

ST JOE CO
Form DEF 14A
April 05, 2012
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SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under § 240.14a-12

The St. Joe Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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No fee required.

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(1) Title of each class of securities to which transaction applies:

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(4) Date Filed:

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The St. Joe Company
133 South WaterSound Parkway
WaterSound, Florida 32413

NOTICE OF 2012 ANNUAL MEETING OF SHAREHOLDERS

April 5, 2012

Dear Shareholder:

It is my pleasure to invite you to attend The St. Joe Company's 2012 Annual Meeting of Shareholders. The meeting will be held on Thursday, May 17, 2012, at 10:00 a.m. Central Daylight Time at the WaterColor Inn, 34 Goldenrod Circle, Santa Rosa Beach, Florida 32459. At the meeting, you will be asked to:

1. Elect eight directors for a one year term expiring at the 2013 Annual Meeting of Shareholders.
2. Ratify the appointment of KPMG LLP as our independent registered public accounting firm for the 2012 fiscal year.
3. Approve, on an advisory basis, the compensation of our named executive officers.
4. Transact such other business as may properly come before the Annual Meeting and any adjournment or postponement of the Annual Meeting.

Only shareholders of record as of the close of business on March 15, 2012 may vote at the Annual Meeting.

It is important that your shares be represented at the Annual Meeting, regardless of the number you may hold. *Whether or not you plan to attend, please vote using the Internet, by telephone or by mail, in each case by following the instructions in our proxy statement.* This will not prevent you from voting your shares in person if you are present.

I look forward to seeing you on May 17, 2012.

Sincerely,

Bruce R. Berkowitz

Chairman of the Board

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We mailed a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy statement and annual report on or about April 5, 2012.

St. Joe s proxy statement and annual report are available online at

<https://materials.proxyvote.com/790148>.

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The St. Joe Company
133 South WaterSound Parkway
WaterSound, Florida 32413

PROXY STATEMENT

Proxy Statement for 2012 Annual Meeting of Shareholders to be held on May 17, 2012

You are receiving this proxy statement because you own shares of our common stock that entitle you to vote at the 2012 Annual Meeting of Shareholders, which we refer to as the 2012 Annual Meeting. Our Board of Directors is soliciting proxies from shareholders who wish to vote at the meeting. By use of a proxy, you can vote even if you do not attend the meeting. This proxy statement describes the matters on which you are being asked to vote and provides information on those matters so that you can make an informed decision.

Date, Time and Place of the 2012 Annual Meeting

We will hold the 2012 Annual Meeting on Thursday, May 17, 2012, at 10:00 a.m. Central Daylight Time at the WaterColor Inn, 34 Goldenrod Circle, Santa Rosa Beach, Florida 32459.

I. Questions and Answers About Voting at the 2012 Annual Meeting and Related Matters

Q: *Who may vote at the 2012 Annual Meeting?*

A: You may vote all of the shares of our common stock that you owned at the close of business on March 15, 2012, the record date. On the record date, we had 92,278,431 shares of our common stock outstanding and entitled to be voted at the meeting. You may cast one vote for each share of our common stock held by you on all matters presented at the meeting.

Q: *What constitutes a quorum, and why is a quorum required?*

A: We are required to have a quorum of shareholders present to conduct business at the meeting. The presence at the meeting, in person or by proxy, of the holders of a majority of the shares entitled to vote on the record date will constitute a quorum, permitting us to conduct the business of the meeting. Proxies received but marked as abstentions, if any, will be included in the calculation of the number of shares considered to be present at the meeting for quorum purposes. If we do not have a quorum, we will be forced to reconvene the 2012 Annual Meeting at a later date.

Q: *What is the difference between a shareholder of record and a beneficial owner?*

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A: If your shares are registered directly in your name with St. Joe's transfer agent, American Stock Transfer & Trust Company, you are considered, with respect to those shares, the shareholder of record.

If your shares are held by a brokerage firm, bank, trustee or other agent (nominee), you are considered the beneficial owner of shares held in street name. The Notice of Internet Availability of Proxy Materials (Notice) has been forwarded to you by your nominee who is considered, with respect to those shares, the shareholder of record. As the beneficial owner, you have the right to direct your nominee on how to vote your shares by following their instructions for voting by telephone or on the Internet or, if you specifically request a copy of the printed materials, you may use the voting instruction card included in such materials.

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Q: *How do I vote?*

A: If you are a shareholder of record, you may vote:

via Internet;

by telephone;

by mail, if you have received a paper copy of the proxy materials; or

in person at the meeting.

Detailed instructions for Internet and telephone voting are set forth on the Notice, which contains instructions on how to access our proxy statement and annual report online. You may also vote in person at the 2012 Annual Meeting.

If you are a beneficial shareholder, you must follow the voting procedures of your nominee included with your proxy materials. If your shares are held by a nominee and you intend to vote at the meeting, please bring with you evidence of your ownership as of the record date (such as a letter from your nominee confirming your ownership or a bank or brokerage firm account statement).

Q: *What am I voting on?*

A: At the 2012 Annual Meeting you will be asked to vote on the following three proposals. Our Board recommendation for each of these proposals is set forth below.

	Proposal	Board Recommendation
1.	To elect eight directors for a one year term expiring at the 2013 Annual Meeting of Shareholders.	FOR
2.	To ratify the appointment of KPMG LLP (KPMG) as our independent registered public accounting firm for the 2012 fiscal year.	FOR
3.	To approve, on an advisory basis, the compensation of our named executive officers, which we refer to as Say on Pay.	FOR

We will also consider other business that properly comes before the meeting in accordance with Florida law and our Bylaws.

Q: *What happens if additional matters are presented at the 2012 Annual Meeting?*

A: Other than the items of business described in this proxy statement, we are not aware of any other business to be acted upon at the 2012 Annual Meeting. If you grant a proxy, the persons named as proxy holders, Messrs. Bruce R. Berkowitz and Park Brady, will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting in accordance with Florida law and our Bylaws.

Q: *How many votes are needed to elect the director nominees (Proposal 1)?*

A: Under our Bylaws, a majority of the votes cast is required for the election of directors.

Q: *How many votes are needed to approve the ratification of KPMG (Proposal 2)?*

A: Under our Bylaws, a majority of the votes cast is required to approve the ratification of KPMG as our independent registered certified public accounting firm.

Q: *How are votes counted for the advisory proposal regarding Say on Pay (Proposal 3)?*

A: Proposal 3 is an advisory vote, which means that while we ask shareholders to approve resolutions regarding Say on Pay, it is not an action that requires shareholder approval. Consequently, our Bylaw provisions

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regarding voting requirements do not apply to this proposal. We will report the results of the shareholder vote on this proposal based on the number of shares cast. If more shares vote FOR the Say on Pay proposal than vote AGAINST, we will consider the proposal approved.

Q: *What is the effect of the advisory votes on Proposal 3?*

A: Although the advisory vote on Proposal 3 is non-binding, our Board and the Compensation Committee will review the results of the vote and take it into account in making a determination concerning executive compensation.

Q: *What if I sign and return my proxy without making any selections?*

A: If you sign and return your proxy without making any selections, your shares will be voted FOR proposals 1, 2, and 3. If other matters properly come before the meeting, Messrs. Bruce R. Berkowitz and Park Brady will have the authority to vote on those matters for you at their discretion. As of the date of this proxy, we are not aware of any matters that will come before the meeting other than those disclosed in this proxy statement.

Q: *What if I am a beneficial shareholder and I do not give the nominee voting instructions?*

A: If you are a beneficial shareholder and your shares are held in the name of a broker, the broker is bound by the rules of the New York Stock Exchange (NYSE) regarding whether or not it can exercise discretionary voting power for any particular proposal if the broker has not received voting instructions from you. Brokers have the authority to vote shares for which their customers do not provide voting instructions on certain routine matters. A broker non-vote occurs when a nominee who holds shares for another does not vote on a particular item because the nominee does not have discretionary voting authority for that item and has not received instructions from the owner of the shares. Broker non-votes are included in the calculation of the number of votes considered to be present at the meeting for purposes of determining the presence of a quorum but are not counted as shares present and entitled to be voted with respect to a matter on which the nominee has expressly not voted.

The table below sets forth, for each proposal on the ballot, whether a broker can exercise discretion and vote your shares absent your instructions and if not, the impact of such broker non-vote on the approval of the proposal.

Proposal	Can Brokers Vote Absent Instructions?	Impact of Broker Non-Vote
Election of Directors	No	None
Ratification of Auditors	Yes	Not Applicable
Say on Pay	No	None

Q: *What if I abstain or withhold authority to vote on a proposal?*

A: If you sign and return your proxy marked abstain on any proposal, your shares will not be voted on that proposal and will not be counted as votes cast in the final tally of votes with regard to that proposal. However, your shares will be counted for purposes of determining whether a quorum is present.

Q: *Can I change my vote after I have delivered my proxy?*

- A:** Yes. You may revoke your proxy at any time before its exercise. You may also revoke your proxy by voting in person at the 2012 Annual Meeting. If you are a beneficial shareholder, you must contact your nominee to change your vote or obtain a proxy to vote your shares if you wish to cast your vote in person at the meeting.

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Q: *Who can attend the 2012 Annual Meeting?*

A: Only shareholders and our invited guests are invited to attend the 2012 Annual Meeting. To gain admittance, you must bring a form of personal identification to the meeting, where your name will be verified against our shareholder list. If a broker or other nominee holds your shares and you plan to attend the meeting, you should bring a recent brokerage statement showing your ownership of the shares as of the record date, a letter from the broker confirming such ownership, and a form of personal identification.

Q: *If I plan to attend the 2012 Annual Meeting, should I still vote by proxy?*

A: Yes. Casting your vote in advance does not affect your right to attend the 2012 Annual Meeting. If you vote in advance and also attend the meeting, you do not need to vote again at the meeting unless you want to change your vote. Written ballots will be available at the meeting for shareholders of record.

Beneficial shareholders who wish to vote in person must request a legal proxy from the broker or other nominee and bring that legal proxy to the 2012 Annual Meeting.

Q: *Where can I find voting results of the 2012 Annual Meeting?*

A: We will announce the results for the proposals voted upon at the 2012 Annual Meeting and publish final detailed voting results in a Form 8-K filed within four business days after the 2012 Annual Meeting.

Q: *Who should I call with other questions?*

A: If you have additional questions about this proxy statement or the meeting or would like additional copies of this proxy statement or our annual report, please contact: The St. Joe Company, 133 South WaterSound Parkway, WaterSound, Florida 32413, Attention: Investor Relations, Telephone: 850-231-6400.

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II. PROPOSAL 1 ELECTION OF DIRECTORS

Under our Bylaws, directors are elected for a one-year term expiring at the next annual meeting of shareholders. Upon the recommendation of the Governance and Nominating Committee (Governance Committee), our Board has nominated Mr. Bruce R. Berkowitz, Mr. Park Brady, Governor Charles J. Crist, Jr., Mr. Howard S. Frank, Mr. Jeffrey C. Keil and Mr. Thomas P. Murphy Jr. for re-election and has nominated Mr. Cesar Alvarez and Mr. Stanley Martin to serve as directors, each for a one-year term that will expire at the 2013 Annual Meeting of Shareholders, and each has consented to serve if elected.

We believe that each of our directors possesses the experience, skills and qualities to fully perform his duties as a director and contribute to our success. Our directors were nominated because each possesses the highest standards of personal integrity and interpersonal and communication skills, is highly accomplished in his field, has an understanding of the interests and issues that are important to our shareholders and is able to dedicate sufficient time to fulfilling his obligations as a director. Our directors as a group complement each other and each other's respective experiences, skills and qualities.

Each director's principal occupation and other pertinent information about particular experience, qualifications, attributes and skills that led the Board to conclude that such person should serve as a director appears on the following pages.

The Board of Directors recommends a vote FOR each of the following director nominees.

Current Directors

Bruce R. Berkowitz

Director since 2011

Chairman since 2011

Age 53

Mr. Berkowitz is the Founder, Managing Member and Chief Investment Officer of Fairholme Capital Management, L.L.C. (Fairholme) and President and a Director of Fairholme Funds, Inc. (the Fund). Mr. Berkowitz has served as a Director of the Fund since 1999. He has also served as a Director of White Mountains Insurance Group, Ltd., a financial services holding company, from 2004-2010, AmeriCredit Corporation, a retail financial services company, from 2008-2009, TAL International Group Inc., a lessor of intermodal freight containers and chassis, from 2004-2009, and Winthrop Realty Trust, Inc., a real estate investment trust, from 2000-2008.

Qualifications. The Board nominated Mr. Berkowitz to serve as a director of the Board because of his extensive financial and investment experience and a valuable network of business and professional relationships.

Park Brady

Director since 2011

Age 64

Mr. Brady has served as Chief Executive Officer of St. Joe since October 2011 and as Chief Operating Officer of St. Joe since March 2011. Prior to joining us, Mr. Brady served as President and Chief Executive Officer of ResortQuest, the nation's largest vacation rental company, from June 2007 to March 2011. During his tenure at ResortQuest, Mr. Brady served as an original member of the company's board and held various executive positions including Corporate Vice President and Chief Operating Officer before being named CEO in June of 2007.

Qualifications. The Board nominated Mr. Brady to serve as a director of the Board because of his current and prior senior executive experience, his operational knowledge and his business and competitive knowledge of St. Joe's industry.

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Governor Charles J. Crist, Jr.

Director since 2011

Age 55

Governor Crist was the 44th Governor of the State of Florida and served as Governor from 2007 to 2011. Governor Crist previously served as Attorney General of Florida from 2003 to 2007 and Education Commissioner of Florida from 2001 to 2003. Governor Crist also served as a Senator in the Florida Senate. Governor Crist is currently an attorney with the law firm of Morgan & Morgan.

Qualifications. The Board nominated Governor Crist to serve as a director of the Board based on his executive experience gained from serving as the Governor of the State of Florida and his extensive knowledge of the State of Florida and its citizens, legislative process, potential for growth and economy.

Howard S. Frank

Director since 2011

Age 71

Mr. Frank is the Chief Operating Officer and Vice Chairman of the board of directors of Carnival Corporation and Carnival plc, the largest cruise vacation group in the world. Mr. Frank joined Carnival as Senior Vice President-Finance and Chief Operating Officer in July 1989 and has served as Carnival's Vice Chairman and Chief Operating Officer since January 1998. Mr. Frank is a past Chairman and current Vice Chairman of the Board of Trustees for the New World Symphony and currently serves as Independent Director on the board of directors of the Fund.

Qualifications. The Board nominated Mr. Frank to serve as a director of the Board because he has an established track record of achievement and sound business judgment demonstrated throughout his career with Carnival Corporation and Carnival plc.

Jeffrey C. Keil

Director since 2011

Age 68

Mr. Keil is a private investor who previously served as President and a director of Republic New York Corporation and Vice Chairman of Republic National Bank of New York from 1984 to 1996. Mr. Keil currently serves as a director of Leucadia National Corporation (since 2004) and BlackRock Institutional Trust Company (since 2010). Mr. Keil was formerly a director of Presidential Life Insurance Company and Anthracite Capital, Inc., a specialty real estate finance company.

Qualifications. The Board nominated Mr. Keil to serve as a director of the Board because of his prior and current public company experience, including senior executive experience and service as a director.

Thomas P. Murphy, Jr.

Director since 2011

Age 63

Mr. Murphy is Chairman and Chief Executive Officer of Coastal Construction Group, a construction company, which he founded in 1989. Mr. Murphy has 44 years of construction and development experience, which encompasses hospitality, resort, single and multi-family residential, commercial, educational and industrial projects. Mr. Murphy is an honorary board member of Baptist Health Systems of South Florida and is a member of the Construction Industry Round Table, the National Association of Home Builders and the Florida Home Builders Association. Mr. Murphy also co-founded Seaboard Construction, which he grew to become one of the largest general contractors in Florida, selling the company in 1988 to Turner Construction, the largest general contractor in the U.S. at the time. Mr. Murphy has served as a director of Interval Leisure Group, Inc. since August 2008.

Qualifications. The Board nominated Mr. Murphy to serve as a director of the Board because he has valuable entrepreneurial skills and extensive knowledge of construction and real estate in Florida. Mr. Murphy also has experience serving on the board of a public company.

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New Director Nominees

Stanley Martin

Age 64

Mr. Martin is currently a private investor with significant finance executive experience. From 2004 to 2006, Mr. Martin served as the Chief Audit Executive for the Federal Home Loan Mortgage Corporation. Previously, he served as the Chief Financial Officer of Republic New York Corporation and Republic New York Bank from 1998 until its acquisition by HSBC in 2000 and then as an Executive Vice President with HSBC through April 2003. Mr. Martin currently serves as a member of the Board of Trustees and Chairman of Audit Committee-John Hancock Funds, which is composed of 50 mutual funds including 10 New York stock exchange closed end funds. Mr. Martin was previously a partner of and spent 27 years with KPMG LLP.

Qualifications. The Board nominated Mr. Martin to serve as a director of the Board because of his significant financial and accounting experience and his experience as a Audit Committee Chair. Mr. Martin was identified as a potential director candidate to the Governance Committee by Mr. Keil. The Governance Committee then undertook its own evaluation of Mr. Martin's qualifications and based on such qualifications, Mr. Martin was nominated.

Cesar L. Alvarez

Age 64

Mr. Alvarez has served since January 2010 as the Executive Chairman of the international law firm of Greenberg Traurig, P.A. and previously served as its Chief Executive Officer from 1997 until his election as Executive Chairman. Mr. Alvarez also serves on the Board of Directors of Watsco, Inc. Fairholme Funds, Inc. and Mednax, Inc. Mr. Alvarez served as a director of Atlantis Plastics, Inc. from 1995 until 2008 and as a director of New River Pharmaceuticals, Inc. from 2004 until 2007.

Qualifications. The Board nominated Mr. Alvarez to serve as a director of the Board due to his management experience as the current Executive Chairman and as former Chief Executive Officer of one of the nation's largest law firms with professionals providing services in multiple locations across the country as well as his many years of corporate governance experience, both counseling and serving on the Boards of Directors of other publicly traded companies. Mr. Alvarez was identified as a potential director candidate to the Governance Committee by Mr. Berkowitz. The Governance Committee then undertook its own evaluation of Mr. Alvarez's qualifications and based on such qualifications, Mr. Alvarez was nominated.

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III. CORPORATE GOVERNANCE

Corporate Governance Guidelines

The Board of Directors adopted Corporate Governance Guidelines, which describe our corporate governance practices and policies and provide a framework for our Board governance. The topics addressed in our Corporate Governance Guidelines include, among other things:

Director independence (including our Policy Regarding Director Independence Determinations);

Director qualifications and responsibilities;

Board structure; director resignation policy;

Director compensation;

Management succession; and

The periodic performance evaluation of the Board.

From time to time, the Governance Committee will review our Corporate Governance Guidelines, and, if necessary, will recommend changes to the Board. Our Corporate Governance Guidelines, which were last revised on September 12, 2011, are available to view at our website, www.joe.com, under the Investor Relations-Corporate Governance section.

Board Leadership Structure

As stated in our Corporate Governance Guidelines, it is the policy of St. Joe that the positions of CEO and Chairman of the Board may be filled by the same person or different persons. As such, the Board remains free to make this determination from time to time in a manner that seems most appropriate for St. Joe. Currently, St. Joe separates the positions of CEO and Chairman of the Board in recognition of the differences between the two roles. The CEO is responsible for the strategic direction of St. Joe and the day to day leadership and performance of St. Joe, while the Chairman of the Board provides guidance to the CEO, sets the agenda for the Board meetings and presides over meetings of the Board. In addition, St. Joe believes that the current separation provides a more effective monitoring and objective evaluation of the CEO's performance. The separation also allows the Chairman of the Board to strengthen the Board's independent oversight of St. Joe's performance and governance standards.

Director Independence

To assist it in making independence determinations, the Board adopted categorical standards of director independence, which are attached as Annex A to our Corporate Governance Guidelines. The categorical standards of director independence are consistent with the independence standards set forth in Section 303A.02 of the NYSE listing standards. In addition to the NYSE standards for director independence, the Board has adopted an additional categorical standard for director independence. The Board has determined that transactions with the Company involving a director or candidate for director of an entity with whom the director or candidate is affiliated that are conducted on an arm's-length basis in the ordinary course of business will not be deemed to affect a director's independence.

Pursuant to our Corporate Governance Guidelines, the Board undertakes an annual review of director independence, which includes a review of each director's responses to questionnaires asking about any relationships with us. This review is designed to identify and evaluate any transactions or relationships between a director or any member of his or her immediate family and us or members of our senior management. In its independence review, the Board considered Mr. Durden's previous service as interim Chief Executive Officer of the Company and concluded that such service would not preclude an independence finding for Mr. Durden.

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Based on its independence review and after considering the transactions described above, the Board determined that each of the following current directors (which together constitute all of the members of the Board other than Mr. Brady) is independent: Mr. Berkowitz, Governor Crist, Mr. Durden, Mr. Frank, Mr. Keil, Ms. Kesler and Mr. Murphy.

Board Committees

The Board has the following four standing committees: Governance and Nominating Committee (Governance Committee), Audit and Finance Committee (Audit Committee), Compensation Committee and Executive Committee. Copies of the charters of each of the Governance Committee, the Audit Committee and the Compensation Committee setting forth the responsibilities of the Committees can be found under the About JOE Corporate Governance section of our website at www.joe.com, and such information is also available in print to any shareholder who requests it by contacting us at the following address: The St. Joe Company, 133 South WaterSound Parkway, WaterSound, Florida 32413, Attn: Corporate Secretary. We periodically review and revise the Committee charters. The Board adopted revised Governance Committee, Audit Committee and Compensation Committee Charters on December 12, 2011. The Executive Committee does not have a charter, it operates pursuant to delegated authority from the Board.

A summary of the current composition of each Committee is set forth below.

Name	Executive ⁽²⁾	Governance and Nominating ⁽³⁾	Compensation ⁽⁴⁾	Audit and Finance ⁽⁵⁾
Bruce R. Berkowitz ⁽¹⁾	Member			
Park Brady				
Governor Charles J. Crist, Jr. ⁽²⁾	Chair	Chair	Member	
Hugh M. Durden	Member			
Howard S. Frank		Member		Chair
Jeffrey C. Keil			Member	Member
Delores M. Kesler			Chair	Member
Thomas P. Murphy Jr.	Member	Member		
Meetings held in 2011	1	5	8	10

⁽¹⁾ Chairman of the Board

⁽²⁾ From March 2011 through September 2011, the Executive Committee was composed of Messrs. Berkowitz, Durden and Charles Fernandez. From September 2011 to date, the Executive Committee has been composed of those directors set forth in the table above.

⁽³⁾ From January 2011 through March 2011, the Governance Committee was composed of Messrs. Michael L. Ainslie, Durden, John S. Lord and Walter L. Revell. From March 2011 to May 2011, the Governance Committee was composed of Governor Crist, Mr. Frank and Ms. Kesler. From May 2011 to date, the Governance Committee has been composed of those directors set forth in the table above.

⁽⁴⁾ From January 2011 through March 2011, the Compensation Committee was composed of Messrs. Durden, John S. Lord and Thomas Fanning and Ms. Kesler. From March 2011 to October 2011, the Compensation Committee was composed of Ms. Kesler, Governor Crist and Mr. Fernandez. From October 2011 to date, the Compensation Committee has been composed of those directors set forth in the table above.

⁽⁵⁾ From January 2011 through March 2011, the Audit Committee was composed of Messrs. Thomas Fanning, Michael L. Ainslie, John S. Lord and Walter L. Revell and Ms. Kesler. From March 2011 through September 2011, the Audit Committee was composed of Messrs. Thomas Fanning and Frank and Ms. Kesler. From September 2011 to date, the Audit Committee has been composed of those directors set forth in the table above.

Board and Committee Meetings

The Board met 18 times in 2011. Each member of the Board, other than Mr. Murphy, attended at least 75% of the meetings of the Board and committees on which he or she served in 2011. Non-management directors meet

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in executive session without management at each regularly scheduled Board meeting. Our Chairman of the Board presides during such sessions. Board members are expected to attend our annual meetings. At our 2011 annual meeting, all members of the Board were present.

Audit and Finance Committee

Responsibilities

The Audit Committee's responsibilities include:

appointing our independent auditors and monitoring their performance, qualifications and independence;