limoneira Company
Consolidated Balance Sheets at October 31, 2022 and 2021
Consolidated Statements of Operations for the years ended October 31, 2022, 2021 and 2020
Consolidated Statements of Comprehensive Loss for the years ended October 31, 2022, 2021 and 2020
Consolidated Statements of Stockholders' Equity and Temporary Equity for the years ended October 31, 2022, 2021 and 2020
Consolidated Statements of Cash Flows for the years ended October 31, 2022, 2021 and 2020
Notes to Consolidated Financial Statements
Management's Report on Internal Control over Financial Reporting
Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting

(a)(2) **Financial Statement Schedules**

Per Item 15(a)(2), list the following documents filed as part of the report: those financial statements required to be filed by Item 8 of this Form 10-K, and by paragraph (b) below.

(b) **Exhibits**

See "Exhibit Index" set forth on page 89.

(c) **Financial Statement Schedules**

Per Item 15(c), registrants shall file, as financial statement schedules to this Form 10-K, the financial statements required by Regulation S-X (17 CFR 210) which are excluded from the annual report to stockholders by Rule 14a-3(b) including: (1) separate financial statements of subsidiaries not consolidated and fifty percent or less owned persons; (2) separate financial statements of affiliates whose securities are pledged as collateral; and (3) schedules.

Item 16. Form 10-K Summary

None

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on December 22, 2022.

LIMONEIRA COMPANY

By: /s/ Harold S. Edwards
Harold S. Edwards
Director, President and
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below on December 22, 2022, by the following persons on behalf of the registrant and in the capacities indicated:

Signature	Title
/s/ Scott S. Slater Scott S. Slater	Chairman of the Board of Directors
/s/ Harold S. Edwards Harold S. Edwards	Director, President and Chief Executive Officer (Principal Executive Officer)
/s/ Mark Palamountain Mark Palamountain	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)
/s/ Gordon E. Kimball Gordon E. Kimball	Director
/s/ Edgar Terry Edgar Terry	Director
/s/ Elizabeth Blanchard Chess Elizabeth Blanchard Chess	Director
/s/ Elizabeth Mora Elizabeth Mora	Director
/s/ John W.H. Merriman John W.H. Merriman	Director
/s/ Barbara Carbone Barbara Carbone	Director

EXHIBIT INDEX

Exhibit No.	Description
2.1	Certificate of Merger of Limoneira Company and The Samuel Edwards Associates into Limoneira Company, dated October 31, 1990 (Incorporated by reference to exhibit 3.2 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))
2.2	Certificate of Merger of McKevett Corporation into Limoneira Company dated December 31, 1994 (Incorporated by reference to exhibit 3.3 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))
2.3	Agreement of Merger Between Ronald Michaelis Ranches, Inc. and Limoneira Company, dated June 24, 1997 (Incorporated by reference to exhibit 3.6 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))
3.1	Restated Certificate of Incorporation of Limoneira Company, dated July 5, 1990 (Incorporated by reference to exhibit 3.1 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))
3.2	Certificate of Amendment of Certificate of Incorporation of Limoneira Company, dated April 22, 2003 (Incorporated by reference to exhibit 3.7 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))
3.3	Certificate of Amendment of Certificate of Incorporation of Limoneira Company, dated March 24, 2010 (Incorporated by reference to exhibit 3.9 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))
3.4	Certificate of Amendment of Certificate of Incorporation of Limoneira Company, dated March 29, 2017 (Incorporated by reference to exhibit 3.1 to the Company's Current Report on Form 8-K, filed March 31, 2017 (File No. 001-34755))
3.5	Amended and Restated Bylaws of Limoneira Company (Incorporated by reference to exhibit 3.1 to the Company's Current Report on Form 8-K, filed October 27, 2021 (File No. 001-34755))
4.1	Specimen Certificate representing shares of Common Stock, par value $0.01 per share (Incorporated by reference to exhibit 4.1 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))
4.2	Rights Agreement dated December 20, 2006 between Limoneira Company and The Bank of New York, as Rights Agent (Incorporated by reference to exhibit 4.2 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))
4.3	Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock, $.01 Par Value, of Limoneira Company, dated November 21, 2006 (Incorporated by reference to exhibit 3.8 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))
4.4	Certificate of Designation, Preferences and Rights of $8.75 Voting Preferred Stock, $100.00 Par Value, Series B of Limoneira Company, dated May 21, 1997 (Incorporated by reference to exhibit 3.4 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))
4.5	Amended Certificate of Designation, Preferences and Rights of $8.75 Voting Preferred Stock, $100.00 Par Value, Series B of Limoneira Company, dated May 21, 1997 (Incorporated by reference to exhibit 3.5 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))

Exhibit No.	Description
4.6	Certificate of Designation, Preferences and Rights of 4% Voting Preferred Stock, $100.00 Par Value, Series B-2 of Limoneira Company, dated March 20, 2014 (Incorporated by reference to exhibit 3.1 to the Company's Current Report on Form 8-K, filed March 24, 2014 (File No. 001-34755))
4.7*	Description of Securities
10.1	Real Estate Advisory Management Consultant Agreement dated April 1, 2004, by and between Limoneira Company and Parkstone Companies (Incorporated by reference to exhibit 10.1 of the Company's Current Report on Form 8-K, filed August 25, 2010 (File No. 001-34755))
10.2	Amendment No. 1 to Real Estate Advisory Management Consultant Agreement dated August 24, 2010, by and between Limoneira Company and Parkstone Companies (Incorporated by reference to exhibit 10.2 of the Company's Current Report on Form 8-K, filed August 25, 2010 (File No. 001-34755))
10.3	Lease Agreement dated February 15, 2005, between Limoneira Company and Calavo Growers, Inc. (Incorporated by reference to exhibit 10.6 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))
10.4	Revolving Equity Line of Credit Promissory Note and Loan Agreement, dated October 28, 1997, between Limoneira Company and Farm Credit West, FLCA (as successor by merger to Central Coast Federal Land Bank Association) (Incorporated by reference to exhibit 10.9 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))
10.5	Promissory Note and Loan Agreement, dated April 23, 2007, between Farm Credit West, FLCA and Limoneira Company (Incorporated by reference to exhibit 10.10 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))
10.6	Promissory Note and Loan Agreement, dated September 23, 2005, among Farm Credit West, FLCA and Windfall Investors, LLC (Incorporated by reference to exhibit 10.12 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))
10.7	Master Loan Agreement, dated May 1, 2012, between Limoneira Company and Farm Credit West, PCA (Incorporated by reference to exhibit 10.2 to the Company's Current Report on Form 8-K, filed May 2, 2012 (File No. 001-34755))
10.8	Promissory Note and Supplement to Master Loan Agreement, dated May 1, 2012, between Limoneira Company and Farm Credit West, PCA (Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed, May 2, 2012 (File No. 001-34755))
10.9	Pre-Annexation and Development Agreement, dated March 3, 2008, by and between the City of Santa Paula and Limoneira Company (Incorporated by reference to exhibit 10.20 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))
10.10	Judgment, dated March 7, 1996, United Water Conservation Dist. v. City of San Buenaventura, et al., Case No. 115611, Superior Court of the State of California, Ventura County (Incorporated by reference to exhibit 10.24 to the Company's Registration Statement on Form 10, and amendments thereto, declared effective April 13, 2010 (File No. 000-53885))
10.11	Option Agreement, dated February 27, 2013, by and among the Company, Jason B. Rushing as Trustee of the Jason B. Rushing Trust, Jennifer R. Rushing as trustee for the Jennifer R. Rushing Revocable trust, Zella A. Rushing as trustee of the 1988 Zella Rushing Trust (Incorporated by reference to exhibit 10.1 of the Company's Quarterly Report on Form 10-Q, filed June 10, 2013 (File No. 001-34755))

Exhibit No.	Description
10.12	Purchase and Sale Agreement and Escrow Instructions, dated April 8, 2013, by and among HM East Ridge LLC, Limoneira Company and IPDC construction, Inc., (Incorporated by reference to exhibit 10.1 to the Current Report on Form 8-K, filed April 12, 2013 (File No. 001-34755))
10.13	Lease Agreement, dated July 1, 2013, by and between the Company and Cadiz, Inc. (Incorporated by reference to exhibit 10.1 to the Current Report on Form 8-K, filed July 2, 2013 (File No. 001-34755))
10.14	Cadiz-Limoneira Amended and Restated Lease, dated February 3, 2015, by and between Cadiz Real Estate LLC and Limoneira Company (Incorporated by reference to exhibit 10.1 of the Company's Quarterly Report on Form 10-Q, filed March 9, 2015 (File No. 001-34755)).
10.15	Agreement and Plan of Merger, dated September 6, 2013, by and among Limoneira Company, ACP Merger Sub, Inc., Associated Citrus Packers, Inc., and Mark Spencer, as the Shareholder Representative defined therein (Incorporated by reference to exhibit 10.1 to the Current Report on form 8-K, filed September 12, 2013 (File No. 001-34755))
10.16	Purchase and Sale Agreement and Joint Escrow Instructions, dated September 27, 2013, by and between Sun World International, LLC and Limoneira Company (Incorporated by reference to exhibit 10.1 to the Current Report on Form 8-K, filed October 15, 2013 (File No. 001-34755))
10.17	Construction Contract and Agreement, dated October 1, 2013, by and between Limoneira Company and NEXGEN Builders, Inc. (Incorporated by reference to exhibit 10.1 to the Current Report on Form 8-K, filed December 4, 2013 (File No. 001-34755))
10.18	General Conditions of the Contract and Agreement, dated October 1, 2013, by and between Limoneira company and NEXGEN Builders, Inc. (Incorporated by reference to exhibit 10.2 to the Current Report on Form 8-K, filed December 4, 2013 (File No. 001-34755))
10.19	Purchase and Sale Agreement and Escrow Instructions, dated November 29, 2013, by and between Templeton Santa Barbara, LLC and MI Land, LLC related to the sale of the Sevilla Property (Incorporated by reference to exhibit 10.3 to the Current Report on Form 8-K, filed December 4, 2013 (File No. 001-34755))
10.20	Series B-2 Preferred Stock Purchase Agreement, dated March 21, 2014, by and between Limoneira Company and WPI-ACP Holdings, LLC (Incorporated by reference to exhibit 10.1 to the Current Report on Form 8-K, filed March 24, 2014 (File No. 001-34755))
10.21	Contribution Agreement, dated September 4, 2015, by and among Limoneira Company and Lewis Santa Paula Member, LLC (Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed September 10, 2015 (File No. 001-34755))
10.22	First Amended and Restated Limited Liability Company Agreement of Limoneira Lewis Community Builders, LLC, dated November 10, 2015, by and among Limoneira EA1 Land LLC and Lewis Santa Paula Member, LLC (Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed November 16, 2015 (File No. 001-34755))
10.23	Interim Funding Agreement, dated December 1, 2015, between Limoneira and Wells Fargo Equipment Finance, Inc. (Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed December 22, 2015 (File No. 001-34755))
10.24	Master Loan and Security Agreement, dated December 1, 2015, between Limoneira Company and Wells Fargo Equipment Finance, Inc. (Incorporated by reference to exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed March 10, 2016 (File No. 001- 34755))

Exhibit No.	Description
10.25	Loan Schedule to Master Loan and Security Agreement, dated January 20, 2016, between Limoneira Company and Wells Fargo Equipment Finance, Inc. (Incorporated by reference to exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed March 10, 2016 (File No. 001-34755))
10.26	Promissory Note and Loan Agreement, dated February 11, 2016, between Limoneira Company and Farm Credit West, FLCA (Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed February 18, 2016 (File No. 001-34755))
10.27	Retained Property Development Agreement, dated November 10, 2015, by and among Limoneira Company and Limoneira Lewis Community Builders, LLC (Incorporated by reference to exhibit 10.3 to the Company's Current Report on Form 8-K, filed November 16, 2015 (File No. 001-34755)
10.28	Master Loan Agreement, dated June 19, 2017, between Limoneira Company and Farm Credit West, FLCA (Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed June 21, 2017 (File No. 001-34755))
10.29†	Revolving Credit Facility Promissory Note and Supplement to Master Loan Agreement, dated June 19, 2017, between Limoneira Company and Farm Credit West FLCA (Incorporated by reference to exhibit 10.2 to the Company's Current Report on Form 8-K, filed June 21, 2017 (File No. 001-34755))
10.30	Non-revolving Credit Facility Promissory Note and Supplement to Master Loan Agreement, dated June 19, 2017, between Limoneira Company and Farm Credit West FLCA (Incorporated by reference to exhibit 10.3 to the Company's Current Report on Form 8-K, filed June 21, 2017 (File No. 001-24755))
10.31	Revolving Credit Facility Supplement, dated January 29, 2018, between Limoneira Company and Farm Credit West, PCA (Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed February 1, 2018 (File No. 001-34755))
10.32	Line of Credit Loan Agreement, dated February 22, 2018, by and between Limoneira Lewis Community Builders, LLC and Bank of America, N.A. (Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed March 2, 2018 (File No. 001-34755))
10.33	Unsecured Line of Credit Promissory Note, dated February 22, 2018, by and between Limoneira Lewis Community Builders, LLC and Bank of America, N.A. (Incorporated by reference to exhibit 10.2 to the Company's Current Report on Form 8-K, filed March 2, 2018 (File No. 001-34755))
10.34	Guaranty Agreement, dated February 22, 2018, by and among Richard A. Lewis, individually and as Trustee of the Richard A. Lewis Revocable Trust u/d/t dated August 16, 2004 , Robert E. Lewis, individually and as Trustee of the Robert E. Lewis Revocable Trust u/d/t dated August 17, 2004, Roger G. Lewis, individually and as Trustee of the Roger G. Lewis Revocable Trust u/d/t dated August 20, 2004, Randall W. Lewis, individually and as Trustee of the Randall W. Lewis Revocable Trust u/d/t dated September 1, 2006, and Limoneira Company (Incorporated by reference to exhibit 10.3 to the Company's Current Report on Form 8-K, filed March 2, 2018 (File No. 001-34755))
10.35†	Form of Restricted Share Award Agreement under the Limoneira Company 2010 Amended and Restated Omnibus Incentive Plan (Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed April 11, 2018 (File No. 001-34755))
10.36	Master Loan Agreement, dated June 1, 2021, between Limoneira Company and Farm Credit West, PCA (Incorporated by reference to exhibit 10.1 of the Company's Current Report on Form 8-K, filed June 17, 2021 (File No. 001-34755))
10.37	Promissory Note and Revolving Credit Facility Supplement to Master Loan Agreement, dated June 1, 2021, between Limoneira Company and Farm Credit West, PCA (Incorporated by reference to exhibit 10.2 of the Company's Current Report on Form 8-K, filed June 17, 2021 (File No. 001-34755))

Exhibit No.	Description
10.38	Promissory Note and Non-Revolving Credit Facility Supplement to Master Loan Agreement, dated June 1, 2021, between Limoneira Company and Farm Credit West, PCA (Incorporated by reference to exhibit 10.3 of the Company's Current Report on Form 8-K, filed June 17, 2021 (File No. 001-34755))
10.39	Agreement to Convert to Fixed Interest Rate, dated June 8, 2021, between Limoneira Company and Farm Credit West, PCA (Incorporated by reference to exhibit 10.4 of the Company's Current Report on Form 8-K, filed June 17, 2021 (File No. 001-34755))
10.40	Separation Agreement, dated January 10, 2022, by and between Limoneira Company and Alex M. Teague (Incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, filed January 14, 2022 (File No. 001-34755))
10.41	Consulting Agreement, dated January 12, 2022, by and between Limoneira Company and AMT Ag Consulting, LLC (Incorporated by reference to exhibit 10.2 to the Company's Current Report on Form 8-K, filed January 14, 2022 (File No. 001-34755))
10.42†	Limoneira Company 2022 Omnibus Incentive Plan, as approved by the Stockholders on March 22, 2022 (Incorporated by reference to exhibit 10.2 of the Company's Current Report on Form 8-K, filed August 1, 2022 (File No. 001-34755))
10.43†	Form of Time-Based Restricted Share Award Agreement for Non-Employee Directors, Pursuant to the Limoneira Company 2022 Omnibus Incentive Plan (Incorporated by reference to exhibit 10.3 of the Company's Current Report on Form 8-K, filed August 1, 2022 (File No. 001-34755))
10.44†	Form of Performance-Based Restricted Share Award Agreement, Pursuant to the Limoneira Company 2022 Omnibus Incentive Plan (Incorporated by reference to exhibit 10.4 of the Company's Current Report on Form 8-K, filed August 1, 2022 (File No. 001-34755))
10.45†	Form of Time-Based Restricted Share Award Agreement for Employees, Pursuant to the Limoneira Company 2022 Omnibus Incentive Plan (Incorporated by reference to exhibit 10.5 of the Company's Current Report on Form 8-K, filed August 1, 2022 (File No. 001-34755))
10.46	Purchase and Sale Agreement, dated as of September 7, 2022, by and between Limoneira Company and Limoneira Lewis Community Builders, LLC (Incorporated by reference to exhibit 10.1 of the Company's Current Report on Form 8-K, filed September 8, 2022 (File No. 001-34755))
10.47	Purchase and Sale Agreement and Joint Escrow Instructions, dated as of September 12, 2022, by and between Limoneira Company and Ventura County Railway Company, LLC (Incorporated by reference to exhibit 10.1 of the Company's Current Report on Form 8-K, filed September 15, 2022 (File No. 001-34755))
10.48†	Retention Bonus Agreement, dated October 26, 2022, between Limoneira Company and Harold Edwards (Incorporated by reference to exhibit 10.1 of the Company's Current Report on Form 8-K, filed October 27, 2022 (File No. 001-34755))
10.49†	Retention Bonus Agreement, dated October 26, 2022, between Limoneira Company and Mark Palamountain (Incorporated by reference to exhibit 10.2 of the Company's Current Report on Form 8-K, filed October 27, 2022 (File No. 001-34755))
10.50	Standard Industrial/Commercial Single Tenant Lease, dated October 26, 2022 (Incorporated by reference to exhibit 10.1 of the Company's Current Report on Form 8-K, filed October 31, 2022 (File No. 001-34755))
10.51	First Amendment to the First Amended and Restated Limited Liability Company Agreement of Limoneira Lewis Community Builders, LLC, dated October 25, 2022 (Incorporated by reference to exhibit 10.1 of the Company's Current Report on Form 8-K/A, filed October 31, 2022 (File No. 001-34755))

Exhibit No.	Description
10.52	Limited Liability Company Agreement of LLCB II, LLC, dated October 25, 2022 (Incorporated by reference to exhibit 10.2 of the Company's Current Report on Form 8-K, filed on October 26, 2022 (File No. 001-34755))
10.53	Closing Agreement, dated October 25, 2022, between the Company, Limoneira Lewis Community Builders, LLC and Limoneira Lewis Community Builders II, LLC (Incorporated by reference to exhibit 10.4 of the Company's Current Report on Form 8-K/A, filed on October 31, 2022 (File No. 001-34755))
21.1*	Subsidiaries of Limoneira Company
23.1*	Consent of Independent Registered Public Accounting Firm - Deloitte & Touche LLP
23.2*	Consent of Independent Registered Public Accounting Firm - Ernst & Young LLP
31.1*	Certification of the Principal Executive Officer pursuant to Exchange Act Rule 13a-14(a) and 15d-14(a)
31.2*	Certification of the Principal Financial and Accounting Officer pursuant to Exchange Act Rule 13a-14(a) and 15d-14(a)
32.1*	Certification of the Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of the Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.1*	Limoneira Lewis Community Builders, LLC - Financial Statements as of October 31, 2022 and 2021
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

* Filed or furnished herewith. In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release Nos. 33-8238 and 34-47986, Final Rule: Management's Report on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Annual Report on Form 10-K and will not be deemed "filed" for purposes of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

† Denotes management contracts and compensatory plans or arrangements.

Exhibit 4.7

Description of Securities

The following is a summary of the material terms of the registered securities of Limoneira Company. This description is based, in part, on our Amended and Restated Certificate of Incorporation and our Amended and Restated Bylaws, both of which are exhibits to our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q.

Common Stock

We have 39,000,000 authorized shares of common stock, par value $0.01 per share. Holders of our common stock are entitled to one vote for each share held of record on each matter submitted to a vote of stockholders. Subject to the prior rights of any class or series of preferred stock which may from time to time be outstanding, if any, holders of our common stock are entitled to receive ratably, dividends when, as and if declared by our board of directors out of funds legally available for that purpose and, upon our liquidation, dissolution or winding up, are entitled to share ratably in all assets remaining after payment of liabilities and payment of accrued dividends and liquidation preferences on any preferred stock. Holders of our common stock have no preemptive rights and have no rights to convert their common stock into any other securities. Our outstanding common stock is duly authorized and validly issued, fully paid and nonassessable. In the event we were to elect to sell additional shares of common stock, holders of our common stock would have no right to purchase additional shares. As a result, the common stockholders' percentage equity interest would be diluted.

Preferred Stock

We have 100,000 authorized shares of preferred stock, consisting of (i) 50,000 shares of Class A Preferred Stock, par value $0.01 per share, of which 20,000 shares have been designated as Series A Junior Participating Preferred Stock, and (ii) 50,000 shares of Class B Preferred Stock, par value $100 per share, of which 30,000 shares have been designated as Series B Convertible Preferred Stock (the "Series B Convertible Preferred Stock") and 10,000 shares have been designated as Series B-2 4% Voting Preferred Stock (the "Series B-2 Preferred Stock"). We may issue preferred stock in one or more series and having the rights, privileges and limitations, including voting rights, conversion rights, liquidation preferences, dividend rights and preferences and redemption rights, as may, from time to time, be determined by our board of directors. Preferred stock may be issued in the future in connection with acquisitions, financing or other matters, as our board of directors deems appropriate. In the event that we determine to issue any shares of preferred stock, a certificate of designation containing the rights, privileges and limitations of the series of preferred stock will be filed with the Delaware Secretary of State. The effect of this preferred stock designation power is that our board of directors alone, subject to federal securities laws, applicable blue sky laws and Delaware law, may be able to authorize the issuance of preferred stock that could have the effect of delaying, deferring or preventing a change in control without further action by our stockholders, and may adversely affect the voting and other rights of the holders of our common stock. The issuance of preferred stock with voting and conversion rights may also adversely affect the voting power of the holders of our common stock, including the loss of voting controls to others.

Series A Junior Participating Preferred Stock

On October 31, 2006, our board of directors designated 20,000 shares of Class A Preferred Stock as Series A Junior Participating Preferred Stock, par value $0.01 per share. Our Series A Junior Preferred Stock has the following rights, preferences, privileges and restrictions:

Conversion. Shares of Series A Junior Participating Preferred Stock are not convertible.

Dividends. The holders of shares of our Series A Junior Participating Preferred Stock are entitled to receive cash dividends equal to the greater of (a) $1.00 or (b) 100 times the aggregate per share amount of all cash dividends and 100 times the aggregate per share amount of all non-cash dividends, other than a dividend payable in, and declared on, our common stock. Such dividends are payable quarterly on or before the fifteenth day of January, April, July and October in each year commencing on the first quarterly dividend payment date after the first issuance of a share or fraction of a share of Series A Junior Participating Preferred Stock.

Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of shares of our Series A Junior Participating Preferred Stock are entitled to be paid out of the assets available for distribution, before any payment is made to the holders of our common stock or any other series or class of our shares ranking junior to the Series A Junior Participating Preferred Stock, an amount equal to $100.00 per share, plus an amount equal to all accrued and unpaid dividends. Following the payment in full of such liquidation preference, no additional distributions may be made to the holders of shares of our Series A Junior Participating Preferred Stock unless the holders of our common stock have received an amount per share equal to a specified quotient, and, upon payment in full to the holders of our common stock of an amount equal to such quotient, holders of shares of our Series A Junior Participating Preferred Stock and our common stock are entitled to receive their ratable and proportionate share of the remaining assets to be distributed in a specified ratio.

Voting Rights. Each share of Series A Junior Participating Preferred Stock is entitled to 1,000 votes on all matters submitted to a vote of our stockholders.

Redemption. Shares of Series A Junior Participating Preferred Stock are not redeemable.

Series B Convertible Preferred Stock

On May 21, 1997, our board of directors designated 30,000 shares of Class B Preferred Stock as Series B Convertible Preferred Stock, par value $100.00 per share. Our Series B Convertible Preferred Stock has the following rights, preferences, privileges and restrictions:

Conversion. The holders of shares of our Series B Convertible Preferred Stock have the right, at their option, to convert such shares into shares of common stock of the Company at any time prior to redemption. The conversion price is $8.00 per share of common stock. Pursuant to the terms of the Certificate of Designation, Preferences and Rights of the Series B Convertible Preferred Stock, the conversion price shall be adjusted to reflect any dividends paid in common stock of the Company, the subdivision of the common stock of the Company into a greater number of shares of common stock of the Company or to prevent unfair dilution or increase of the converted common stock upon the advice of legal counsel.

Dividends. The holders of shares of our Series B Convertible Preferred Stock are entitled to receive cumulative cash dividends at an annual rate of 8.75% of par value. Such dividends are payable quarterly on the first day of January, April, July and October in each year commencing July 1, 1997.

Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of shares of our Series B Convertible Preferred Stock are entitled to be paid out of the assets available for distribution, before any payment is made to the holders of our common stock or any other series or class of our shares ranking junior to the Series B Convertible Preferred Stock, an amount equal to $100.00 per share, plus an amount equal to all accrued and unpaid dividends.

Voting Rights. Each holder of shares of our Series B Convertible Preferred Stock is entitled to ten votes on all matters submitted to a vote of the stockholders of the Company.

Redemption. The Company, at the option of the board of directors, may redeem the Series B Convertible Preferred Stock, as a whole or in part, at any time or from time to time on or after August 1, 2017 and before July 31, 2027, at a redemption price equal to $100.00 per share, plus accrued and unpaid dividends thereon to the date fixed for redemption.

Put Rights. At any time upon written notice to the Company given on or after July 1, 2017 and before June 30, 2027, any holders of record of our Series B Convertible Preferred Stock may cause the Company to repurchase all of the outstanding shares of the Series B Convertible Preferred Stock held by that stockholder at a repurchase price equal to its par value plus accrued and unpaid dividends thereon, to the date fixed for repurchase. The repurchase date, which will be fixed by the Company, will not be more than 90 days following the date of the written notice from the Series B Convertible Stockholder. The Company will provide notice regarding any such repurchase.

Series B-2 Preferred Stock

On March 19, 2014, our board of directors designated 10,000 shares of Class B Preferred Stock as Series B-2 Preferred Stock. Our Series B-2 Preferred Stock has the following rights, preferences, privileges and restrictions:

Conversion. Each share of the Series B-2 Preferred Stock is convertible into common stock at a conversion price equal to the greater of (a) the then-market price of the Company's common stock based upon the closing price of the Company's common stock on the NASDAQ Stock Market LLC or on such other principal market on which the Company's common stock may then be trading and (b) $15.00 per share of common stock. Shares of the Series B-2 Preferred Stock may be converted into common stock (i) at any time prior to the redemption thereof, or (ii) in the event the option agreement between Associated Citrus Packers, Inc., an Arizona corporation and our wholly-owned subsidiary, and WPI-ACP Farm AZ, LLC, a Delaware limited liability company, dated March 21, 2014 (the "Option Agreement") is terminated without all of the shares of Series B-2 Preferred Stock having been redeemed, within 30 calendar days following such termination.

Dividends. The holder of shares of the Series B-2 Preferred Stock is entitled to receive cumulative cash dividends at an annual rate of 4% of the liquidation value of $1,000 per share. Such dividends are payable quarterly on the first day of January, April, July and October in each year commencing July 1, 2014.

Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of shares of our Series B-2 Preferred Stock are entitled to be paid out of the assets available for distribution, before any payment is made to the holders of the Company's common stock or any other series or class of the Company's shares ranking junior to the Series B-2 Preferred Stock, an amount equal to the liquidation value of $1,000 per share, plus an amount equal to all accrued and unpaid dividends.

Voting Rights. Each share of Series B-2 Preferred Stock is entitled to one vote on all matters submitted to a vote of the Company's stockholders.

Redemption. The Company may redeem shares of Series B-2 Preferred Stock only (i) from WPI-ACP Holdings, LLC or its designee ("WPI") and (ii) upon, and to the extent of, WPI's election to exercise its option pursuant to the Option Agreement, at a redemption price equal to the liquidation value of $1,000 per share, plus accrued and unpaid dividends.

Transfer Restriction. The shares of the Series B-2 Preferred Stock may not be transferred without the consent of the Company, which shall not be unreasonably withheld.

Anti-Takeover Effects

Effects of Authorized but Unissued Stock

We have shares of common stock and preferred stock available for future issuance without stockholder approval, subject to any limitations imposed by the listing standards of the NASDAQ Global Select Market. We may utilize these additional shares for a variety of corporate purposes, including for future public offerings to raise additional capital or facilitate corporate acquisitions or for payment as a dividend on our capital stock. The existence of unissued and unreserved common stock and preferred stock may enable our board of directors to issue shares to persons friendly to current management or to issue preferred stock with terms that could have the effect of making it more difficult for a third party to acquire or could discourage a third party from seeking to acquire, a controlling interest in our Company by means of a merger, tender offer, proxy contest or otherwise. In addition, if we issue preferred stock, the issuance could adversely affect the voting power of holders of common stock and the likelihood that such holders will receive dividend payments and payments upon liquidation.

Exhibit 21.1

List of Subsidiaries of Limoneira Company	State of Incorporation/Organization
Associated Citrus Packers, Inc.	Arizona
Limoneira EA1 Land LLC	Delaware
Limoneira EA1 Management LLC	Delaware
Limoneira EA2 LLC	Delaware
Limoneira Energy Company LLC	California
Limoneira International Division, LLC	California
Limoneira Lewis Community Builders, LLC	Delaware
Limoneira Lewis Community Builders II, LLC	Delaware
Limoneira Mercantile, L.L.C.	California
Windfall Investors, LLC	California
Templeton Santa Barbara, LLC	Nevada
6037 East Donna Circle Drive LLC	Arizona
6146 East Cactus Wren Road LLC	Arizona
Limoneira Chile SpA	Chile
Limoneira SA	Republic of South Africa
Fruticola Pan de Azucar S.A.	Chile
Agricola San Pablo SpA	Chile
Limoneira Argentina S.A.U.	Argentina
Trapani Fresh Consorcio de Cooperacion	Argentina
Limoneira Holland B.V.	Holland

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in Registration Statement No. 333-239061 on Form S-3 and Registration Statement Nos. 333-171934 and 333-263794 on Form S-8 of our reports dated December 22, 2022, relating to the financial statements of Limoneira Company and subsidiaries and the effectiveness of Limoneira Company and subsidiaries' internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended October 31, 2022.

/s/ Deloitte & Touche LLP

Los Angeles, California
December 22, 2022

Exhibit 23.2

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-8 No. 333-171934) pertaining to the Limoneira Company 2010 Omnibus Incentive Plan,
(2) Registration Statement (Form S-3 No. 333-239061) of Limoneira Company, and
(3) Registration Statement (Form S-8 No. 333-263794) pertaining to the Limoneira Company 2022 Omnibus Incentive Plan;

of our report dated December 16, 2022, with respect to the financial statements of Limoneira Lewis Community Builders, LLC included in this Annual Report (Form 10-K) of Limoneira Company for the year ended October 31, 2022.

/s/ Ernst & Young LLP

Irvine, California
December 22, 2022

Exhibit 31.1

Certification of the Principal Executive Officer
Pursuant to Exchange Act Rule 13a-14(a) and 15d-14(a)

I, Harold S. Edwards, certify that:

1. I have reviewed this annual report on Form 10-K of Limoneira Company (the “Registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant’s other certifying officer(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.

Dated December 22, 2022.

By: /s/ Harold S. Edwards

Harold S. Edwards
Director, President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

Certification of the Principal Financial Officer
Pursuant to Exchange Act Rule 13a-14(a) and 15d-14(a)

I, Mark Palamountain, certify that:

1. I have reviewed this annual report on Form 10-K of Limoneira Company (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(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.

Dated December 22, 2022.

By: /s/ Mark Palamountain

Mark Palamountain
Chief Financial Officer and Treasurer
(Principal Financial Officer and Accounting Officer)

Exhibit 32.1

Certification of the Principal Executive Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350)

In connection with the Annual Report on Form 10-K for the year ended October 31, 2022 (the “Report”) of Limoneira Company (the “Registrant”), as filed with the Securities and Exchange Commission on the date hereof, I, Harold S. Edwards, Director, President and Chief Executive Officer of the Registrant, hereby certify that:

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

Dated December 22, 2022.

By: /s/ Harold S. Edwards

Harold S. Edwards
Director, President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

Certification of the Principal Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350)

In connection with the Annual Report on Form 10-K for the year ended October 31, 2022 (the “Report”) of Limoneira Company (the “Registrant”), as filed with the Securities and Exchange Commission on the date hereof, I, Mark Palamountain, Chief Financial Officer and Treasurer of the Registrant, hereby certify that:

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

Dated December 22, 2022.

By: /s/ Mark Palamountain

Mark Palamountain
Chief Financial Officer and Treasurer
(Principal Financial Officer and Accounting Officer)

Exhibit 99.1

LIMONEIRA LEWIS COMMUNITY BUILDERS, LLC

(a Delaware Limited Liability Company)

Financial Statements

October 31, 2022

LIMONEIRA LEWIS COMMUNITY BUILDERS, LLC

(a Delaware Limited Liability Company)

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Report of Independent Registered Public Accounting Firm

To the Members of Limoneira Lewis Community Builders, LLC

Opinion on the Financial Statements

We have audited the accompanying balance sheets of Limoneira Lewis Community Builders, LLC (the Company) as of October 31, 2022 and 2021, the related statements of operations, members’ capital and cash flows for each of the three years in the period ended October 31, 2022, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company at October 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended October 31, 2022, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

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

We conducted our audits in accordance with the standards of the PCAOB and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

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

Evaluation of Impairment Indicators for Land Held for Development and Sale

Description of the Matter	The Company's land held for development and sale balance totaled $112.2 million as of October 31, 2022. As discussed in Note 2 to the financial statements, the Company tests its land held for development and sale for impairment in accordance with Accounting Standards Codification Topic 360, Property, Plant and Equipment (ASC 360), whenever events or changes in circumstances indicate that the carrying value of its project may not be recoverable. Such events or changes in circumstances may include, among others, a significant adverse change in the business climate that could affect the value of the project, an accumulation of costs significantly in excess of the amount originally expected, or current period operating or cash flow loss combined with a history of operating or cash flow losses or a forecast that demonstrates continuing losses. When such indicators of impairment are identified, the project is tested for recoverability by comparing the carrying amount of the asset to the undiscounted future net cash flows expected to be generated from the project. If the carrying value of the project is determined to not be recoverable, an impairment charge is recognized equal to the amount by which the carrying value exceeds its estimated fair value. Auditing the Company's impairment assessment is challenging because of the subjective auditor judgment necessary in evaluating management's identification and evaluation of events and changes in circumstances that could represent potential indicators of impairment, such as the impact of changes in demand and estimated land sales prices or other factors that could indicate that the carrying value of its project may not be recoverable. There is also significant judgment in the related assessment of the severity of such indicators, either individually or in combination, in determining whether a triggering event has occurred that requires the Company to evaluate its project for recoverability.
How We Addressed the Matter in Our Audit	To test the Company’s evaluation of indicators of impairment, our audit procedures included, among others, evaluating significant judgments applied in determining whether indicators of impairment were present by obtaining evidence to corroborate such judgments and searching for evidence contrary to such judgments. For example, we evaluated management’s assessment of potential indicators of impairment considering historical operating results of the project and external market data regarding the impact of current market conditions on home prices and the related demand for land, as well as a sensitivity analysis over projected future land sales revenue and project delivery timeline, to identify whether there were changes in circumstances based on current market conditions that could indicate the carrying amount of the project may not be recoverable. We also evaluated significant changes in the Company’s project development plans or costs, performed inquiries of operational personnel responsible for the project, inspected minutes of the meetings of the Company’s executive committee, and searched for evidence contrary to management’s assertions to identify whether indicators of impairment were present for the project.

/s/ Ernst & Young LLP

We have served as the Company’s auditor since 2016.
Irvine, California
December 16, 2022

LIMONEIRA LEWIS COMMUNITY BUILDERS, LLC

(a Delaware Limited Liability Company)

Balance Sheets
(in thousands)

	October 31, 2022	October 31, 2021
Assets		
Land held for development and sale	$ 112,221	$ 98,951
Cash and cash equivalents	260	2,736
Due from affiliates (Note 7)	3,378	5,771
Refundable deposits and other assets	554	945
Contract assets	183	561
Total assets	$ 116,596	$ 108,964
Liabilities and members' capital		
Unsecured line of credit, net of unamortized loan costs (Note 5)	$ 4,500	$ —
Accounts payable and accrued expenses	5,884	4,657
Due to affiliates (Note 7)	147	51
	10,531	4,708
Commitments and contingencies (Note 8)		
Members' capital:		
Limoneira EA1 Land, LLC	52,431	51,416
Lewis Santa Paula Member, LLC	53,634	52,840
	106,065	104,256
Total liabilities and members' capital	$ 116,596	$ 108,964

See accompanying notes.

LIMONEIRA LEWIS COMMUNITY BUILDERS, LLC

(a Delaware Limited Liability Company)

Statements of Operations

(in thousands)

	Year Ended October 31,		
	2022	**2021**	**2020**
Revenues:			
Land sales	$ 2,500	$ 42,853	$ 25,906
Cost of sales:			
Cost of land sales	—	(32,735)	(21,791)
Gross profit	2,500	10,118	4,115
Sales and marketing expenses	553	984	1,071
General and administrative expenses	138	88	217
Abandoned development costs	—	—	316
Other (income) expense	—	(41)	(104)
Net income	$ 1,809	$ 9,087	$ 2,615

See accompanying notes.

LIMONEIRA LEWIS COMMUNITY BUILDERS, LLC

(a Delaware Limited Liability Company)

Statements of Members' Capital
(in thousands)

	Limoneira EA1 Land, LLC	Lewis Santa Paula Member, LLC	Total Members' Capital
Balance at October 31, 2019	$ 42,722	$ 44,232	$ 86,954
Contributions	2,800	2,800	5,600
Net income	1,386	1,229	2,615
Balance at October 31, 2020	46,908	48,261	95,169
Contributions	—	—	—
Net income	4,508	4,579	9,087
Balance at October 31, 2021	51,416	52,840	104,256
Contributions	—	—	—
Net income	1,015	794	1,809
Balance at October 31, 2022	$ 52,431	$ 53,634	$ 106,065

See accompanying notes.

Statements of Cash Flows
(in thousands)

	Year ended October 31,		
	2022	2021	2020
Operating activities			
Net income	$ 1,809	$ 9,087	$ 2,615
Adjustments to reconcile net income to net cash (used in) provided by operating activities:			
Changes in operating assets and liabilities:			
Land held for development and sale	(13,270)	23,255	13,267
Refundable deposits and other assets	391	72	(60)
Note receivable – land sale	—	6,084	(6,084)
Due from affiliates	2,393	(5,771)	—
Contract assets	378	(140)	74
Accounts payable and accrued expenses	1,227	814	(3,742)
Unearned revenue	—	(696)	238
Due to affiliates	96	(44)	80
Net cash (used in) provided by operating activities	(6,976)	32,661	6,388
Financing activities			
Borrowings from line of credit	11,400	5,812	13,193
Principal repayments on line of credit	(6,900)	(36,180)	(25,992)
Payment of deferred loan costs	—	(225)	(90)
Loan from members	—	—	3,600
Principal repayments on loan from members	—	—	(3,600)
Contributions from members	—	—	5,600
Net cash provided by (used in) financing activities	4,500	(30,593)	(7,289)
Net increase (decrease) in cash and cash equivalents	(2,476)	2,068	(901)
Cash and cash equivalents at beginning of year	2,736	668	1,569
Cash and cash equivalents at end of year	$ 260	$ 2,736	$ 668
Supplemental disclosure of cash flow information			
Cash paid for interest (including amounts capitalized to the Project)	$ 164	$ 398	$ 1,707

See accompanying notes.

1. Organization

Organization and Business

Limoneira Lewis Community Builders, LLC ("Limoneira Lewis" or the "Company"), a Delaware Limited Liability Company, is a joint venture between Lewis Santa Paula Member, LLC ("Lewis") and Limoneira EA1 Land, LLC ("Limoneira") (together, the "Members") for the primary purpose of developing a 501 acre area of land in Santa Paula, California into residential properties (the "Project"). Limoneira Lewis was formed on November 3, 2015 and began operations on November 10, 2015 in conjunction with the contribution of land and related entitlements for an agreed-upon value of $40,000,000 by Limoneira (the "Property") to the Company and a concurrent assignment of a 50% interest in the Company to Lewis for $20,000,000 cash consideration, which were reflected as initial capital contributions from the Members. Initial capital contributions of the Members also included the value of certain pre-formation development costs and expenses ("Pre-Assignment Expenses") incurred by Limoneira of $1,374,279 and Lewis of $217,774.

The terms of the Company are governed pursuant to the Limited Liability Company Agreement, as amended (the "LLC Agreement"). Each Member's liability is limited pursuant to the Delaware Limited Liability Company Act. The term of the Company shall continue until the Company is dissolved pursuant to the provisions of the LLC Agreement.

Lewis is the designated manager of the Company ("Manager") and manages the business activities of the Company pursuant to the terms of the LLC Agreement through an affiliated entity, Lewis Management Corp., a California Corporation (the "Manager Affiliate"). All major decisions, as defined by the LLC Agreement, are decided by an executive committee consisting of two representatives each from Lewis and Limoneira.

Capital contributions are made by the Members for funding of Project Costs pursuant to terms of the LLC Agreement. Through October 31, 2021, the Members' capital contributions include the Members' initial capital contributions representing the value of the contributed property and Pre-Assignment Expenses and additional contributions totaling $82,799,000 in the aggregate.

On March 3, 2008, Limoneira entered into a Development Agreement with the City of Santa Paula (the "City") to develop the property which was transferred to the Company on November 10, 2015. The Development Agreement was amended and restated on February 26, 2015. The Amended Development Agreement currently provides for up to 1,500 total residential units, an estimated 240,000 square feet of office, retail, light industrial and assisted living facilities, approximately 19 acres for educational and other civic facilities and approximately 223 acres of undeveloped land, including open space and agricultural preserves, parks and greenways.

1. Organization (continued)

Distributions

Pursuant to the LLC Agreement, distributions of Net Cash Flow, as defined, shall be distributed to the Members in the following order of priority (using terms as defined in the LLC Agreement):

(a) First, to the Members in proportion to their respective Additional Capital Contribution IRR Deficiencies, until each Member's Additional Contribution IRR Deficiency is reduced to zero, representing a 12% return, compounded annually;

(b) Second, 48% to Limoneira and 52% to Lewis until Lewis' Initial Contribution IRR Deficiency is reduced to zero, representing a 12% return, compounded annually;

(c) Third, 25% to Limoneira and 75% to Lewis until aggregate distributions on this tier equal $10,000,000;

(d) Fourth, 60% to Limoneira and 40% to Lewis until aggregate distributions on this tier equal $20,000,000;

(e) Fifth, 50% to Limoneira and 50% to Lewis until aggregate distributions on this tier equal $20,000,000;

(f) Sixth, 78% to Limoneira and 22% to Lewis until aggregate distributions on this tier equal $25,000,000;

(g) Seventh, 95% to Limoneira and 5% to Lewis until aggregate distributions on this tier equal $20,000,000;

(h) Thereafter, 70% to Limoneira and 30% to Lewis.

Pursuant to the LLC Agreement, distributions of Net Cash Flow may also be affected by certain Net Cash Flow Override provisions based on the status of an affiliated joint venture project between the Members formed in September 2022, LLCB II (Note 7). Pursuant to these provisions, if either (i) LLCB II is dissolved prior to the date (if any) that LLCB II obtains the Site Specific Entitlements, as defined, or (ii) there is a Material Adverse Impact, as defined, after LLCB II obtains the Site Specific Entitlements, then the first $4,000,000 of Net Cash Flow of the Company available for distribution to the Members shall be distributed to Lewis prior to any other distributions being made to the Members under the distribution priorities above. The LLC Agreement also states that Lewis shall have the right to elect to dissolve LLCB II in accordance with the terms of the operating agreement of LLCB II thereby triggering the application of these Net Cash Flow Override provisions without regard to any fiduciary or other duties owed to Limoneira other than the covenant of good faith and fair dealing.

1. Organization (continued)

Allocations of Income and Losses

Net income and losses each period are allocated to the Members in respect of how such income or loss would affect related cash distributions that would be made to the Members if the Company were to be liquidated as of the reporting date and proceeds equal to the book value of members' capital were to be distributed pursuant to the cash distribution priorities of the LLC Agreement. The allocations of income and losses reflected herein assume that no Net Cash Flow Override provisions have been triggered as of the reporting date.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States ("GAAP"). All references to authoritative accounting literature in the Company's financial statements were referenced in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC"), which is the single source of authoritative nongovernmental GAAP in the United States.

Acreage, square footage, number of units or lots, and other similar non-financial measures included in these notes to the financial statements are presented on an unaudited basis.

Cash and Cash Equivalents

All highly liquid investments with a remaining maturity of three months or less when purchased are considered to be cash equivalents. No cash balances held by the Company during the periods presented were legally restricted as to use.

Financial instruments that potentially subject the Company to concentrations of credit risk consist of demand deposits with a financial institution. The Company's cash balances from time to time exceed federally insurable limits. However, the Company believes there is minimal credit risk relative to its cash balances.

Land Held for Development and Sale and Cost of Land Sales

Land held for development and sale consists of unimproved land and costs related to improvements including infrastructure and other capitalizable project costs. Capitalized costs include direct and indirect land costs, development and construction costs, direct labor, real estate taxes, and interest related to development and construction. Capitalized costs also include prepaid insurance policies and other similar costs which do not extend beyond the projected development period of the related project components.

2. Summary of Significant Accounting Policies (continued)

Cost of land sales is determined based on an allocation of costs to individual land parcels sold based on specific identification, if practicable, or an allocation based on a method which approximates relative fair value in accordance with ASC 970, *Real Estate - General*. Costs allocated to land parcels sold include actual development costs incurred and estimates of future development costs, including common costs and amenities within the Project. For purposes of allocating development costs, estimates of future sales prices and development costs reflected in the project budget are reevaluated throughout the year, with adjustments being allocated prospectively to the remaining parcels available for sale.

Land held for development and sale is carried at cost. The Company tests its land held for development and sale for impairment in accordance with ASC 360, *Property, Plant and Equipment*, whenever events or changes in circumstances indicate that the carrying value of its project may not be recoverable. Such events or changes in circumstances may include, among others, a significant adverse change in the business climate that could affect the value of the project, an accumulation of costs significantly in excess of the amount originally expected, or current period operating or cash flow loss combined with a history of operating or cash flow losses or a forecast that demonstrates continuing losses.

If such indicators of impairment are identified, the project is tested for recoverability by comparing the carrying amount of the asset to the undiscounted future net cash flows expected to be generated from the project. If the carrying value of the project is determined to not be recoverable, an impairment charge is recognized equal to the amount by which the carrying value exceeds its estimated fair value. Fair value is determined based on estimated future cash flows discounted for inherent risks associated with the project, or other valuation techniques.

Revenue Recognition

Land sale transactions are made pursuant to contracts under which the Company typically has a performance obligation to deliver specified land parcels to the buyer when closing conditions are met. The Company evaluates each land sale contract to determine its performance obligations under the contract, including whether there is a distinct promise to perform post-closing land development work that is material within the context of the contract, and uses objective criteria to determine the completion of the applicable performance obligations, whether at a point in time or over time. Revenues from land sales are recognized when the Company has satisfied the performance obligations within the sales contract. Under its land sale contracts, the Company typically receives an initial cash deposit from the buyer at the time the contract is executed and receives the remaining fixed price consideration, through a third-party escrow agent, at closing when title and control of the land transfers to the buyer.

In instances where the Company has one or more performance obligations to perform land development work after the closing date, a portion of the transaction price under the land sale contract is allocated to such performance obligations and is recognized as revenue over time based upon the estimated progress

2. Summary of Significant Accounting Policies (continued)

toward the satisfaction of the related performance obligation, which is generally measured based on costs incurred relative to the total costs expected to satisfy the performance obligation.

The Company’s land sales contracts to homebuilders also generally provide for additional variable consideration in the form of a marketing fee based on a percentage of the sales prices of homes built and sold on the land as well as the ability to receive future profit participation payments on profitability above specified thresholds achieved on sales of the homes by the homebuilder. The Company’s performance obligations related to these fees are generally satisfied as of or in advance of when payments for such fees are received, which may result in the recognition of a contract asset for the estimated future variable consideration expected to be received. In determining the amount of revenue to recognize related to these fees, the Company estimates the total variable consideration it expects to receive utilizing the expected value approach and constrains the amount to be recognized to the extent such variable consideration is subject to a risk of significant revenue reversal. The Company considers various factors in determining whether a constraint is necessary, including its experience to date and degree to which the variable consideration is susceptible to factors outside its influence.

The amount and timing of revenue and cash flows related to marketing fee and profit participation payments are impacted by the ultimate timing and sales prices of homes sold by homebuilders.

The Company also evaluates the terms of anti-speculation or similar clauses contained in its land sales contracts which may provide the Company the contingent right to repurchase such land if the buyer fails to comply with provisions of the sales contract to determine whether the customer under its contracts has obtained control of the land in determining satisfaction of the related performance obligation.

Deposits received under customer contracts prior to closing of land sales, or other payments received under a contract for which related performance obligation is not yet complete, represent contract liabilities and are recorded as unearned revenue. Contract assets are recognized to the extent revenues are recorded but the related amounts are not yet receivable under the terms of the contract. Trade receivables are recorded to the extent amounts are receivable from the customer and the Company’s right to the consideration is no longer conditional. Contract assets and trade receivables are evaluated for impairment or collectability in accordance with respective guidance. All of the Company’s contracts with its customers and the related performance obligations have an original expected duration of one year or less.

2. Summary of Significant Accounting Policies (continued)

Line of Credit

The Company's line of credit is recorded at amortized cost. Loan costs associated with securing the line of credit are deferred and are recognized as a component of interest cost over the term of the line of credit and are presented as a reduction of the line of credit balance on the accompanying balance sheets. In periods where there are no balances outstanding on the line of credit, unamortized loan costs are reclassified to other assets. Interest costs are capitalized to the Project during periods in which development activities are ongoing.

Income Taxes

As a limited liability company, the Company is subject to certain minimal taxes and fees; however, no provision for income taxes has been made in the accompanying financial statements as the Members are individual responsible for reporting their respective share of the Company's income or loss.

Based on its evaluation under ASC 740, *Income Taxes,* the Company has concluded that there are no significant tax positions requiring recognition in its financial statements, nor has the Company been assessed interest or penalties by any tax jurisdictions.

Other Income and Expenses

Other income and expenses are recorded in the period earned or incurred. Selling costs and costs related to marketing of the community are generally recorded to sales and marketing expenses as incurred.

Comprehensive Income and Loss

For all periods presented, comprehensive income is the same as net income reported for the respective period.

Use of Estimates

The preparation of these financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the revenues and expenses for the periods presented. Actual amounts and results could differ from those estimates.

2. Summary of Significant Accounting Policies (continued)

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* ("ASU 2014-09"). ASU 2014-09 supersedes the revenue guidance in Accounting Standards Codification ("ASC") Topic 605, *Revenue Recognition*, and most industry-specific revenue and cost guidance in the accounting standards codification, including some cost guidance related to construction-type and production-type contracts. The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This update creates a five-step model that requires entities to exercise judgment when considering the terms of the contract(s) which include (i) identifying the contract(s) with the customer, (ii) identifying the separate performance obligations in the contract, (iii) determining the transaction price, (iv) allocating the transaction price to the separate performance obligations, and (v) recognizing revenue when each performance obligation is satisfied.

On November 1, 2018, the Company adopted ASU 2014-09 and its related amendments (collectively, "ASC 606"), using the modified retrospective method applied to contracts that were not completed as of the adoption date. Results for reporting periods beginning November 1, 2018 are presented under ASC 606. The initial adoption of ASC 606 did not impact the Company's financial statements as there were no land sales which had closed prior to the adoption date and no other balances which were required to be expensed or reclassified upon adoption pursuant to the provisions of ASC 606.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)* (including related amendments, "ASC 842"). ASC 842 requires organizations that lease assets to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. Under ASC 842, a lessee is required to recognize assets and liabilities for leases with lease terms of more than 12 months. Lessor accounting remains substantially similar to current GAAP. In addition, ASC 842 provides for expanded disclosures of leasing activities including qualitative along with specific quantitative information. ASC 842 was adopted by the Company effective November 1, 2019, and the Company elected the package of practical expedients offered under the standard. The adoption of ASC 842 did not have a material impact on the Company's financial statements or disclosures.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* ("ASC 326"). This amendment requires the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and forward-looking estimates. ASC 326 was adopted by the Company effective November 1, 2020. The adoption of ASC 326 did not have a material impact on the Company's financial statements or disclosures.

3. Land Held for Development and Sale

Activity related to the Company’s land held for development and sale for the years ended October 31, 2022 and 2021 is as follows:

	2022	2021
Beginning balance	$ 98,951,000	$ 122,206,000
Additional costs incurred	27,378,000	12,679,000
CFD reimbursements (Note 8)	(14,108,000)	(3,199,000)
Cost of land sales	—	(32,735,000)
Ending balance	$ 112,221,000	$ 98,951,000

Management concluded that no impairment charges were warranted related to land held for development and sale through October 31, 2022. During the year ended October 31, 2020, the Company closed on the sale of 144 lots in land sale transactions with three homebuilders and recognized total land sale revenues of $25,906,000. During the year ended October 31, 2021, the Company closed on the sale of 232 lots in land sale transactions with three homebuilders and recognized total land sale revenues of $42,853,000. Land sale revenues for these periods include related deposit amounts received and reflected as unearned revenue in previous periods. During the year ended October 31, 2022, there were no new land sale transactions. Land sales revenues recognized during the year ended October 31, 2022 primarily relate to profit participation amounts recognized on land sale transactions which had closed in previous periods.

In connection with one of the land sales closed in June 2020, the Company provided seller financing in the form of a promissory note to the buyer for $6,000,000. The note accrued interest at a fixed rate of 5.0% per annum and was due and payable, along with accrued interest, on the earlier of January 12, 2021 or sale of the first residence from the community, as defined. During the year ended October 31, 2020, the Company recognized $84,000 of accrued interest on the note. The note was subsequently repaid, along with accrued interest, in November 2020.

Included in land sales revenues for the years ended October 31, 2022, 2021 and 2020 were marketing fee revenues of $27,000, $1,176,000 and $745,000. As of October 31, 2022 and 2021, $77,000 and $561,000 of contract assets were recorded representing estimated future variable consideration to be received related to marketing fee revenues. Additionally, land sales revenues for the year ended October 31, 2022 and 2021 included revenues from profit participation arrangements totaling $2,473,000 and $413,000, of which $106,000 and $208,000 was receivable at October 31, 2022 and 2021, respectively, and included in other assets on the accompanying balance sheets. No amounts from profit participation arrangements were recognized as revenues in the year ended October 31, 2020.

3. Land Held for Development and Sale (continued)

As of October 31, 2022, there were $200,000 in refund liabilities which were classified in accounts payable and accrued liabilities on the accompanying balance sheet related to profit participation amounts received by the Company during the year ended October 31, 2022 for which a revenue constraint was applied as a result of uncertainty as to whether such amounts would need to be returned.

As of October 31, 2021, the Company had substantially completed all performance obligations related to the land sale transactions that closed during the respective years then ended.

As of October 31, 2022 and 2021, the Company had no deposits related to future lot sale transactions.

During the year ended October 31, 2020, the Company expensed $316,000 related to abandoned project costs which were incurred related to a potential apartment development within the Project which was no longer being pursued. There were no similar charges for the years ended October 31, 2022 or 2021.

4. Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities includes the following as of October 31, 2022 and 2021:

	2022	2021
Trade accounts payable	$ 319,000	$ 113,000
Retentions payable	1,900,000	2,096,000
Accrued liabilities	3,665,000	2,448,000
	$ 5,884,000	$ 4,657,000

5. Line of Credit

In February 2018, the Company entered into an unsecured revolving line of credit facility with a third-party lender to provide development financing for the Project. The line of credit, as modified and extended, has a maximum borrowing amount of $45,000,000 and matures February 22, 2023. The line of credit bears interest, payable monthly, at an annual rate of one-month LIBOR plus 2.85% (6.61% at October 31, 2022) plus an unused commitment fee of 0.20% per year, payable quarterly. The line of credit has a one-year extension option through February 22, 2024 subject to terms and conditions as defined in the agreement, with the maximum borrowing amount reduced to $35,000,000 during the extension period. The Company intends to exercise its extension option on the line of credit.

As of October 31, 2022 and 2021, the Company had outstanding borrowings of $4,500,000 and $0 under the line of credit, respectively. Unamortized loan costs totaling $66,000 as of October 31, 2021 were classified as other assets as the line of credit had no outstanding borrowings as of that date. Loan costs amortized as interest costs during the years ended October 31, 2022 and 2021 totaled $66,000 and $159,000, respectively, all of which were capitalized to the Project. During the years ended October 31, 2022, 2021 and 2020, the Company recorded interest and unused commitment fees on the line of credit of $164,000, $398,000 and $1,736,000, respectively, all of which were capitalized to the Project.

The line of credit is guaranteed by Limoneira and certain owners of Lewis. The loan also requires compliance with certain financial covenants, including liquid asset and tangible net worth requirements of the guarantors, all of which were in compliance as of October 31, 2022.

6. Fair Value Disclosures

ASC Topic 820, *Fair Value Measurement,* provides a framework for measuring fair value and has established a fair value hierarchy which prioritizes the inputs used in measuring fair value. The hierarchy is summarized as follows:

Level 1 – Fair value determined based on quoted prices in active markets for identical assets.

Level 2 – Fair value determined using significant observable inputs, such as those principally derived from or corroborated by observable market data, by correlation or other means.

Level 3 – Fair value determined using significant unobservable inputs, such as pricing models, discounted cash flows, or similar techniques.

GAAP requires the measurement of certain financial instruments at fair value on a recurring basis, and certain other financial and non-financial assets at fair value on a nonrecurring basis. Additionally, GAAP requires fair value disclosures for certain assets and liabilities.

There were no recurring or nonrecurring fair value measurements made in the periods presented in the accompanying financial statements through October 31, 2022. The following table presents the carrying amounts and estimated fair values of the Company's financial liabilities as of October 31, 2022 and 2021:

	October 31, 2022		October 31, 2021	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial liabilities:				
Line of credit	$ 4,500,000	$ 4,500,000	$ —	$ —

The fair value of the Company's line of credit was estimated using a discounted cash flow analysis based on management's estimates of current market interest rates for instruments with similar characteristics including remaining loan term and other credit enhancements. The Company classifies these inputs as Level 3 inputs.

7. Related Party Transactions

Cost Reimbursements to Members

The Company reimburses for approved costs and expenses incurred by the Manager and Limoneira, or their affiliates, on behalf of the Company, including for employees providing services in conjunction with development activities for the Project. For the years ended October 31, 2022, 2021 and 2020, $1,925,000, $1,597,000 and $1,533,000, respectively, of such costs were incurred by the Members on behalf of the Company, all of which were capitalized to the Project. During the years ended October 31, 2022, 2021 and 2020, certain additional reimbursable employee costs of $89,000, $119,000, and $71,000, respectively, were incurred by the Company for employees of the Manager providing services for the Project which were recorded as sales and marketing expenses. As of October 31, 2022 and 2021, $147,000 and $51,000, respectively, of such cost reimbursements remained payable by the Company to the Members, which are included in due to affiliates on the accompanying balance sheets.

During the years ended October 31, 2022, 2021 and 2020, the Company received $14,108,000, $3,199,000 and $15,042,000, respectively, in total CFD reimbursement proceeds (Note 8). Of the amount received during the year ended October 31, 2020, $320,000 was remitted to Limoneira related to proceeds pertaining to adjacent land owned by Limoneira, which was accounted for as a reduction in CFD reimbursements due to and received by the Company.

Additionally, during the year ended October 31, 2020, the Company reimbursed an affiliate of the Manager $1,272,000 for pre-development costs incurred by such affiliate on behalf of the Company. There were no similar affiliated reimbursements during the year ended October 31, 2022 or 2021.

Retained Land and Infrastructure Cost Reimbursements

In conjunction with Limoneira's initial contribution of land to the Company, certain additional land (referred to as the "Retained Land") was legally conveyed to the Company for which Limoneira retained beneficial ownership. The land was transferred back to Limoneira in August 2018 for no consideration upon recording of a revised tract map that subdivided the Retained Property as a legal parcel.

7. Related Party Transactions (continued)

Limoneira has agreed to reimburse the Company for certain allocated infrastructure costs incurred by the Company which benefit the Retained Property and certain adjacent real property owned by Limoneira commonly referred to as East Area 2, as defined in the Retained Property Development Agreement between the Company and Limoneira. As of October 31, 2022, estimated such reimbursements from Limoneira totaled $3,378,000 which is classified as due from affiliates on the accompanying balance sheet and is net of related future CFD proceeds attributable to Limoneira.

On September 28, 2022, affiliates of Lewis and Limoneira formed a new joint venture ("LLCB II") to acquire the Retained Property from Limoneira for the intended purpose of pursuing entitlements and developing multifamily residential units.

Leasing Transactions with Related Parties

The Company has agreed to lease two offices from Limoneira in two office buildings in Santa Paula, California. The leases are month-to-month leases at a rate of $472 and $1,350 per month and may be terminated by either party with 30 days' notice.

The Company has agreed to lease property from Limoneira in Santa Paula, California. The lease is a ten-year lease at a rate of $250 per month. The Company can terminate the lease with 30 days' notice following the 3rd anniversary of the effective date of the lease.

8. Commitments and Contingencies

The Company's commitments and contingencies include the usual litigation and obligations incurred by real estate owners, developers and operators in the normal course of business, none of which, in the opinion of management, are expected to have a material adverse effect on the Company's financial position or results of operations.

8. Commitments and Contingencies (continued)

Although there can be no assurance, the Company is not aware of any material environmental liability that could have a material adverse effect on its financial condition or results of operations. However, identification of contamination affecting the Project, changes in applicable environmental laws and regulations, the uses and conditions of properties in the vicinity of the Project, the activities of entities who may purchase from the Company land within the project and other environmental conditions of which the Company is unaware with respect to the Project could result in future environmental liabilities.

Limoneira is required to transfer sufficient groundwater production and/or water rights to the City to allow the Company to satisfy the requirements of the Development Agreement and any other groundwater protection and/or water rights required by the City or other governmental agency in connection with existing or future entitlements for the Project.

Currently, there are no guarantees by any of the Members or their affiliates in place on any of the obligations of the Company, except as related to the line of credit as described in Note 5. The Company is also required to complete development obligations related to the Project pursuant to the Development Agreement as well as pursuant to the terms of contracts with individual homebuilders and other parties.

The Company expects to be reimbursed for certain infrastructure costs it incurs related to the Project from the proceeds of bonds to be issued from one or more communities facilities districts (“CFDs”). Through October 31, 2022, the Company had received $32,029,000 in net CFD reimbursements. As of October 31, 2022, there were $34,345,000 in total bonds issued and outstanding by the CFDs associated with the Project. These bond obligations are not recorded as liabilities of the Company as the estimated payments associated with the bonds are not fixed and determinable. Additionally, the Company is not liable to satisfy shortfalls in annual debt service obligations and has not pledged assets or provided other credit enhancements in support of the bond obligations.

9. Subsequent Events

The Company has evaluated events subsequent to October 31, 2022 through December 16, 2022, the date the financial statements were available to be issued, for their impact on the financial statements and disclosures.