



Director's Compensation

The St. Joe Company Directors' Compensation

Cash Compensation. The Company provides non-employee directors the following fees:

- \$50,000 annual retainer for each non-employee director;
- \$5,000 to the Chair of the Governance and Nominating Committee;
- \$7,500 to the Chair of the Compensation Committee;
- \$15,000 to the Chair of the Audit and Finance Committee; and
- \$50,000 to the Chairman of the Board.

All fees are paid quarterly in advance. We do not pay meeting fees. Mr. Greene is the only director who is also an employee of the Company, and he receives no additional compensation for his service as a director. The Compensation Committee reviews and approves director compensation annually.

Directors may elect to receive their annual fees in common stock in lieu of cash having an aggregate value equal to \$62,500, or 1.25 times the cash-only retainer of \$50,000. Directors may also elect to receive a combination of common stock in the amount of \$42,500 and cash in the amount of \$20,000. Committee chairs and the Chairman of the Board may also elect to receive their additional retainers in the form of common stock at a value equal to 1.25 times the additional cash retainer. Shares of common stock issued in lieu of cash fees are granted on the first business day of each quarter.

Stock Compensation. Each director is granted 1,500 shares of Company common stock annually in May upon re-election to the Board. Directors are required to own a minimum of 5,000 shares of Company common stock or a minimum total intrinsic value of \$275,000. Each director has also agreed to retain ownership of any shares of common stock received until the earlier of five years from the date of grant or the director's retirement from the board.

Expense Reimbursement. We reimburse directors for travel expenses related to attending Board and committee meetings. In certain circumstances, we will pay the costs for directors to fly on our corporate airplane to attend Board and committee meetings. We also invite director spouses to accompany directors to our May board meeting, for which we pay or reimburse travel expenses.

We also reimburse directors for seminar fees and travel expenses associated with attending one approved educational seminar each year. Participation in the Company's health insurance program is available for directors at their expense.

Charitable Matching Program. We have chosen to support the charitable and civic activities of our directors. We will match each director's cash contributions to charities in which he or she serves as an officer or trustee up to an aggregate annual amount of \$5,000 per director. We will also contribute to events at which directors are recognized for their services to charitable or civic causes.