



Governance and Nominating Committee Charter

Purpose

The Governance and Nominating Committee (the "Committee") is established by the Board of Directors (the "Board") of The St. Joe Company and its subsidiaries (the "Company") primarily for the purpose of (1) assisting the Board by identifying individuals qualified to become members of the Board and recommending to the Board candidates to stand for election at the next annual meeting of shareholders, (2) assessing and reporting to the Board as to the independence of each director, (3) monitoring significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies, and taking a leadership role in shaping the corporate governance of the Company, (4) leading the Board in its annual self-evaluation, and evaluation of each of the Board committees and management, including establishing criteria to be used in connection with such evaluation, and (5) developing and making recommendations to the Board with respect to a set of corporate governance guidelines applicable to the Company.

Composition

Members. The Committee shall consist of three or more members of the Board. The members of the Committee shall be appointed annually by the Board upon the recommendation of the Committee.

Qualifications. Each Committee member shall meet the independence criteria of the rules of the New York Stock Exchange ("NYSE"), as such requirements are interpreted by the Board in its business judgment, and shall be free of any relationship that, in the opinion of the Board, may interfere with his or her exercise of independent judgment as a Committee member.

Chair. The Chair of the Committee shall be appointed by the Board, upon recommendation of the Committee.

Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board, upon recommendation of the Committee.

Operations

Meetings. The Committee shall meet at least two times a year, with authority to convene additional meetings as circumstances require. The Committee shall periodically meet in executive session without management. The Committee may invite any officer or employee of the Company to attend meetings.

Quorum. A majority of the total number of members constitutes a quorum of the Committee. A majority of the members of the Committee in attendance at a meeting, where a quorum is present, is empowered to act on behalf of the Committee, except as may be provided otherwise in this Charter. The Committee may delegate any of its responsibilities, as it deems appropriate, to a subcommittee composed of one or more members.

Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee and the Board and senior management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

Reports to Board. The Committee shall report regularly to the entire Board and shall submit to the Board the minutes of its meetings.

Self-Evaluation. The Committee shall prepare and review with the Board an annual performance evaluation of the Committee. The evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.

Assessment of Charter. The Committee shall review this Charter annually and recommend to the Board any improvements to this Charter that the Committee deems necessary or desirable.

Authorities and Duties

In furtherance of the Committee's purpose, and in addition to any other responsibilities which may be properly assigned by the Board from time to time hereunder, the Committee shall have the following authorities and duties:

1. Establish criteria for the selection of directors, and make recommendations to the Board with respect thereto. The Committee shall take into account the following desired attributes:

- proven strength of character, mature judgment, objectivity, intelligence and highest personal and business ethics, integrity and values,
- reputation, both personal and professional, consistent with the Company's image and reputation,
- sufficient time and commitment to devote to carrying out the duties and responsibilities of Board membership,
- ability and willingness to serve on the Board for an extended period of time to develop knowledge about the Company's businesses,
- financial knowledge and experience, including qualification as a financial expert or financially literate as defined by the Securities and Exchange Commission ("SEC") and NYSE, and
- independence, as defined by the SEC and NYSE, and willingness to represent the best interests of all shareholders and observe the fiduciary duties that a director owes to the shareholders.

In addition, a director candidate must have, when considered with the collective experience of other Board members, appropriate qualifications and skills that have been developed through extensive business experience, including the following:

- interpersonal and leadership skills,
- proven track record of excellence in their field of expertise,
- not subject to any disqualifying factor as described in the Company's Code of Business Conduct and Ethics (i.e., relationships with competitors, suppliers, contractors or consultants), and
- significant business and professional expertise with high-level managerial experience in complex organizations, including accounting and finance, real estate, government, banking, educational or other comparable institutions.

The Committee seeks a diverse group of candidates, including diversity with respect to age, gender, ethnic background and national origin, who combine a broad spectrum of backgrounds, experience, skills and expertise and who would make a significant contribution to the Board, the Company and the Company's shareholders.

2. Identify individuals believed to be qualified to become Board members, consistent with the established criteria, and select, and recommend to the Board, the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. The Committee shall consider all candidates recommended by the Company's shareholders in accordance with the procedures set forth in the Company's annual proxy statement and the Company's Bylaws. The Committee shall oversee the process for conducting background checks of candidates for the Board of Directors.

3. Recommend to the Board, after consultation with the Chair of the Board, assignments of committee members and chairs for each committee of the Board and removal of committee members, if necessary. In recommending a candidate for Committee membership, the Committee shall take into consideration each Board member's desires, tenure and subject matter expertise, the need for both continuity and fresh ideas and perspectives, the benefit of the rotation of committee Chairs and applicable SEC, NYSE and other legal requirements.

4. Review commercial and other relationships between directors and the Company to make a determination regarding the independence of each director and review related party transactions involving any director or nominee for director, or any of their immediate family members or related firms and make a recommendation to the Board as to the independence of each director.

5. Review, at least annually, all Board members significant commitments, including their service on the boards of other public companies.

6. Establish procedures and the criteria for the Committee to exercise oversight of the evaluation of the performance and effectiveness of the Board, Board committees and management.

7. Prior to the nomination of a director for re-election, assess the performance of each director whose term is expiring and determine whether that director should be nominated for election to an additional term. This determination is to be made following an assessment of the director's performance, including the following factors: the director's attendance, understanding of the Company's businesses, understanding of the Company's strategies, overall level of involvement, contributions to the Board, number of other boards on which the director serves, any change in the independence of the director, and any change in status of the director.

8. Determine whether to request that a non-employee director tender his or her resignation upon a substantial change in the principal occupation or business association of the director from the position he or she held when originally invited to join the Board.
9. Consider and recommend to the Board the action that should be taken when a director receives a greater number of "against" votes than "for" votes in an uncontested election of such director.
10. Review, and make recommendations to the Board with respect to, the size, structure, composition, independence, processes and practices of the Board and Board committees.
11. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and review those guidelines at least annually.
12. Review and determine whether to approve any requests by the Company's directors or executive officers for exceptions to the Code of Business Conduct and Ethics.
13. Approve related person transactions involving any Board member or any executive officer.
14. Assist management in the preparation of the disclosure in the Company's annual proxy statement and other documents filed with the SEC regarding director independence and the operations of the Committee.
15. Monitor on an ongoing basis the Board's compliance with regulations related to director independence, and make recommendations to the Board for changes when appropriate.
16. Oversee the orientation process for new directors and review and evaluate the process to ensure its effectiveness.
17. Oversee the Company's positions on and policies in respect to significant shareholder relations issues, including all proposals submitted by shareholders for inclusion in the Company's proxy statement.
18. Establish procedures for receipt of communications from shareholders and, as appropriate, recommend to the Board actions to be taken in response to such communications.
19. Review with the Company's counsel the Company's compliance with applicable laws and regulations, inquiries received from regulators or governmental agencies and legal matters, to the extent they may involve misconduct or illegal or unethical behavior by corporate officers or directors.
20. Identify and investigate emerging corporate governance issues and trends which may affect the Company.
21. Have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of counsel or other advisors, experts or consultants, as it deems appropriate, in its sole discretion, without seeking approval of the Board or management. The Company shall pay all fees and expenses for any such advisors retained by the Committee.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its oversight function. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.