

REFINITIV

DELTA REPORT

10-Q

JOE - ST JOE CO

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS	2146
CHANGES	587
DELETIONS	912
ADDITIONS	647

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

Form 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2023 March 31, 2024

or

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

For the transition period from to .

Commission file number: 1-10466

The St. Joe Company
(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction of
incorporation or organization)

59-0432511
(I.R.S. Employer
Identification No.)

130 Richard Jackson Boulevard, Suite 200
Panama City Beach, Florida
(Address of principal executive offices)

32407
(Zip Code)

(850) 231-6400
(Registrant's telephone number, including area code)
Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Exchange on Which Registered
Common Stock, no par value	JOE	New York Stock Exchange

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

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

As of **October 23, 2023** **April 22, 2024**, there were **58,372,040** **58,397,506** shares of common stock, no par value, outstanding.

[Table of Contents](#)

THE ST. JOE COMPANY
INDEX

	Page No.
PART I - FINANCIAL INFORMATION	
Item 1. Financial Statements (Unaudited)	3
Condensed Consolidated Balance Sheets - September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023	3
Condensed Consolidated Statements of Income - Three and Nine Months Ended September 30, 2023 March 31, 2024 and 2022 2023	5
Condensed Consolidated Statements of Comprehensive Income - Three and Nine Months Ended September 30, 2023 March 31, 2024 and 2022 2023	6
Condensed Consolidated Statements of Changes in Stockholders' Equity - Three and Nine Months Ended September 30, 2023 March 31, 2024 and 2022 2023	7
Condensed Consolidated Statements of Cash Flows - Nine Three Months Ended September 30, 2023 March 31, 2024 and 2022 2023	9 8
Notes to the Condensed Consolidated Financial Statements	11 10
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	48 41
Item 3. Quantitative and Qualitative Disclosures About Market Risk	80 66
Item 4. Controls and Procedures	80 67
PART II - OTHER INFORMATION	
Item 1. Legal Proceedings	80 67
Item 1A. Risk Factors	80 67

[Item 2. Unregistered Sales of Equity Securities and Use of Proceeds](#)

80 67

[Item 3. Defaults Upon Senior Securities](#)

81 67

[Item 4. Mine Safety Disclosures](#)

81 67

[Item 5. Other Information](#)

81 67

[Item 6. Exhibits](#)

81 68

[SIGNATURES](#)

82 69

[Table of Contents](#)

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

THE ST. JOE COMPANY CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in thousands)

(Unaudited)

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
ASSETS				
Investment in real estate, net	\$ 1,011,400	\$ 996,261	\$1,022,927	\$ 1,018,618
Investment in unconsolidated joint ventures	68,406	50,025	71,229	66,356
Cash and cash equivalents	91,998	37,747	89,768	86,068
Investments - debt securities	9,975	40,576		
Other assets	87,027	61,729	84,854	82,243
Property and equipment, net of accumulated depreciation of \$75,875 and \$67,133 as of September 30, 2023 and December 31, 2022, respectively	69,133	39,638		
Property and equipment, net of accumulated depreciation of \$82,635 and \$80,423 as of March 31, 2024 and December 31, 2023, respectively			65,075	66,049
Investments held by special purpose entities	204,167	204,863	203,805	204,196
Total assets	\$ 1,542,106	\$ 1,430,839	\$1,537,658	\$ 1,523,530
LIABILITIES AND EQUITY				
Liabilities:				
Debt, net	\$ 453,116	\$ 385,860	\$ 451,990	\$ 453,640
Accounts payable and other liabilities	91,199	94,371	65,429	58,573
Deferred revenue	55,489	38,936	64,512	62,836
Deferred tax liabilities, net	70,581	82,706	72,616	71,829
Senior Notes held by special purpose entity	178,085	177,857	178,241	178,162
Total liabilities	848,470	779,730	832,788	825,040
Commitments and contingencies (Note 18)				
Equity:				

Common stock, no par value; 180,000,000 shares authorized; 58,372,040 and 58,335,541 issued and outstanding at September 30, 2023 and December 31, 2022, respectively	270,621	270,028		
Common stock, no par value; 180,000,000 shares authorized; 58,397,506 and 58,372,040 issued and outstanding at March 31, 2024 and December 31, 2023, respectively			271,079	270,848
Retained earnings	404,191	358,344	417,280	410,371
Accumulated other comprehensive income	2,575	2,430	2,041	1,843
Total stockholders' equity	677,387	630,802	690,400	683,062
Non-controlling interest	16,249	20,307	14,470	15,428
Total equity	693,636	651,109	704,870	698,490
Total liabilities and equity	\$ 1,542,106	\$ 1,430,839	\$1,537,658	\$ 1,523,530

See accompanying notes to the condensed consolidated financial statements.

[Table of Contents](#)

THE ST. JOE COMPANY
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in thousands)
(Unaudited)

The following presents the portion of the condensed consolidated balances attributable to the Company's consolidated joint ventures ("JV"), which, as of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, include the Pier Park North **joint Venture JV** ("Pier Park North JV"), Pier Park Crossings LLC ("Pier Park Crossings JV"), Origins Crossings, LLC ("Watersound Origins Crossings JV"), SJWCSL, LLC ("Watercrest JV"), Watersound Closings & Escrow, LLC ("Watersound Closings JV"), Pier Park Crossings Phase II LLC ("Pier Park Crossings Phase II JV"), Mexico Beach Crossings, LLC ("Mexico Beach Crossings JV"), Pier Park Resort Hotel, LLC ("Pier Park Resort Hotel JV"), the 30A Greenway Hotel, LLC ("The Lodge 30A JV"), Panama City Timber Finance Company, LLC and Northwest Florida Timber Finance, LLC. See Note 2. *Summary of Significant Accounting Policies. Basis of Presentation and Principles of Consolidation* and Note 4. *Joint Ventures* for additional information. The following assets may only be used to settle obligations of the consolidated **joint ventures JVs** and the following liabilities are only obligations of the consolidated **joint ventures JVs** and do not have recourse to the general credit of the Company, except for covenants and guarantees discussed in Note 9. *Debt, Net*.

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
ASSETS				
Investment in real estate, net	\$ 265,406	\$ 272,395	\$262,639	\$ 264,837
Cash and cash equivalents	4,216	7,353	3,873	4,851
Other assets	20,366	16,804	13,376	15,596
Property and equipment, net	23,185	7,219	21,038	22,241
Investments held by special purpose entities	204,167	204,863	203,805	204,196
Total assets	\$ 517,340	\$ 508,634	\$504,731	\$ 511,721
LIABILITIES				
Debt, net	\$ 275,745	\$ 243,447	\$274,793	\$ 275,757
Accounts payable and other liabilities	11,541	18,834	6,617	8,384
Deferred revenue	198	234	178	307
Senior Notes held by special purpose entity	178,085	177,857	178,241	178,162
Total liabilities	\$ 465,569	\$ 440,372	\$459,829	\$ 462,610

See accompanying notes to the condensed consolidated financial statements.

[Table of Contents](#)

THE ST. JOE COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Dollars in thousands except per share amounts)
(Unaudited)

	Three Months Ended		Nine Months Ended		Three Months Ended	
	September 30,		September 30,		March 31,	
	2023	2022	2023	2022	2024	2023
Revenue:						
Real estate revenue	\$ 39,947	\$ 17,330	\$ 144,296	\$ 82,132	\$ 34,188	\$ 36,702
Hospitality revenue	47,369	29,035	116,967	74,912	39,257	24,499
Leasing revenue	13,084	10,049	37,252	28,215	14,342	11,790
Timber revenue	990	1,162	4,032	5,438		
Total revenue	101,390	57,576	302,547	190,697	87,787	72,991
Expenses:						
Cost of real estate revenue	21,059	7,229	72,504	35,324	16,033	20,345
Cost of hospitality revenue	36,159	21,959	92,407	58,238	30,343	22,927
Cost of leasing revenue	6,795	4,946	18,709	12,596	7,175	5,372
Cost of timber revenue	202	172	572	577		
Corporate and other operating expenses	6,170	5,322	17,426	16,493	7,102	5,721
Depreciation, depletion and amortization	10,712	5,771	27,502	16,263	11,182	7,322
Total expenses	81,097	45,399	229,120	139,491	71,835	61,687
Operating income	20,293	12,177	73,427	51,206	15,952	11,304
Other income (expense):						
Investment income, net	3,649	2,735	9,753	7,531	3,441	2,921
Interest expense	(8,411)	(4,727)	(21,827)	(12,951)	(8,553)	(6,209)
Gain on contributions to unconsolidated joint ventures	76	1,430	633	2,001	14	530
Equity in income from unconsolidated joint ventures	8,708	2,481	18,409	3,415	7,360	3,663
Other income, net	1,150	2,128	3,332	6,045		
Other (expense) income, net					(463)	713
Total other income, net	5,172	4,047	10,300	6,041	1,799	1,618
Income before income taxes	25,465	16,224	83,727	57,247	17,751	12,922
Income tax expense	(6,764)	(4,163)	(21,709)	(14,643)	(4,649)	(3,441)
Net income	18,701	12,061	62,018	42,604	13,102	9,481
Net loss attributable to non-controlling interest	708	286	2,509	194	813	909
Net income attributable to the Company	\$ 19,409	\$ 12,347	\$ 64,527	\$ 42,798	\$ 13,915	\$ 10,390
NET INCOME PER SHARE ATTRIBUTABLE TO THE COMPANY						
Basic	\$ 0.33	\$ 0.21	\$ 1.11	\$ 0.73	\$ 0.24	\$ 0.18

Diluted	\$ 0.33	\$ 0.21	\$ 1.11	\$ 0.73	\$ 0.24	\$ 0.18
WEIGHTED AVERAGE SHARES OUTSTANDING						
Basic	58,314,117	58,814,972	58,312,461	58,859,723	58,320,489	58,309,093
Diluted	58,334,828	58,814,972	58,320,499	58,861,440	58,341,335	58,309,093

See accompanying notes to the condensed consolidated financial statements.

[Table of Contents](#)

THE ST. JOE COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Dollars in thousands)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2023	2022	2024	2023
Net income:	\$ 18,701	\$ 12,061	\$62,018	\$42,604	\$13,102	\$ 9,481
Other comprehensive income (loss):						
Net unrealized (loss) gain on available-for-sale investments	(6)	(31)	247	(686)		
Net unrealized gain on available-for-sale investments					—	227
Interest rate swaps	606	1,427	1,010	4,540	751	(582)
Interest rate swap - unconsolidated joint venture	58	307	172	615	93	(37)
Reclassification of net realized (gain) loss included in earnings	(473)	15	(1,281)	150		
Reclassification of net realized gain included in earnings					(485)	(360)
Total before income taxes	185	1,718	148	4,619	359	(752)
Income tax expense	(33)	(327)	(50)	(828)		
Total other comprehensive income, net of tax	152	1,391	98	3,791		
Income tax (expense) benefit					(67)	121
Total other comprehensive income (loss), net of tax					292	(631)
Total comprehensive income, net of tax	18,853	13,452	62,116	46,395	13,394	8,850
Total comprehensive loss (income) attributable to non-controlling interest	654	(142)	2,556	(1,161)		
Total comprehensive loss attributable to non-controlling interest					719	1,183
Total comprehensive income attributable to the Company	\$ 19,507	\$ 13,310	\$64,672	\$45,234	\$14,113	\$10,033

See accompanying notes to the condensed consolidated financial statements.

[Table of Contents](#)

THE ST. JOE COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Dollars in thousands)
(Unaudited)

	Accumulated						
	Common Stock		Retained Earnings	Other	Treasury Stock	Non-controlling Interest	Total
	Outstanding			Comprehensive Income			
	Shares	Amount		Income			
Balance at June 30, 2023	58,372,040	\$ 270,395	\$ 391,787	\$ 2,477	\$ —	\$ 17,051	\$ 681,710
Capital distribution to non-controlling interest	—	—	—	—	—	(148)	(148)
Stock based compensation expense	—	226	—	—	—	—	226
Dividends (\$0.12 per share)	—	—	(7,005)	—	—	—	(7,005)
Other comprehensive income, net of tax	—	—	—	98	—	54	152
Net income (loss)	—	—	19,409	—	—	(708)	18,701
Balance at September 30, 2023	58,372,040	\$ 270,621	\$ 404,191	\$ 2,575	\$ —	\$ 16,249	\$ 693,636

	Accumulated						
	Common Stock		Retained Earnings	Other Comprehensive Income	Treasury Stock	Non-controlling Interest	Total
	Outstanding Shares	Amount					
Balance at June 30, 2022	58,907,744	\$ 297,021	\$ 329,593	\$ 1,084	\$ (180)	\$ 19,922	\$ 647,440
Capital contribution from non-controlling interest	—	—	—	—	—	1,579	1,579
Capital distribution to non-controlling interest	—	—	—	—	—	(431)	(431)
Stock based compensation expense	—	108	—	—	—	—	108
Repurchase of common shares	(572,203)	—	—	—	(19,792)	—	(19,792)
Dividends (\$0.10 per share)	—	—	(5,891)	—	—	—	(5,891)
Other comprehensive income, net of tax	—	—	—	963	—	428	1,391
Net income (loss)	—	—	12,347	—	—	(286)	12,061
Balance at September 30, 2022	58,335,541	\$ 297,129	\$ 336,049	\$ 2,047	\$ (19,972)	\$ 21,212	\$ 636,465

See accompanying notes to the condensed consolidated financial statements.

(Dollars in thousands)

(Unaudited)

		Common Stock						Accumulated Other				Common Stock		Accumula					
		Outstanding		Retained	Comprehensive	Treasury	Non-controlling	Total	Outstanding		Retained	Comprel							
		Shares	Amount	Earnings	Income	Stock	Interest		Shares	Amount	Earnings	Incc							
Balance	at																		
December	31,																		
2022		58,335,541	\$ 270,028	\$ 358,344	\$ 2,430	\$ —	\$ 20,307	\$ 651,109											
Capital																			
contributions																			
from non-																			
controlling																			
interest		—	—	—	—	—	740	740											
Balance	at																		
December	31,																		
2023														58,372,040	\$ 270,848	\$ 410,371	\$		
Capital																			
distributions to																			
non-controlling																			
interest		—	—	—	—	—	(2,242)	(2,242)	—	—	—								
Issuance of																			
restricted stock		36,499	—	—	—	—	—	—											
Issuance of																			
restricted																			
stock, net of																			
forfeitures														25,466	—	—			
Stock based																			
compensation																			
expense		—	593	—	—	—	—	593	—	231	—								
Dividends																			
(\$0.32 per																			
share)		—	—	(18,680)	—	—	—	(18,680)											
Other																			
comprehensive																			
income (loss),																			
net of tax		—	—	—	145	—	(47)	98											
Dividends																			
(\$0.12 per																			
share)														—	—	(7,006)			
Other																			
comprehensive																			
income, net of																			
tax														—	—	—			
Net income																			
(loss)		—	—	64,527	—	—	(2,509)	62,018	—	—	13,915								
Balance	at																		
September	30,																		
2023		58,372,040	\$ 270,621	\$ 404,191	\$ 2,575	\$ —	\$ 16,249	\$ 693,636											
Balance	at																		
March 31, 2024														58,397,506	\$ 271,079	\$ 417,280	\$		

Common Stock		Accumulated Other		Common Stock		Acc	
--------------	--	-------------------	--	--------------	--	-----	--

	Outstanding		Retained	Comprehensive	Treasury	Non-controlling	Total	Outstanding		Retained	C
	Shares	Amount	Earnings	(Loss) Income	Stock	Interest		Shares	Amount	Earnings	
Balance at December 31, 2021	58,882,549	\$ 296,873	\$ 310,925	\$ (389)	\$ —	\$ 18,691	\$ 626,100				
Balance at December 31, 2022								58,335,541	\$ 270,028	\$ 358,344	\$
Capital contributions from non-controlling interest	—	—	—	—	—	3,613	3,613	—	—	—	
Capital distributions to non-controlling interest	—	—	—	—	—	(2,253)	(2,253)	—	—	—	
Issuance of restricted stock	29,955	—	—	—	—	—	—	36,499	—	—	
Stock based compensation expense	—	256	—	—	—	—	256	—	141	—	
Repurchase of common shares	(576,963)	—	—	—	(19,972)	—	(19,972)				
Dividends (\$0.30 per share)	—	—	(17,674)	—	—	—	(17,674)				
Other comprehensive income, net of tax	—	—	—	2,436	—	1,355	3,791				
Dividends (\$0.10 per share)								—	—	(5,837)	
Other comprehensive loss, net of tax								—	—	—	
Net income (loss)	—	—	42,798	—	—	(194)	42,604	—	—	10,390	
Balance at September 30, 2022	58,335,541	\$ 297,129	\$ 336,049	\$ 2,047	\$ (19,972)	\$ 21,212	\$ 636,465				
Balance at March 31, 2023								58,372,040	\$ 270,169	\$ 362,897	\$

See accompanying notes to the condensed consolidated financial statements.

THE ST. JOE COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

	Nine Months Ended		Three Months Ended	
	September 30,		March 31,	
	2023	2022	2024	2023
Cash flows from operating activities:				
Net income	\$ 62,018	\$ 42,604	\$ 13,102	\$ 9,481
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation, depletion and amortization	27,502	16,263	11,182	7,322
Stock based compensation	593	256	231	141
Unrealized gain on investments, net	—	(91)		
Equity in income from unconsolidated joint ventures, net of distributions	(14,658)	(3,114)	(3,212)	(2,432)
Deferred income tax (benefit) expense	(12,173)	3,471		
Deferred income tax			719	(4,328)
Cost of real estate sold	68,878	32,564	14,829	19,072
Expenditures for and acquisition of real estate to be sold	(64,452)	(69,699)	(17,180)	(25,557)
Accretion income and other	(2,694)	(1,069)	(206)	(414)
Loss on disposal of property and equipment	2	181		
Loss (gain) on disposal of property and equipment			528	(3)
Gain on contributions to unconsolidated joint ventures	(633)	(2,001)	(14)	(530)
Gain on insurance for damage to property and equipment, net	—	(4,186)	(178)	—
Loss on extinguishment of debt	133	130	—	133
Changes in operating assets and liabilities:				
Other assets	(8,767)	15,755	2,112	3,925
Deferred revenue	6,308	3,039	1,866	1,399
Accounts payable and other liabilities	30,229	(3,845)	3,829	10,963
Net cash provided by operating activities	92,286	30,258	27,608	19,172
Cash flows from investing activities:				
Expenditures for operating property	(107,391)	(156,478)	(11,890)	(42,372)
Expenditures for property and equipment	(4,452)	(3,384)	(2,384)	(1,659)
Proceeds from the disposition of assets	71	17	74	9
Proceeds from insurance claims	—	4,186	178	—
Purchases of investments - debt securities	(37,407)	(97,133)	—	(9,766)
Maturities of investments - debt securities	69,000	99,000	—	28,000
Sales of investments - debt securities	—	12,980		
Sales of investments - equity securities	—	207		
Capital contributions to unconsolidated joint ventures	(2,305)	(2,505)	(1,156)	(1,893)
Capital distributions from unconsolidated joint ventures	235	3,203	75	75
Maturities of assets held by special purpose entities	787	785	414	415
Net cash used in investing activities	(81,462)	(139,122)	(14,689)	(27,191)
Cash flows from financing activities:				
Capital contributions from non-controlling interest	740	3,613	—	214
Capital distributions to non-controlling interest	(2,242)	(2,253)	(239)	(2,094)
Repurchase of common shares	—	(19,972)		
Dividends paid	(18,665)	(17,666)	(7,001)	(5,832)
Borrowings on debt	118,255	119,043	91	81,446
Principal payments for debt	(50,116)	(19,535)	(2,269)	(45,938)
Principal payments for finance leases	(111)	(89)	(43)	(34)
Debt issuance costs	(954)	(1,876)	—	(862)
Net cash provided by financing activities	46,907	61,265		
Net increase (decrease) in cash, cash equivalents and restricted cash	57,731	(47,599)		

Net cash (used in) provided by financing activities			(9,461)	26,900
Net increase in cash, cash equivalents and restricted cash			3,458	18,881
Cash, cash equivalents and restricted cash at beginning of the period	45,303	74,400	90,770	45,303
Cash, cash equivalents and restricted cash at end of the period	<u>\$ 103,034</u>	<u>\$ 26,801</u>	<u>\$ 94,228</u>	<u>\$ 64,184</u>

See accompanying notes to the condensed consolidated financial statements.

98

[Table of Contents](#)

THE ST. JOE COMPANY
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION
(Dollars in thousands)
(Unaudited)

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the amounts shown in the condensed consolidated statements of cash flows.

	September 30, 2023	September 30, 2022	March 31, 2024	March 31, 2023
Cash and cash equivalents	\$ 91,998	\$ 18,846	\$89,768	\$57,152
Restricted cash included in other assets	11,036	7,955	4,460	7,032
Total cash, cash equivalents and restricted cash shown in the accompanying condensed consolidated statements of cash flows	\$ 103,034	\$ 26,801	\$94,228	\$64,184

Restricted cash includes amounts reserved as a requirement of financing, development, or advance draws on construction loans for certain of the Company's projects.

	Nine Months Ended September 30,	
	2023	2022
Cash paid during the period for:		
Interest, net of amounts capitalized	\$ 22,951	\$ 14,260
Income taxes	\$ 11,100	\$ 13,411
Non-cash investing and financing activities:		
Non-cash contributions to unconsolidated joint ventures	\$ (1,575)	\$ (3,707)
Decrease in Community Development District debt, net	\$ (686)	\$ (177)
Transfers of expenditures for operating property to property and equipment	\$ 35,562	\$ 8,671
(Decrease) increase in expenditures for operating properties and property and equipment financed through accounts payable	\$ (19,070)	\$ 12,302
Unrealized gain on cash flow hedges	\$ 546	\$ 5,155
	Three Months Ended March 31,	
	2024	2023
Cash paid during the period for:		
Interest, net of amounts capitalized	\$ 10,428	\$ 8,117
Federal income taxes	\$ 5,000	\$ —

Non-cash investing and financing activities:

Non-cash contributions to unconsolidated joint ventures	\$	(106)	\$	(1,249)
Increase (decrease) in Community Development District debt, net	\$	357	\$	(141)
Transfers of expenditures for operating property to property and equipment	\$	1,173	\$	4,121
Increase (decrease) in expenditures for operating properties and property and equipment financed through accounts payable	\$	915	\$	(4,595)
Unrealized gain (loss) on cash flow hedges	\$	751	\$	(705)

See accompanying notes to the condensed consolidated financial statements.

109

[Table of Contents](#)

THE ST. JOE COMPANY
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, unless otherwise stated)
(Unaudited)

1. Nature of Operations

The St. Joe Company together with its consolidated subsidiaries ("St. Joe" or the "Company") is a Florida real estate development, asset management and operating company with all of its real estate assets and operations in Northwest Florida. Approximately 86% 87% of the Company's real estate is located in Florida's Bay, Gulf, and Walton counties. Approximately 90% of the Company's real estate land holdings are located within fifteen miles of the Gulf of Mexico.

The Company conducts primarily all of its business in the following three reportable segments: 1) residential, 2) hospitality and 3) commercial. See Note 17. *Segment Information*.

2. Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The accompanying unaudited interim condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") for reporting on Form 10-Q. Accordingly, certain information and footnotes required by United States generally accepted accounting principles ("GAAP") for complete financial statements are not included herein. The unaudited interim condensed consolidated financial statements include the accounts of the Company and all of its majority-owned and controlled subsidiaries, voting interest entities where the Company has a majority voting interest or control and variable interest entities where the Company deems itself the primary beneficiary. Investments in joint ventures ("JV") JVs in which the Company is not the primary beneficiary, or a voting interest entity where the Company does not have a majority voting interest or control, but has significant influence are unconsolidated and accounted for by the equity method. All significant intercompany transactions and balances have been eliminated in consolidation. The December 31, 2022 December 31, 2023 condensed consolidated balance sheet amounts have been derived from the Company's December 31, 2022 December 31, 2023 audited consolidated financial statements. Certain prior period amounts in the accompanying condensed consolidated financial statements have been reclassified to conform to the current year presentation. These The reclassifications had no effect on the Company's previously reported total assets and liabilities, stockholders' equity or net income. Operating results for the nine three months ended September 30, 2023 March 31, 2024 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2023 December 31, 2024.

A variable interest entity ("VIE") is an entity in which a controlling financial interest may be achieved through arrangements that do not involve voting interests. A VIE is required to be consolidated by its primary beneficiary, which is the entity that possesses the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and has the obligation to absorb losses or the right to

receive benefits from the VIE that are significant to the VIE. The Company consolidates VIEs when it is the primary beneficiary of the VIE. The Company continues to evaluate whether it is the primary beneficiary as needed when assessing reconsideration events. See Note 4. *Joint Ventures*.

The unaudited interim condensed consolidated financial statements reflect all normal recurring adjustments that, in the opinion of management, are necessary for fair presentation of the information contained herein. The unaudited interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023**. The Company adheres to the same accounting policies in preparation of its unaudited interim condensed consolidated financial statements as the Company's **December 31, 2022** **December 31, 2023** annual financial statements, except for any recently adopted accounting pronouncements. As required under GAAP, interim accounting for certain expenses, including income taxes, are based on full year assumptions. For interim financial reporting purposes, income taxes are recorded based upon estimated annual income tax rates.

11 10

[Table of Contents](#)

Concentration of Risks and Uncertainties

All of the Company's real estate assets are concentrated in Northwest Florida. Uncertain economic conditions could have an adverse impact on the Company's operations and asset values.

Throughout the first **nine three** months of **2023, 2024**, the Company continued to generate positive financial results. While macroeconomic factors such as inflation, **rising elevated** interest rates, **and higher** insurance costs, supply chain disruptions, **labor shortages**, financial institution disruptions and geopolitical conflicts, among other things, **have created continued to produce** economic headwinds and impacted buyer sentiment, demand across the Company's segments remains strong. The Company believes this is primarily **the result of due to** the continued growth of Northwest Florida **as a result of increased migration**, which the Company attributes to the region's high quality of life, natural beauty and outstanding **amenities, as well as the evolving flexibility in the workplace. amenities.**

Despite the strong demand across the Company's segments, the Company also continues to feel the impact from the aforementioned macroeconomic **factors, including supply chain disruptions which have extended the time to complete hospitality and commercial projects. factors.** In addition, inflation, **and rising higher** insurance costs and **elevated** interest rates, have increased operating costs and loan rates, as compared to **prior periods. In addition, while rising recent years. While elevated** interest rates have negatively impacted buyers' ability to obtain financing and the housing market generally, the impact has been offset by the net migration into the Company's markets, limited housing supply relative to demand and the number of cash buyers. Market conditions have **also not led to increased caused an increase in** cancellation rates as homebuilders have continued to perform on their contractual obligations with the Company.

Given our diverse portfolio of residential holdings, the mix of sales and pricing from different communities may **also** impact revenue and margins period over period.

Financial instruments that potentially subject the Company to a concentration of credit risk consist of cash, cash equivalents, **investments,** other receivables and investments held by special purpose entity or entities ("SPE"). The Company deposits and invests cash with local, regional and national financial institutions, and as of **September 30, 2023 March 31, 2024**, these balances exceeded the amount of F.D.I.C. insurance provided on such deposits. In addition, as of **September 30, 2023 March 31, 2024**, the Company had **\$48.8 million \$59.9 million** invested in short-term U.S. Treasury Bills and **\$1.6 million \$2.1 million** invested in U.S. Treasury Money Market Funds classified as cash and cash **equivalents and \$10.0 million invested in U.S. Treasury Bills classified as investments – debt securities. equivalents.**

Earnings Per Share

Basic earnings per share is calculated by dividing net income attributable to the Company by the basic weighted average number of common shares outstanding for the period. Diluted earnings per share is calculated by dividing net income attributable to the Company by the weighted average number of shares of common stock outstanding for the period, including potential dilutive common shares. The treasury stock method is used to determine the effect on diluted earnings. For the **nine three** months ended **September 30, 2023 March 31, 2024** and

2022, 2023, the Company had 57,923 65,688 and 29,955, 57,923, respectively, unvested shares of restricted stock. For the three months ended September 30, 2023 March 31, 2024 and 2022, 37,212 2023, 44,842 and 29,955, respectively, potentially dilutive restricted stock units were excluded from the calculation of diluted income per share and for the nine months ended September 30, 2023 and 2022, 49,885 and 26,784, 57,923, respectively, potentially dilutive restricted stock units were excluded from the calculation of diluted income per share, since the effect would have been anti-dilutive based on the application of the treasury stock method. See Note 14. *Stockholders' Equity* for additional information related to the issuance of common stock for employee compensation.

12 11

Table of Contents

The computation of basic and diluted earnings per share are as follows:

	Three Months Ended September 30, Nine Months Ended September 30,				Three Months Ended March 31,	
	2023	2022	2023	2022	2024	2023
	(Dollars in thousands except per share amounts)					
Income						
Net income attributable to the Company	\$ 19,409	\$ 12,347	\$ 64,527	\$ 42,798	\$ 13,915	\$ 10,390
Shares						
Weighted average shares outstanding - basic	58,314,117	58,814,972	58,312,461	58,859,723	58,320,489	58,309,093
Incremental shares from restricted stock	20,711	—	8,038	1,717	20,846	—
Weighted average shares outstanding - diluted	58,334,828	58,814,972	58,320,499	58,861,440	58,341,335	58,309,093
Net income per share attributable to the Company						
Basic income per share	\$ 0.33	\$ 0.21	\$ 1.11	\$ 0.73	\$ 0.24	\$ 0.18
Diluted income per share	\$ 0.33	\$ 0.21	\$ 1.11	\$ 0.73	\$ 0.24	\$ 0.18

Recently Adopted Accounting Pronouncements

Reference Rate Reform

In March 2020, the Financial Accounting Standards Board ("FASB") issued ASU 2020-04, *Reference Rate Reform ("Topic 848")*: *Facilitation of the Effects of Reference Rate Reform on Financial Reporting* that provided temporary optional guidance to ease the potential burden in There were no recently adopted accounting for or recognizing the effects of reference rate reform on financial reporting. The guidance provided expedients and exceptions for applying GAAP to contract modifications and hedging relationships affected by reference rate reform if certain criteria were met. The amendments applied only to contracts and hedging relationships that referenced London Interbank Offered Rate ("LIBOR") or another reference rate that was expected to be discontinued due to reference rate reform. In January 2021, the FASB issued ASU 2021-01, *Reference Rate Reform (Topic 848) pronouncements* which clarified the original guidance that certain optional expedients and exceptions in contract modifications and hedge accounting apply to derivatives that are affected by the discounting transition. In December 2022, the FASB issued ASU 2022-06, *Reference Rate Reform (Topic 848) - Deferral of the Sunset Date of Topic 848* that extended the temporary reference rate reform guidance under Topic 848 from December 31, 2022 to December 31, 2024. This guidance was effective upon issuance and could be applied prospectively through December 31, 2024, as reference rate activities occurred. In 2022 and the first half of 2023, some of the Company's debt agreements that referenced LIBOR were amended to an alternative rate and on July 1, 2023, the remainder of the Company's debt agreements that referenced would have a benchmark interest rate index based on LIBOR automatically transitioned to the Secured Overnight Financing Rate ("SOFR"). Topic 848 was applied at the time of these modifications and there was no impact material effect on the Company's financial condition, results of operations and cash flows.

Recently Issued Accounting Pronouncements

Leases Common Control Arrangements

In March 2023, the FASB issued ASU 2023-01, *Leases (Topic 842): Common Control Arrangements* ("ASU 2023-01") that improves accounting guidance for arrangements between entities under common control. The new guidance requires that leasehold improvements associated with common control leases be amortized by the lessee over the useful life of the leasehold improvements to the common control group, as long as the lessee controls the use of the underlying asset through a lease. When the lessee no longer controls the use of the underlying asset, the leasehold improvements are accounted for as a transfer between entities under common control through an adjustment to equity. This guidance will be effective for fiscal years beginning after December 15, 2023, with early adoption permitted. The guidance can be applied prospectively to all new leasehold improvements recognized on or after adoption and any remaining unamortized balance of existing leasehold improvements amortized over their remaining useful life to the common control group, or retrospectively to the beginning of the period in which the entity first applied *Leases Topic 842* through a cumulative-

[Table of Contents](#)

effect adjustment to the opening balance of retained earnings. The Company is currently evaluating the impact that the adoption of this guidance will have on its financial condition, results of operations and cash flows.

Business Combinations – Joint Venture Formations

In August 2023, the FASB issued ASU 2023-05, *Business Combinations – Joint Venture Formations (Subtopic 805-60): Recognition and Initial Measurement* ("ASU 2023-05") that requires a joint venture JV to apply a new basis of accounting upon formation by recognizing and initially measuring its assets and liabilities at fair value. This guidance will be effective prospectively for all joint ventures JVs with a formation date on or after January 1, 2025, with early adoption permitted. A joint venture JV formed before January 1, 2025, may elect to apply the guidance retrospectively if sufficient information is available. The Company is currently evaluating the impact that the adoption of this guidance will have on its financial condition, results of operations, cash flows and related disclosures.

Segment Reporting

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting ("Topic 280") – Improvements to Reportable Segment Disclosures* ("ASU 2023-07") that requires an entity disclose, on an annual and interim basis, significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") and included within each reported measure of segment profit or loss. This guidance also requires that an entity disclose an amount and description of other segment items, provide all annual disclosures currently required by Topic 280 in interim periods and disclose the title and position of the CODM and how the CODM uses the reported measure of segment profit or loss in assessing segment performance and deciding how to allocate resources. This guidance will be effective for annual periods in fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The guidance should be applied retrospectively to all prior periods presented. The Company is currently evaluating the impact that the adoption of this guidance will have on its financial condition, results of operations, cash flows, flows and related disclosures.

Income Taxes

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740) – Improvements to Income Tax Disclosures* ("ASU 2023-09") that increases transparency about income tax information by requiring consistent categories and greater disaggregation of information in the rate reconciliation and income taxes paid, disaggregated by jurisdiction. This guidance will be effective for annual periods beginning after December 15, 2024, with early adoption

[Table of Contents](#)

permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on its financial condition, results of operations, cash flows and related disclosures.

3. Investment in Real Estate, Net

Investment in real estate, net, excluding unconsolidated JVs, by property type and segment includes the following:

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
Development property:				
Residential	\$ 142,475	\$ 166,304	\$ 139,391	\$ 141,145
Hospitality	18,354	205,409	27,595	23,633
Commercial	103,648	131,133	106,282	99,719
Other	3,085	3,618	3,048	2,924
Total development property	267,562	506,464	276,316	267,421
Operating property:				
Residential	10,900	7,854	10,294	10,905
Hospitality	416,533	221,542	417,864	419,095
Commercial	428,298	356,242	440,870	439,671
Other	—	127		
Total operating property	855,731	585,765	869,028	869,671
Less: Accumulated depreciation	111,893	95,968	122,417	118,474
Total operating property, net	743,838	489,797	746,611	751,197
Investment in real estate, net	\$ 1,011,400	\$ 996,261	\$ 1,022,927	\$ 1,018,618

Investment in real estate, net is carried at cost, net of depreciation and timber depletion, unless circumstances indicate that the carrying value of the assets may not be recoverable.

Development property consists of land the Company is developing or intends to develop for sale, lease or future operations and includes direct costs associated with the land, as well as development, construction and indirect costs. Residential development property includes existing and planned residential homesites and related infrastructure. Hospitality development property consists of land, as well as development costs related to additional club amenities and improvements to existing properties, amenities. Commercial development property primarily consists of land and construction and development costs for planned commercial, multi-family and industrial uses. Development property in the hospitality and commercial segments will be reclassified as operating property as it is placed into service.

Operating property includes property that the Company uses for operations and activities. Residential operating property consists primarily of residential utility assets and certain rental properties. Hospitality operating property primarily consists of existing hotels, resorts, clubs, vacation rental homes, marinas and other operations. Commercial operating property includes property used for retail, office, self-storage, light industrial, multi-family, senior living, commercial rental and timber purposes. Operating property may be sold in the future as part of the Company's principal real estate business. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, operating property, net related to operating leases was \$351.4 million \$364.7 million and \$285.1 million \$367.3 million, respectively.

4. Joint Ventures

The Company enters into JVs, from time to time, for the purpose of developing real estate and other business activities in which the Company may or may not have a controlling financial interest. GAAP requires consolidation of voting interest entities where the Company has a majority voting interest or control and VIEs in which an enterprise has a controlling financial interest and is the primary beneficiary. A controlling financial interest will have both of the following characteristics: (i) the power to direct the VIE activities that most significantly impact economic performance and (ii) the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE. The Company examines specific criteria and uses judgment when determining whether the Company is the

13

[Table of Contents](#)

primary beneficiary and must consolidate a VIE. The Company continues to evaluate whether it is the primary beneficiary as needed when assessing reconsideration events. Investments in JVs in which the Company is not the primary beneficiary, or a voting interest entity where the Company does not have a majority voting interest or control, but has significant influence are unconsolidated and accounted for by the equity method.

The timing of cash flows for additional required capital contributions related to the Company's JVs varies by agreement. Some of the Company's consolidated and unconsolidated JVs have entered into financing agreements where the Company or its JV partners have provided guarantees. See Note 9. *Debt, Net* and Note 18. *Commitments and Contingencies* for additional information. The Company provides mitigation bank credits, impact fees and services to certain unconsolidated JVs and incurs expense for leasing management services from the Company's unconsolidated JV Watersound Management, LLC ("Watersound Management JV"), see Note 19. *Related Party Transactions* for additional information.

Consolidated Joint Ventures

Mexico Beach Crossings JV

Mexico Beach Crossings JV was formed in January 2022, when the Company entered into a JV agreement to develop, manage and lease apartments a 216-unit multi-family community in Mexico Beach, Florida. The JV parties are working together to develop and construct the remaining 144 units Construction of the 216-unit apartment community, community was completed in the fourth quarter of 2023. The community is located on land that was contributed to the JV by the Company. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company owned a 75.0% interest in the consolidated JV. The Company's partner is responsible for the construction activities of the JV and unconsolidated Watersound Management LLC ("Watersound Management JV"), the Company's unconsolidated JV is responsible for the day-to-day activities of the community. The Company approves all major decisions, including project development, annual budgets and financing. The Company determined Mexico Beach Crossings JV is a voting interest entity and that the Company has a majority voting interest as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023.

The Lodge 30A JV

The Lodge 30A JV was formed in 2020, when the Company entered into a JV agreement to develop and operate a boutique hotel on Scenic County Highway 30A in Seagrove Beach, Florida. Construction of the The 85-room hotel was completed opened in the first quarter of 2023. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company owned a 52.8% interest in the consolidated JV. A wholly-owned subsidiary of the Company manages the day-to-day operations of the hotel. The Company approves all major decisions, including project development, annual budgets and financing. The Company determined The Lodge 30A JV is a VIE and that the Company is the VIE's primary beneficiary as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023.

Pier Park Resort Hotel JV

Pier Park Resort Hotel JV was formed in 2020, when the Company entered into a JV agreement to develop and operate an Embassy Suites by Hilton hotel in the Pier Park area of Panama City Beach, Florida. Construction of the The 255-room hotel was completed opened in the second quarter of 2023. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company owned a

70.0% interest in the consolidated JV. A wholly-owned subsidiary of the Company manages the day-to-day operations of the hotel. The Company has significant involvement in the project design and development, annual budgets and financing. The Company determined Pier Park Resort Hotel JV is a VIE and that the Company is the VIE's primary beneficiary as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023.

15

[Table of Contents](#)

Pier Park Crossings Phase II JV

Pier Park Crossings Phase II JV was formed in 2019, when the Company entered into a JV agreement to develop, manage and lease a 120-unit apartment multi-family community in the Pier Park area of Panama City Beach, Florida. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company owned a 75.0% interest in the consolidated JV. The Company's unconsolidated Watersound Management JV is responsible for the day-to-day activities of the community. The Company approves all major decisions, including project development, annual budgets and financing. The Company

14

[Table of Contents](#)

determined Pier Park Crossings Phase II JV is a VIE and that the Company is the VIE's primary beneficiary as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023.

Watersound Closings JV

Watersound Closings JV was formed in 2019, when the Company entered into a JV agreement to own, operate and manage a real estate title insurance agency business. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company owned a 58.0% interest in the consolidated JV. A wholly-owned subsidiary of the Company is the managing member of Watersound Closings JV and is responsible for the day-to-day activities of the business. As the manager of the JV, as well as the majority member, the Company has the power to direct all of the activities of the JV that most significantly impact economic performance. The Company determined Watersound Closings JV is a VIE and that the Company is the VIE's primary beneficiary as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023.

Watercrest JV

Watercrest JV was formed in 2019, when the Company entered into a JV agreement to develop and operate a 107-unit senior living community in Santa Rosa Beach, Florida. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company owned an 87.0% interest in the consolidated JV. A wholly-owned subsidiary of the Company's JV partner is responsible for the day-to-day activities of the community. However, the Company approves all major decisions, including project development, annual budgets and financing. The Company determined Watercrest JV is a VIE and that the Company is the VIE's primary beneficiary as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023.

Watersound Origins Crossings JV

Watersound Origins Crossings JV was formed in 2019, when the Company entered into a JV agreement to develop, manage and lease a 217-unit apartment multi-family community near the entrance to the Watersound Origins residential community. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company owned a 75.0% interest in the consolidated JV. The

Company's unconsolidated Watersound Management JV is responsible for the day-to-day activities of the community. The Company approves all major decisions, including project development, annual budgets and financing. The Company determined Watersound Origins Crossings JV is a VIE and that the Company is the VIE's primary beneficiary as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023.

Pier Park Crossings JV

Pier Park Crossings JV was formed in 2017, when the Company entered into a JV agreement to develop, manage and lease a 240-unit apartment multi-family community in the Pier Park area of Panama City Beach, Florida. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company owned a 75.0% interest in the consolidated JV. The Company's unconsolidated Watersound Management JV is responsible for the day-to-day activities of the community. The Company approves all major decisions, including project development, annual budgets and financing. The Company determined Pier Park Crossings JV is a VIE and that the Company is the VIE's primary beneficiary as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023.

Pier Park North JV

During 2012, the Company entered into a JV agreement with a partner to develop a retail center at Pier Park North. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company owned a 90.0% interest in the consolidated JV. A wholly-owned subsidiary of the Company's JV partner is responsible for the day-to-day activities of the retail center. The Company approves all major decisions, including project development, annual budgets and financing. The Company determined Pier Park North JV is a VIE and that the Company is the VIE's primary beneficiary as of March 31, 2024 and December 31, 2023.

16 15

[Table of Contents](#)

The Company approves all major decisions, including project development, annual budgets and financing. The Company determined Pier Park North JV is a VIE and that the Company is the VIE's primary beneficiary as of September 30, 2023 and December 31, 2022.

Unconsolidated Joint Ventures

Investment in unconsolidated joint ventures includes the Company's investment accounted for using the equity method. The following table presents detail of the Company's investment in unconsolidated joint ventures and total outstanding debt of unconsolidated JVs:

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
Investment in unconsolidated joint ventures				
Latitude Margaritaville Watersound JV	\$ 49,713	\$ 33,235	\$ 53,755	\$ 49,036
Sea Sound JV (a)	381	411		
Watersound Fountains Independent Living JV	6,741	7,258	6,963	6,533
Pier Park TPS JV	1,255	1,451	465	707
Pier Park RI JV	6,156	4,263	6,156	6,156
Busy Bee JV	2,748	2,160	2,557	2,535
Electric Cart Watersound JV	878	703	790	815
Watersound Management JV	534	544	543	574
Total investment in unconsolidated joint ventures	\$ 68,406	\$ 50,025	\$ 71,229	\$ 66,356
Outstanding debt of unconsolidated JVs				
Latitude Margaritaville Watersound JV (b) (c)	\$ 10,771	\$ 30,001		
Watersound Fountains Independent Living JV (c)	34,684	21,327		
Pier Park TPS JV (c)	13,584	13,822		
Outstanding debt principal of unconsolidated JVs				

Latitude Margaritaville Watersound JV (a) (b)			\$ 26,792	\$ 37,445
Watersound Fountains Independent Living JV (b)			40,867	38,062
Pier Park TPS JV (b)			13,420	13,503
Pier Park RI JV	11,831	—	19,699	16,021
Busy Bee JV	5,799	6,010	5,611	5,693
Electric Cart Watersound JV (c)	4,394	923		
Total outstanding debt of unconsolidated JVs	\$ 81,063	\$ 72,083		
Electric Cart Watersound JV (b)			4,661	4,732
Total outstanding debt principal of unconsolidated JVs			\$111,050	\$ 115,456

- (a) In November 2022, the Sea Sound JV sold its assets to an unrelated third party and no longer has activity from operations.
- (b) See Note 18. *Commitments and Contingencies* for additional information on the \$10.0 million secured revolving promissory note the Company entered into with the unconsolidated Latitude Margaritaville Watersound JV.
- (c) See Note 18. *Commitments and Contingencies* for additional information related to outstanding debt.

The Company had approximately \$17.0 million \$20.6 million in cumulative undistributed earnings from its unconsolidated joint ventures with 50% or less ownership JVs included within investment in unconsolidated joint ventures as of September 30, 2023 March 31, 2024. During the three months ended March 31, 2024 and 2023, the Company received distributions from unconsolidated JVs totaling \$4.2 million and \$1.7 million, respectively. The Company's maximum exposure to loss due to involvement with the unconsolidated JVs as of September 30, 2023 March 31, 2024 was \$120.7 million \$109.3 million, which includes the carrying amounts of the investments, guarantees, promissory note receivable other receivables and derivative instruments.

17

Table of Contents

The following table presents detail of the Company's equity in income (loss) from unconsolidated JVs:

	Three Months Ended		Nine Months Ended		Three Months	
	September 30,		September 30,		Ended March 31,	
	2023	2022	2023	2022	2024	2023
Equity in income (loss) from unconsolidated joint ventures						
Latitude Margaritaville Watersound JV	\$ 8,762	\$ 2,181	\$ 18,566	\$ 2,504	\$8,279	\$3,902
Sea Sound JV (a)	24	(59)	(30)	21	—	(36)
Watersound Fountains Independent Living JV (b)	(215)	—	(518)	—	(726)	—
Pier Park TPS JV	(14)	114	(27)	217	(213)	(167)
Busy Bee JV (c)	76	210	177	617	21	(100)
Electric Cart Watersound JV (d)	61	17	175	(3)	(25)	36
Watersound Management JV	14	18	66	59	24	28
Total equity in income from unconsolidated joint ventures	\$ 8,708	\$ 2,481	\$ 18,409	\$ 3,415	\$7,360	\$3,663

- (a) In November 2022, the Sea Sound JV sold its assets to a third party and no longer has activity from operations.
- (b) The project is under construction.

Summarized balance sheets for the Company's unconsolidated JVs are as follows:

September 30, 2023								
Latitude	Watersound					Electric Cart		Watersound
	Margaritaville	Sea Sound JV	Independent	Pier Park		Watersound JV	Management JV	
Watersound JV	(b)	Living JV	TPS JV	JV	Busy Bee JV			Total
ASSETS								

Investment in real estate, net	\$ 134,311 (a)	\$ —	\$ 50,009	\$ 14,029	\$ 26,938	\$ 8,728	\$ 5,423	\$ —	\$ 239,438
Cash and cash equivalents	12,306	637	147	1,085	22	866	677	79	15,819
Other assets	2,523	—	51	987	25	2,420	449	—	6,455
Total assets	\$ 149,140	\$ 637	\$ 50,207	\$ 16,101	\$ 26,985	\$ 12,014	\$ 6,549	\$ 79	\$ 261,712
LIABILITIES AND EQUITY									
Debt, net	\$ 10,540	\$ —	\$ 34,103	\$ 13,314	\$ 11,491	\$ 5,748	\$ 4,320	\$ —	\$ 79,516
Accounts payable and other liabilities	68,223	1	3,574	277	3,181	799	508	—	76,563
Equity	70,377	636	12,530	2,510	12,313	5,467	1,721	79	105,633
Total liabilities and equity	\$ 149,140	\$ 637	\$ 50,207	\$ 16,101	\$ 26,985	\$ 12,014	\$ 6,549	\$ 79	\$ 261,712

(a) Investment in real estate, net includes the land contributed to the Latitude Margaritaville Watersound JV at the Company's historical cost basis and additional completed infrastructure improvements.

(b) In November 2022, the Sea Sound JV sold its assets to a third party and no longer has activity from operations.

1816

[Table of Contents](#)

December 31, 2022																			
Watersound																			
Latitude																			
Fountains																			
Margaritaville																			
Sea Sound JV																			
Independent																			
Pier Park																			
Pier Park RI																			
Electric Cart																			
Watersound																			
Watersound JV																			
Management JV																			
Total																			
ASSETS																			
Investment in real estate, net	\$	125,231	(a)	\$	—	\$	38,783	\$	15,106	\$	9,858	\$	7,627	\$	1,875	\$	—	\$	198,480
Cash and cash equivalents		10,633			327		190		775		580		1,081		259		98		13,943
Other assets		3,267			363		11		748		340		1,957		234		—		6,920
Total assets	\$	139,131		\$	690		38,984		16,629		10,778		10,665		2,368		98		219,343
LIABILITIES AND EQUITY																			
Debt, net	\$	29,530		\$	—		20,716		13,542		—		5,970		843		—		70,601
Accounts payable and other liabilities		76,506			5		4,776		186		2,252		376		147		—		84,248
Equity		33,095			685		13,492		2,901		8,526		4,319		1,378		98		64,494
Total liabilities and equity	\$	139,131		\$	690		38,984		16,629		10,778		10,665		2,368		98		219,343

(a) In 2022, the Sea Sound JV sold its assets to a third party and no longer has activity from operations.

(b) The community opened in March 2024.

(c) Includes changes in the fair value of derivatives related to interest rate swaps entered into by the Busy Bee JV.

(d) The permanent sales and service facility located in the Watersound West Bay Center was completed in the fourth quarter of 2023.

Summarized balance sheets for the Company's unconsolidated JVs are as follows:

March 31, 2024										
	Watersound									
	Latitude		Fountains							
	Margaritaville	Sea Sound JV	Independent	Pier Park	Pier Park RI		Electric Cart	Watersound		
	Watersound JV	(b)	Living JV	TPS JV	JV	Busy Bee JV	Watersound JV	Management JV	Total	
ASSETS										
Investment in real estate, net	\$ 152,508 (a)	\$ —	\$ 52,676	\$ 13,308	\$ 35,563	\$ 8,506	\$ 5,332	\$ —	\$ 267,893	
Cash and cash equivalents	18,524	—	2,028	637	159	573	630	72	22,623	
Other assets	2,780	—	882	660	115	2,195	370	25	7,027	
Total assets	\$ 173,812	\$ —	\$ 55,586	\$ 14,605	\$ 35,837	\$ 11,274	\$ 6,332	\$ 97	\$ 297,543	
LIABILITIES AND EQUITY										
Debt, net	\$ 26,555	\$ —	\$ 40,308	\$ 13,337	\$ 19,358	\$ 5,596	\$ 4,592	\$ —	\$ 109,746	
Accounts payable and other liabilities	65,720	—	2,218	338	4,166	630	190	—	73,262	
Equity	81,537	—	13,060	930	12,313	5,048	1,550	97	114,535	
Total liabilities and equity	\$ 173,812	\$ —	\$ 55,586	\$ 14,605	\$ 35,837	\$ 11,274	\$ 6,332	\$ 97	\$ 297,543	

- (a) Investment in real estate, net includes the land contributed to the Latitude Margaritaville Watersound JV at the Company's historical cost basis and additional completed infrastructure improvements.

- (b) In November 2022, the Sea Sound JV sold its assets to a third party and no longer has activity from operations.

Summarized statements of operations for the Company's unconsolidated JVs are as follows:

Three Months Ended September 30, 2023									
	Latitude		Watersound				Electric Cart		Total
	Margaritaville	Sea Sound JV	Fountains		Pier Park	Pier Park RI	Busy Bee	Watersound	
	Watersound JV	(b)	Independent Living JV (c)	TPS JV	RI JV (d)	JV	JV	JV	
Total revenue	\$ 92,133	\$ —	\$ —	\$ 1,371	\$ —	\$ 5,331	\$ 919	\$ 513	\$ 100,267
Expenses:									
Cost of revenue	70,095	—	—	865	—	4,919	786	484	77,149
Other operating expenses	4,370	(40)	393	—	—	—	7	—	4,730
Depreciation and amortization	80	—	6	361	—	133	2	—	582
Total expenses	74,545	(40)	399	1,226	—	5,052	795	484	82,461
Operating income (loss)	17,588	40	(399)	145	—	279	124	29	17,806
Other (expense) income:									
Interest expense	(79)	—	(2)	(185)	—	(62)	(4)	—	(332)
Other income, net	16	—	—	11	—	212 (e)	—	—	239
Total other (expense) income	(63)	—	(2)	(174)	—	150	(4)	—	(93)
Net income (loss)	\$ 17,525	\$ 40	\$ (401)	\$ (29)	\$ —	\$ 429	\$ 120	\$ 29	\$ 17,713

December 31, 2023

	Watersound								
	Latitude		Fountains						
	Margaritaville	Sea Sound JV	Independent	Pier Park	Pier Park RI		Electric Cart	Watersound	
	Watersound JV	(b)	Living JV	TPS JV	JV	Busy Bee JV	Watersound JV	Management JV	Total
ASSETS									
Investment in real estate, net	\$ 149,253 (a)	\$ —	\$ 52,301	\$ 13,666	\$ 32,053	\$ 8,605	\$ 5,384	\$ —	\$ 261,262
Cash and cash equivalents	28,235	—	215	719	44	613	902	158	30,886
Other assets	2,883	—	67	617	25	1,965	396	—	5,953
Total assets	\$ 180,371	\$ —	\$ 52,583	\$ 15,002	\$ 32,122	\$ 11,183	\$ 6,682	\$ 158	\$ 298,101
LIABILITIES AND EQUITY									
Debt, net	\$ 37,155	\$ —	\$ 37,493	\$ 13,408	\$ 15,681	\$ 5,673	\$ 4,661	\$ —	\$ 114,071
Accounts payable and other liabilities	72,872	—	2,947	181	4,128	439	423	—	80,990
Equity	70,344	—	12,143	1,413	12,313	5,071	1,598	158	103,040
Total liabilities and equity	\$ 180,371	\$ —	\$ 52,583	\$ 15,002	\$ 32,122	\$ 11,183	\$ 6,682	\$ 158	\$ 298,101

(a) The Latitude Margaritaville Watersound JV completed 189 home sale transactions during the three months ended September 30, 2023.

(b) In November 2022, the Sea Sound JV sold its assets to a third party and no longer has activity from operations.

(c) The project is under construction.

(d) The project is under construction with no income or loss for the three months ended September 30, 2023.

(e) Includes changes in the fair value of derivatives related to interest rate swaps entered into by the Busy Bee JV.

19 17

[Table of Contents](#)

	Three Months Ended September 30, 2022								
	Latitude		Watersound						
	Margaritaville		Fountains				Electric Cart	Watersound	
	Watersound JV	Sea Sound JV	Independent	Pier Park	Pier Park RI	Busy Bee	Watersound	Management	Total
	(a)	(b)	Living JV (c)	TPS JV	RI JV (c)	JV	JV	JV	
Total revenue	\$ 50,784	\$ 1,614	\$ —	\$ 1,664	\$ —	\$ 5,090	\$ 226	\$ 320	\$ 59,698
Expenses:									
Cost of revenue	42,928	694	—	884	—	4,799	189	283	49,777
Other operating expenses	3,561	—	—	—	—	—	4	—	3,565
Depreciation and amortization	79	546	—	362	—	115	—	—	1,102
Total expenses	46,568	1,240	—	1,246	—	4,914	193	283	54,444
Operating income	4,216	374	—	418	—	176	33	37	5,254
Other (expense) income:									
Interest expense	(56)	(470)	—	(189)	—	(41)	—	—	(756)
Other income (expense), net	4	(2)	—	7	—	293 (d)	—	—	302
Total other (expense) income	(52)	(472)	—	(182)	—	252	—	—	(454)

Net income (loss)	\$ 4,164	\$ (98)	\$ —	\$ 236	\$ —	\$ 428	\$ 33	\$ 37	\$ 4,800
-------------------	----------	---------	------	--------	------	--------	-------	-------	----------

(a) Investment in real estate includes the land contributed to the Latitude Margaritaville Watersound JV at the Company's historical cost basis and additional completed infrastructure improvements.

(b) In 2022, the Sea Sound JV sold its assets to a third party and no longer has activity from operations.

Summarized statements of operations for the Company's unconsolidated JVs are as follows:

	Three Months Ended March 31, 2024								
	Latitude		Watersound						Total
	Margaritaville		Fountains				Electric Cart	Watersound	
	Watersound JV	Sea Sound JV	Independent	Pier Park	Pier Park	Busy Bee	Watersound	Management	
	(a)	(b)	Living JV (c)	TPS JV	RI JV (d)	JV	JV	JV	
Total revenue	\$ 90,209	\$ —	\$ 96	\$ 768	\$ —	\$ 3,151	\$ 925	\$ 612	\$ 95,761
Expenses:									
Cost of revenue	68,964	—	737	649	—	3,074	827	565	74,816
Other operating expenses	4,586	—	—	—	—	—	—	—	4,586
Depreciation and amortization	133	—	218	360	—	133	62	—	906
Total expenses	73,683	—	955	1,009	—	3,207	889	565	80,308
Operating income (loss)	16,526	—	(859)	(241)	—	(56)	36	47	15,453
Other (expense) income:									
Interest expense	—	—	(500)	(189)	—	(42)	(84)	—	(815)
Other income, net	32	—	9	4	—	89 (e)	—	—	134
Total other income (expense), net	32	—	(491)	(185)	—	47	(84)	—	(681)
Net income (loss)	\$ 16,558	\$ —	\$ (1,350)	\$ (426)	\$ —	\$ (9)	\$ (48)	\$ 47	\$ 14,772

(a) The Latitude Margaritaville Watersound JV completed 117 177 home sale transactions during the three months ended September 30, 2022 March 31, 2024.

(b) In November 2022, the Sea Sound JV sold its assets to a third party and no longer has activity from operations.

(c) The community opened in March 2024.

(d) The project was under construction with no income or loss for the three months ended March 31, 2024.

(e) Includes changes in the fair value of derivatives related to interest rate swaps entered into by the Busy Bee JV.

	Three Months Ended March 31, 2023								
	Latitude		Watersound						
	Margaritaville		Fountains				Electric Cart	Watersound	
	Watersound JV	Sea Sound JV	Independent	Pier Park	Pier Park	Busy Bee	Watersound	Management	
	(a)	(b)	Living JV (c)	TPS JV	RI JV (c)	JV	JV	JV	Total
Total revenue	\$ 76,429	\$ —	\$ —	\$ 898	\$ —	\$ 3,519	\$ 557	\$ 431	\$ 81,834
Expenses:									
Cost of revenue	64,478	—	—	692	—	3,508	475	376	69,529
Other operating expenses	3,997	63	—	—	—	—	6	—	4,066
Depreciation and amortization	160	—	—	361	—	116	2	—	639
Total expenses	68,635	63	—	1,053	—	3,624	483	376	74,234
Operating income (loss)	7,794	(63)	—	(155)	—	(105)	74	55	7,600
Other (expense) income:									
Interest expense	—	—	—	(183)	—	(25)	(3)	—	(211)
Other income (expense), net	10	—	—	4	—	(137) ^(d)	—	—	(123)
Total other income (expense), net	10	—	—	(179)	—	(162)	(3)	—	(334)
Net income (loss)	\$ 7,804	\$ (63)	\$ —	\$ (334)	\$ —	\$ (267)	\$ 71	\$ 55	\$ 7,266

- (a) The Latitude Margaritaville Watersound JV completed 149 home sale transactions during the three months ended March 31, 2023.
- (b) In 2022, the Sea Sound JV sold its assets to a third party and no longer has activity from operations.

18

[Table of Contents](#)

- (c) The project was under construction with no income or loss for the three months ended September 30, 2022 March 31, 2023.
- (d) Includes changes in the fair value of derivatives related to interest rate swaps entered into by the Busy Bee JV.

	Nine Months Ended September 30, 2023								
	Latitude		Watersound						
	Margaritaville		Fountains				Electric Cart	Watersound	
	Watersound JV	Sea Sound JV	Independent	Pier Park	Pier Park		Watersound	Management	
	(a)	(b)	Living JV (c)	TPS JV	RI JV (d)	Busy Bee JV	JV	JV	Total
Total revenue	\$ 249,404	\$ —	\$ —	\$ 4,005	\$ —	\$ 13,823	\$ 2,396	\$ 1,382	\$ 271,010
Expenses:									
Cost of revenue	199,402	—	—	2,445	—	13,176	2,013	1,250	218,286
Other operating expenses	12,431	53	952	—	—	—	23	—	13,459
Depreciation and amortization	240	—	8	1,082	—	368	7	—	1,705
Total expenses	212,073	53	960	3,527	—	13,544	2,043	1,250	233,450
Operating income (loss)	37,331	(53)	(960)	478	—	279	353	132	37,560
Other (expense) income:									
Interest expense	(239)	—	(2)	(554)	—	(132)	(11)	—	(938)
Other income, net	40	—	—	21	—	180 (e)	—	—	241
Total other (expense) income	(199)	—	(2)	(533)	—	48	(11)	—	(697)
Net income (loss)	\$ 37,132	\$ (53)	\$ (962)	\$ (55)	\$ —	\$ 327	\$ 342	\$ 132	\$ 36,863

- (a) The Latitude Margaritaville Watersound JV completed 502 home sale transactions during the nine months ended September 30, 2023.
- (b) In November 2022, the Sea Sound JV sold its assets to a third party and no longer has activity from operations.
- (c) The project is under construction.
- (d) The project is under construction with no income or loss for the nine months ended September 30, 2023.
- (e) Includes changes in the fair value of derivatives related to interest rate swaps entered into by the Busy Bee JV.

20

[Table of Contents](#)

Nine Months Ended September 30, 2022									
Latitude		Watersound							
Margaritaville		Fountains					Electric Cart	Watersound	
Watersound JV	Sea Sound JV	Independent	Pier Park	Pier Park			Watersound	Management	
(a)	(b)	Living JV (c)	TPS JV	RI JV (c)	Busy Bee JV		JV	JV	Total

Total revenue	\$ 82,528	\$ 4,312	\$ —	\$ 4,577	\$ —	\$ 14,399	\$ 226	\$ 864	\$ 106,906
Expenses:									
Cost of revenue	68,468	1,629	—	2,501	—	13,661	218	746	87,223
Other operating expenses	8,949	—	—	—	—	—	13	—	8,962
Depreciation and amortization	229	1,509	—	1,087	—	344	—	—	3,169
Total expenses	77,646	3,138	—	3,588	—	14,005	231	746	99,354
Operating income (loss)	4,882	1,174	—	989	—	394	(5)	118	7,552
Other (expense) income:									
Interest expense	(166)	(1,131)	—	(566)	—	(132)	—	—	(1,995)
Other income (expense), net	4	(7)	—	11	—	995 (d)	—	—	1,003
Total other (expense) income	(162)	(1,138)	—	(555)	—	863	—	—	(992)
Net income (loss)	\$ 4,720	\$ 36	\$ —	\$ 434	\$ —	\$ 1,257	\$ (5)	\$ 118	\$ 6,560

(a) The Latitude Margaritaville Watersound JV completed 200 home sale transactions during the nine months ended September 30, 2022.

(b) In November 2022, the Sea Sound JV sold its assets to a third party and no longer has activity from operations.

(c) The project was under construction with no income or loss for the nine months ended September 30, 2022.

(d) Includes changes in the fair value of derivatives related to interest rate swaps entered into by the Busy Bee JV.

Latitude Margaritaville Watersound JV

LMWS, LLC ("Latitude Margaritaville Watersound JV") was formed in 2019, when the Company entered into a JV agreement to develop a 55+ active adult residential community in Bay County, Florida. Construction is underway on customer homes. The town square amenities opened in June 2023. As of September 30, 2023 March 31, 2024, the Latitude Margaritaville Watersound JV had 632 562 homes under contract and has completed 865 1,181 home sale transactions of the total estimated 3,500 homes planned in the community. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company's investment in the unconsolidated Latitude Margaritaville Watersound JV was \$49.7 million \$53.8 million and \$33.2 million \$49.0 million, respectively, which includes the net present value of the land contribution, cash contributions, additional completed infrastructure improvements and equity in income, less the pro-rata return of land contribution. The contribution and other distributions. During the three months ended March 31, 2024 and 2023, the Company continues to have a performance obligation to provide agreed upon infrastructure improvements in received \$4.1 million and \$1.6 million, respectively, of cash distributions from the vicinity of the contributed land, which will be recognized over time as improvements are completed. JV. As of September 30, 2023 March 31, 2024, the Company completed \$8.0 million \$8.4 million of the \$9.2 million total agreed upon infrastructure improvements. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company owned a 50.0% voting interest in the JV. The Company's unimproved land contribution and agreed upon infrastructure improvements are being returned at an average of \$10,000 per home, as each home is sold by the JV.

Per the JV agreement, the Company, as lender, has provided interest-bearing financing in the form of a \$10.0 million secured revolving promissory note (the "Latitude JV Note") to the Latitude Margaritaville Watersound JV, as borrower, to finance the development of the pod-level, non-spine infrastructure. As of September 30, 2023 both March 31, 2024 and December 31, 2022 December 31, 2023, there was no balance outstanding on the Latitude JV Note. Future advances, if any, will be repaid by the JV as each home is sold. See Note 18. Commitments and Contingencies for additional information related to the revolving promissory note. The day-to-day activities of the JV are being managed through a board of managers, with each JV partner having equal voting rights. The Company has determined that Latitude Margaritaville Watersound JV is a VIE, but that the Company is not the primary beneficiary since it does not have the power to direct the activities that most significantly impact the economic performance of the JV. The Company's investment in the Latitude Margaritaville Watersound JV is accounted for using the equity method. See Note 18. Commitments and Contingencies for additional information related to the revolving promissory note and guaranty by the Company.

Sea Sound JV

In 2022, FDSJ Eventide, LLC ("Sea (the "Sea Sound JV") was formed in 2020. The Company entered into a JV agreement to develop, construct and manage a 300-unit apartment community near the Breakfast Point residential community in Panama City Beach, Florida. Construction of the community was completed in the first quarter of 2022. As of September 30, 2023 and December 31, 2022, the Company owned a 60.0% interest in the JV. In November 2022, the Sea Sound JV sold its assets to a third party and no longer has activity from operations. The Sea Sound JV had a contingent gain related to the sale for a \$0.5 million indemnity holdback liability, which was received in October 2023. The Company has determined that Sea Sound JV is a VIE, but that the Company is not the primary beneficiary since it does not have the power to direct the activities that most significantly impact the economic performance of the JV. The Company's investment in Sea Sound JV is accounted for using the equity method.

Watersound Fountains Independent Living JV

WOSL, LLC ("Watersound Fountains Independent Living JV") was formed in 2021. The Company entered into a JV agreement to develop, construct and manage a 148-unit independent senior living community near the Watersound Origins residential community. The three JV parties are working together to develop and construct the project. community opened in March 2024. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company owned a 53.8% interest in the JV. The Company's partners are partner is responsible for the day-to-day activities of the JV. The Company has determined that Watersound Fountains Independent Living JV is a VIE, but that the Company is not the primary beneficiary since it does not have the power to direct the activities that most significantly impact the economic performance of the JV. The Company's investment in Watersound Fountains Independent Living JV is accounted for using the equity method. See Note 18. *Commitments and Contingencies* for additional information related to debt guaranteed by the Company.

Pier Park TPS JV

Pier Park TPS, LLC ("Pier Park TPS JV") was formed in 2018. The Company entered into a JV agreement to develop and operate a 124-room hotel in Panama City Beach, Florida. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company owned a 50.0% interest in the JV. The Company's partner is responsible for the day-to-day activities of the JV. The Company has determined that Pier Park TPS JV is a VIE, but that the Company is not the primary beneficiary since it does not have the power to direct the activities that most significantly impact the economic performance of the

[Table of Contents](#)

JV. The Company's investment in Pier Park TPS JV is accounted for using the equity method. See Note 18. *Commitments and Contingencies* for additional information related to debt guaranteed by the Company.

Pier Park RI JV

Pier Park RI, LLC ("Pier Park RI JV") was formed in May 2022. The Company entered into a JV agreement to develop and operate a 121-room hotel in Panama City Beach, Florida. The As of March 31, 2024, the JV parties are were working together to develop and construct the project. The hotel is located on land that was contributed to the JV by the Company in September 2022, with a fair value of \$1.8 million. In addition, as of September 30, 2023, the Company has contributed cash and impact fees of \$4.4 million, project and the JV partner contributed cash of \$6.2 million. hotel opened to guests in April 2024. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company owned a 50.0% interest in the JV. The Company's partner is responsible for the day-to-day activities of the JV. The Company has determined that Pier Park RI JV is a VIE, but that the Company is not the primary beneficiary since it does not have the power to direct the activities that most significantly impact the economic performance of the JV. The Company's investment in Pier Park TPS RI JV is accounted for using the equity method. In September 2022, the JV entered into a \$25.0 million loan (the "Pier Park RI JV Loan"). The Pier Park RI JV Loan bears interest at SOFR plus 2.5% and matures in August 2025. The Pier Park RI JV Loan includes an option for a fixed rate conversion and two options to extend the maturity date by twenty-four months each, upon satisfaction of certain terms and conditions. The loan is secured by real property and certain other security interests. The Company's JV partner is the sole guarantor and receives a fee related to the guarantee from the Company based on the Company's ownership percentage. As of September 30, 2023 March 31, 2024 and December

31, 2023, \$11.8 million \$19.7 million and \$16.0 million, respectively, was outstanding on the Pier Park RI JV Loan. As of December 31, 2022, there was no principal balance outstanding on the Pier Park RI JV Loan.

[Table of Contents](#)

Busy Bee JV

SJBB, LLC ("Busy Bee JV") was formed in 2019, when the Company entered into a JV agreement to construct, own and manage a Busy Bee branded fuel station and convenience store, which includes a Starbucks, in Panama City Beach, Florida. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company owned a 50.0% interest in the JV. The Company's partner is responsible for the day-to-day activities of the JV. The Company has determined that Busy Bee JV is a VIE, but that the Company is not the primary beneficiary since it does not have the power to direct the activities that most significantly impact the economic performance of the JV. The Company's investment in the Busy Bee JV is accounted for using the equity method. In 2019, the JV, entered into a \$5.4 million construction loan (the "Busy Bee JV Construction Loan") and a \$1.2 million equipment loan (the "Busy Bee JV Equipment Loan"). The Busy Bee JV Construction Loan and the Busy Bee JV Equipment Loan bear interest at SOFR plus 1.6%. The Busy Bee JV Construction Loan provides for monthly principal and interest payments with a final balloon payment at maturity in November 2035. The Busy Bee JV Equipment Loan provides for monthly principal and interest payments through maturity in November 2027. The loans are secured by real and personal property and certain other security interests. The Company's JV partner is the sole guarantor and receives a fee related to the guarantee from the Company based on the Company's ownership percentage. The Busy Bee JV entered into an interest rate swap to hedge cash flows tied to changes in the underlying floating interest rate tied to SOFR for the Busy Bee JV Construction Loan and the Busy Bee JV Equipment Loan. The Busy Bee JV Construction Loan interest rate swap matures in November 2035 and fixed the variable rate debt, initially at \$5.4 million amortizing to \$2.8 million at swap maturity, to a rate of 2.7%. The Busy Bee JV Equipment Loan interest rate swap matures in November 2027 and fixed the variable rate debt, initially at \$1.2 million to maturity, to a rate of 2.1%. Effective July 1, 2023, the benchmark interest rate index based on LIBOR transitioned to SOFR. As of both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, \$4.9 million and \$5.0 million, respectively, was outstanding on the Busy Bee JV Construction Loan. As of September 30, 2023 both March 31, 2024 and December 31, 2022 December 31, 2023, \$0.8 million and \$0.9 million, respectively, \$0.7 million was outstanding on the Busy Bee JV Equipment Loan.

Electric Cart Watersound JV

SJECC, LLC ("Electric Cart Watersound JV") was formed in February 2022, when the Company entered into a JV agreement to develop, construct, lease, manage and operate a golf cart and low speed vehicle "LSV" business at the new Watersound West Bay Center adjacent to the Latitude Margaritaville Watersound residential community in Bay County, Florida. The land was contributed to the JV by the Company in February 2022, with a fair value of \$0.5 million. In addition, during 2022 the Company contributed cash of \$0.2 million and the JV partner contributed cash of \$0.6 million. The JV operated out of a temporary facility while its permanent Watersound West Bay Center location was being constructed. The Watersound West Bay Center Facility facility opened in October 2023 and provides sales and service. An additional sales showroom will be located at the Watersound Town Center near the Watersound Origins residential community on property leased to the JV by the Company. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company owned a 51% interest in the JV. The Company is responsible for the construction activities of the JV and the Company's JV partner manages the day-to-day operations of the business. The Company has determined Electric Cart Watersound JV is a VIE, but that the Company is not the primary beneficiary

[Table of Contents](#)

since it does not have the power to direct the activities that most significantly impact the economic performance of the JV. The Company's investment in Electric Cart Watersound JV is accounted for using the equity method. As of **September 30, 2023** both **March 31, 2024** and **December 31, 2022** **December 31, 2023**, the Electric Cart Watersound JV had \$2.4 million and \$1.7 million, respectively, of floorplan line of credit facilities to finance its golf cart and LSV inventory, which are secured by the JV. Borrowings under the line of credit facility bear interest at various rates based on the number of days outstanding after an interest free period ranging from three to six months. As of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, the JV had an outstanding principal balance of \$0.4 million \$0.3 million and \$0.1 million \$0.4 million, respectively, on these line of credit facilities. See Note 18. *Commitments and Contingencies* for additional information related to debt guaranteed by the Company.

Watersound Management JV

Watersound Management, LLC was formed in 2021, when the Company entered into a JV agreement to lease, manage and operate multi-family housing developments for which the JV is the exclusive renting and management agent. All activity of Watersound Management JV is related to multi-family housing developments owned by the Company or by consolidated JVs of the Company. As of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, the Company owned a 50.0% interest in the JV. The day-to-day activities of the JV are being managed through a board of managers, with each JV partner having equal voting rights. The Company has determined that Watersound Management JV is a voting interest entity, but that the Company

23

[Table of Contents](#)

does not have a majority voting interest. The Company's investment in Watersound Management JV is accounted for using the equity method. See Note 19. *Related Party Transactions* for additional information.

5. Investments

Available-For-Sale Investments

Investments As of both **March 31, 2024** and **December 31, 2023**, the Company did not have investments classified as available-for-sale securities were as follows:

	September 30, 2023			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Fair Value
Investments - debt securities:				
U.S. Treasury Bills	\$ 9,972	\$ 3	\$ —	\$ 9,975

	December 31, 2022			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Fair Value
Investments - debt securities:				
U.S. Treasury Bills	\$ 40,820	\$ —	\$ (244)	\$ 40,576

Securities. During the three and nine months ended **September 30, 2023**, **March 31, 2024** and **2023** the Company did not have any realized gains or losses or proceeds from the sale of available-for-sale securities. During the **nine three** months ended **September 30, 2023**, maturities of available-for-sale securities were \$69.0 million and purchases of available-for-sale securities were \$37.4 million.

During the three and nine months ended **September 30, 2022** **March 31, 2024**, the Company did not have any realized gains maturities or losses from the sale purchases of available-for-sale securities. During the **nine three** months ended **September 30, 2022**, proceeds from the

sale of available-for-sale securities were \$13.0 million March 31, 2023, maturities of available-for-sale securities were \$99.0 million \$28.0 million and purchases of available-for sale securities were \$97.1 million \$9.8 million.

The following table provides the available-for-sale investments with an unrealized loss position and their related fair values:

	September 30, 2023				December 31, 2022			
	Less Than 12 Months		12 Months or Greater		Less Than 12 Months		12 Months or Greater	
	Unrealized		Unrealized		Unrealized		Unrealized	
	Fair Value	Losses	Fair Value	Losses	Fair Value	Losses	Fair Value	Losses
Investments - debt securities:								
U.S. Treasury Bills	\$ —	\$ —	\$ —	\$ —	\$ 37,578	\$ 244	\$ —	\$ —

As of September 30, 2023, the Company did not have any unrealized losses. As of December 31, 2022, the Company had unrealized losses of \$0.2 million related to U.S. Treasury Bills. As of December 31, 2022, the Company determined the unrealized losses related to U.S. Treasury Bills were not due to credit impairment and did not record an allowance for credit losses related to available-for-sale debt securities.

The amortized cost and estimated fair value of investments - debt securities classified as available-for-sale, by contractual maturity are shown in the following table.

	September 30, 2023	
	Amortized Cost	Fair Value
Due in one year or less	\$ 9,972	\$ 9,975

[Table of Contents](#)

Investment Management Agreement

Mr. Bruce R. Berkowitz is the Chairman of the Company's Board of Directors (the "Board"). He is the Manager of, and controls entities that own and control, Fairholme Holdings, LLC, which wholly owns Fairholme Capital Management, L.L.C. ("FCM"), an investment advisor registered with the SEC. Mr. Berkowitz is the Chief Investment Officer of FCM, which has provided investment advisory services to the Company since April 2013. FCM does not receive any compensation for services as the Company's investment advisor. As of September 30, 2023 March 31, 2024, clients of FCM, including Mr. Berkowitz, beneficially owned approximately 88.9% 38.6% of the Company's common stock. FCM and its client, The Fairholme Fund, ("Fairholme") a series of investments originating from the Fairholme Funds, Inc., may be deemed affiliates of the Company.

Pursuant to the terms of an Investment Management Agreement, as amended, (the "Investment Management Agreement") with the Company, FCM agreed to supervise and direct the Company's investment accounts in accordance with the investment guidelines and restrictions approved by the Company. The investment guidelines are set forth in the Investment Management Agreement and require that any new securities for purchase must be issues of the U.S. Treasury or U.S. Treasury Money Market Funds.

6. Financial Instruments and Fair Value Measurements

Fair Value Measurements

The financial instruments measured at fair value on a recurring basis are as follows:

	September 30, 2023				March 31, 2024			
	Level 1	Level 2	Level 3	Total Fair	Level 1	Level 2	Level 3	Total Fair
				Value				Value
Cash equivalents:								
Money market funds	\$ 1,557	\$ —	\$ —	\$ 1,557	\$ 2,091	\$ —	\$ —	\$ 2,091
U.S. Treasury Bills	48,833	—	—	48,833	59,906	—	—	59,906
	50,390	—	—	50,390	\$61,997	\$ —	\$ —	\$61,997
Investments - debt securities:								
U.S. Treasury Bills	9,975	—	—	9,975				
	\$ 60,365	\$ —	\$ —	\$ 60,365				

	December 31, 2022				December 31, 2023			
	Level 1	Level 2	Level 3	Total Fair	Level 1	Level 2	Level 3	Total Fair
				Value				Value
Cash equivalents:								
Money market funds	\$ 19,233	\$ —	\$ —	\$ 19,233	\$ 1,383	\$ —	\$ —	\$ 1,383
Investments - debt securities:								
U.S. Treasury Bills	40,576	—	—	40,576	59,802	—	—	59,802
	\$ 59,809	\$ —	\$ —	\$ 59,809	\$61,185	\$ —	\$ —	\$61,185

Money market funds and U.S. Treasury Bills are measured based on quoted market prices in an active market and categorized within Level 1 of the fair value hierarchy. Money market funds and short-term U.S. Treasury Bills with a maturity date of 90 days or less from the date of purchase are classified as cash equivalents in the Company's condensed consolidated balance sheets.

Assets and liabilities measured at fair value on a recurring basis related to interest rate swap agreements designated as cash flow hedges are as follows:

Description			Fixed	Notional			Fair	Location in			Fixed	Notional		
	Effective	Maturity	Interest	Amount as of	Derivative Asset Fair Value		Value	Consolidated	Effective	Maturity	Interest	Amount as of	Deri	
	Date	Date	Rate	September 30, 2023	September 30, 2023	December 31, 2022	Level	Balance Sheets	Date	Date	Rate	March 31, 2024	March 3	
				In Millions		In Thousands								

[Table of Contents](#)

As of **September 30, 2023** **March 31, 2024**, based on current value, the Company expects to reclassify **\$1.9 million** **\$1.7 million** of derivative instruments from accumulated other comprehensive income to earnings during the next twelve months. See Note 13. *Accumulated Other Comprehensive Income* for additional information.

Investment in Unconsolidated Joint Ventures

The Company evaluates its investment in unconsolidated JVs for impairment during each reporting period. A series of operating losses of an investee or other factors may indicate that a decrease in the value of the Company's investment in the unconsolidated JV has occurred. The amount of impairment recognized is the excess of the investment's carrying value over its estimated fair value. The fair value of the Company's investment in unconsolidated JVs is determined primarily using a discounted cash flow model to value the underlying net assets or cash flows of the respective JV. The fair value of investment in unconsolidated JVs required to be assessed for impairment is determined using Level 3 inputs in the fair value hierarchy. No impairment for unconsolidated JVs was recorded during the three **and nine** months ended **September 30, 2023** **March 31, 2024** and **2022**, **2023**. See Note 4. *Joint Ventures* for additional information.

Fair Value of Financial Instruments

The carrying value of the Company's cash and cash equivalents, restricted cash, receivables, other assets, accounts payable and other liabilities approximate fair value due to the short-term nature of these instruments.

The Company uses the following methods and assumptions in estimating fair value for financial instruments:

- The fair value of the investments held by **SPEs** **SPE** - time deposit is based on the present value of future cash flows at the current market rate.
- The fair value of the investments held by **SPEs** **SPE** - U.S. Treasury Bills are measured based on quoted market prices in an active market.

[Table of Contents](#)

- The fair value of debt is based on discounted future expected cash flows based on current market rates for financial instruments with similar risks, terms and maturities.
- The fair value of the senior notes held by SPE is based on the present value of future cash flows at the current market rate.

The carrying amount and estimated fair value, measured on a nonrecurring basis, of the Company's financial instruments were as follows:

	September 30, 2023			December 31, 2022			March 31, 2024			December 31, 2023		
	Carrying value	Estimated Fair value	Level	Carrying value	Estimated Fair value	Level	Carrying value	Estimated Fair value	Level	Carrying value	Estimated Fair value	Level
Investments held by SPEs:												
Time deposit	\$ 200,000	\$ 200,000	3	\$ 200,000	\$ 200,000	3	\$ 200,000	\$ 200,000	3	\$ 200,000	\$ 200,000	3
U.S. Treasury Bills	\$ 3,795	\$ 3,640	1	\$ 4,486	\$ 4,361	1	\$ 3,433	\$ 3,337	1	\$ 3,824	\$ 3,750	1
Senior Notes held by SPE	\$ 178,085	\$ 175,195	3	\$ 177,857	\$ 179,564	3	\$ 178,241	\$ 178,347	3	\$ 178,162	\$ 181,286	3

Debt												
Fixed-rate debt	\$ 262,541	\$ 205,446	2	\$ 194,525	\$ 172,241	2	\$ 261,662	\$ 211,384	2	\$ 262,484	\$ 215,522	2
Variable-rate debt	196,323	196,323	2	196,886	196,886	2	195,738	195,738	2	196,737	196,737	2
Total debt	\$ 458,864	\$ 401,769		\$ 391,411	\$ 369,127		\$ 457,400	\$ 407,122		\$ 459,221	\$ 412,259	

Investments and Senior Notes Held by Special Purpose Entities

In connection with a real estate sale in 2014, the Company received consideration including a \$200.0 million fifteen-year installment note (the "Timber Note") issued by Panama City Timber Finance Company, LLC. The Company contributed the Timber Note and assigned its rights as a beneficiary under a letter of credit to Northwest Florida Timber Finance, LLC. Northwest Florida Timber Finance, LLC monetized the Timber Note by issuing \$180.0 million aggregate

23

[Table of Contents](#)

principal amount of its 4.8% Senior Secured Notes due in 2029 (the "Senior Notes") at an issue price of 98.5% of face value to third party investors. The investments held by Panama City Timber Finance Company, LLC as of **September 30, 2023** **March 31, 2024**, consist of a \$200.0 million time deposit that, subsequent to April 2, 2014, pays interest at 4.0% and matures in March 2029, U.S. Treasuries of **\$3.8 million** **\$3.4 million** and cash of \$0.4 million. The Senior Notes held by Northwest Florida Timber Finance, LLC as of **September 30, 2023** **March 31, 2024** consist of **\$178.1 million** **\$178.2 million**, net of the **\$1.9 million** **\$1.8 million** discount and debt issuance costs. Panama City Timber Finance Company, LLC and Northwest Florida Timber Finance, LLC are VIEs, which the Company consolidates as the primary beneficiary of each entity.

7. Leases

The Company as Lessor

Leasing revenue consists of rental revenue from multi-family, senior living, self-storage, retail, office and commercial property, marinas, cell towers and other assets, which is recognized as earned, using the straight-line method over the life of each lease. Variable lease payments primarily include property taxes, insurance, utilities and common area maintenance or payments based on a percent of sales over specified levels and senior living services. The Company's leases have remaining lease terms up to the year 2072, some of which include options to terminate or extend.

27

[Table of Contents](#)

The components of leasing revenue are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2023	2022	2024	2023
Leasing revenue						

Lease payments	\$ 11,185	\$ 8,765	\$ 32,063	\$ 24,131	\$ 12,053	\$ 10,196
Variable lease payments	1,899	1,284	5,189	4,084	2,289	1,594
Total leasing revenue	\$ 13,084	\$ 10,049	\$ 37,252	\$ 28,215	\$ 14,342	\$ 11,790

Minimum future base rental revenue on non-cancelable leases subsequent to **September 30, 2023** **March 31, 2024**, for the years ending December 31 are:

2023	\$ 8,402	
2024	19,976	\$ 22,962
2025	11,191	14,355
2026	9,451	11,263
2027	8,150	9,865
2028		6,974
Thereafter	38,485	37,922
	\$ 95,655	\$103,341

The Company as Lessee

As of **September 30, 2023** **March 31, 2024**, the Company leased certain office and other equipment under finance leases and had operating leases for property and equipment used in corporate, hospitality and commercial operations with remaining lease terms up to the year 2081. **Operating leases also include property for hospitality employee housing.** Certain leases include options to purchase, terminate or renew for one or more years, which are included in the lease term used to establish right-of-use assets and lease liabilities when it is reasonably certain that the option will be exercised. **Finance lease right-of-use assets are included within property, plant and equipment and operating lease right-of-use assets are included within other assets on the condensed consolidated balance sheets, which represent the Company's right to use an underlying asset during a lease term for leases in excess of one year. Corresponding finance lease liabilities and operating lease liabilities are included within accounts payable and other liabilities on the condensed consolidated balance sheets and are related to the Company's obligation to make lease payments for leases in excess of one year.** The Company uses its incremental borrowing rate to determine the present value of the lease payments since the rate implicit in each lease is not readily determinable. The Company recognizes short-term (twelve months or less) lease payments in profit or loss on a straight-line basis over the term of the lease and variable lease payments in the period in which the obligation for those payments is incurred.

28 24

[Table of Contents](#)

The components of lease expense are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2023	2022	2024	2023
Lease cost						
Finance lease cost:						
Amortization of right-of-use assets	\$ 41	\$ 30	\$ 109	\$ 90	\$ 41	\$ 33
Interest on lease liability	5	3	11	11	5	3
Operating lease cost	103	92	330	286	197	110
Variable and short-term lease cost	667	576	1,605	1,401	243	248
Total lease cost	\$ 816	\$ 701	\$ 2,055	\$ 1,788	\$ 486	\$ 394
Other information						

Weighted-average remaining lease term - finance lease (in years)	3.0	3.2	2.8	3.1
Weighted-average remaining lease term - operating leases (in years)	1.7	3.0	2.2	2.1
Weighted-average discount rate - finance lease	5.3 %	4.9 %	5.3 %	5.2 %
Weighted-average discount rate - operating leases	4.9 %	4.8 %	5.0 %	4.9 %

The aggregate payments of finance and operating lease liabilities subsequent to **September 30, 2023** **March 31, 2024**, for the years ending December 31 are:

	Finance Leases	Operating Leases	Finance Leases	Operating Leases
2023	\$ 46	\$ 154		
2024	137	323	\$ 138	\$ 1,607
2025	94	120	151	2,097
2026	50	59	107	2,017
2027	32	55	89	55
2028			66	55
Thereafter	9	385	8	330
Total	368	1,096	559	6,161
Less imputed interest	(28)	(156)	(58)	(505)
Total lease liabilities	\$ 340	\$ 940	\$ 501	\$ 5,656

[Table of Contents](#)

8. Other Assets

Other assets consist of the following:

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
Accounts receivable, net	\$ 19,842	\$ 9,035	\$20,722	\$ 20,322
Homesite sales receivable	27,900	10,086	30,419	29,862
Notes receivable, net	422	1,742	395	416
Inventory	4,517	3,976	4,567	4,250
Prepaid expenses	13,488	9,393	10,372	12,086
Straight-line rent	2,562	2,546	2,852	2,755
Operating lease right-of-use assets	1,009	678	5,701	858
Other assets	16,352	13,138	8,891	8,756
Retained interest investments	—	8,197		
Accrued interest receivable for Senior Notes held by SPE	935	2,938	935	2,938
Total other assets	\$ 87,027	\$ 61,729	\$84,854	\$ 82,243

[Table of Contents](#)
Accounts Receivable, Net

The Company's accounts receivable, net primarily includes leasing receivables, membership fees, hospitality receivables and other receivables. At each reporting period, accounts receivable in the scope of *Financial Instruments—Credit Losses* (Topic 326) are pooled by type and judgements are made based on historical losses and expected credit losses based on economic trends to determine the allowance for credit losses primarily using the aging method. Actual losses could differ from those estimates. Write-offs are recorded when the Company concludes that all or a portion of the receivable is no longer collectible. **Accounts** As of March 31, 2024 and December 31, 2023, accounts receivable as of September 30, 2023 include \$11.5 million and December 31, 2022, include \$9.7 million and \$1.8 million \$12.1 million, respectively, of club membership initiation fee installments receivable. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, accounts receivable were presented net of allowance for credit losses of \$0.4 million \$0.3 million and \$0.3 million \$0.2 million, respectively. As of both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, there was no accounts receivable were presented net of allowance for lease related receivables, receivables of less than \$0.1 million. During both the nine three months ended September 30, 2023, March 31, 2024 and 2023, allowance for credit losses related to accounts receivable, net increased \$0.1 million.

Homesite Sales Receivable

Homesite sales receivable from contracts with customers include estimated homesite residuals and certain estimated fees that are recognized as revenue at the time of sale to homebuilders, subject to constraints. Any change in circumstances from the estimated amounts will be updated at each reporting period. The receivable will be collected as the homebuilders build the homes and sell to retail consumers, which can occur over multiple years.

The following table presents the changes in homesite sales receivable:

	September		March 31, March 31,	
	September 30, 2023	30, 2022	2024	2023
Balance at beginning of period	\$ 10,086	\$ 7,651	\$29,862	\$10,086
Increases due to revenue recognized for homesites sold	24,377	4,678	2,834	4,234
Decreases due to amounts received	(6,563)	(3,240)	(2,277)	(1,906)
Balance at end of period	\$ 27,900	\$ 9,089	\$30,419	\$12,414

[Table of Contents](#)
Notes Receivable, Net

Notes receivable, net consists of the following:

	September 30,	December 31,
--	---------------	--------------

	2023	2022
Various interest-bearing homebuilder notes, secured by the real estate sold — bearing interest at a rate of 5.5%, paid in full May 2023	\$ —	\$ 1,296
Interest-bearing notes with JV partner, secured by the partner's membership interest in the JV — bearing interest at a rate of 8.0%, due May 2039	359	359
Non-interest-bearing note with a tenant for tenant improvements, due October 2025	59	68
Mortgage note, secured by certain real estate, bearing interest at a rate of 6.6% due November 2023	4	19
Total notes receivable, net	\$ 422	\$ 1,742

The Company may allow homebuilders to pay for homesites during the home construction period in the form of homebuilder notes. The Company evaluates the carrying value of all notes receivable and the need for an allowance for credit losses at each reporting period. As of both September 30, 2023 and December 31, 2022, notes receivable were presented net of allowance for credit losses of less than \$0.1 million. As of both September 30, 2023 and December 31, 2022, accrued interest receivable related to notes receivable was \$0.1 million, which is included within other assets on the condensed consolidated balance sheets.

Prepaid Expenses

Prepaid expenses as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, include \$6.4 million \$2.5 million and \$2.8 million \$4.4 million, respectively, related to prepaid insurance.

Other Assets

Other assets as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, include \$11.0 million \$4.5 million and \$7.6 million \$4.7 million, respectively, of restricted cash and escrow deposits primarily related to requirements for financing and development, or advance draws on construction loans for certain of the Company's projects. Other assets as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, also include \$4.5 million \$3.6 million and \$4.6 million \$3.3 million, respectively, for the fair value of derivative assets. See Note 6. *Financial Instruments and Fair Value Measurements* for additional information.

Retained Interest Investments

The Company had a beneficial interest in a bankruptcy-remote qualified SPE used in the installment sale monetization of certain sales of timberlands in 2008. During the nine months ended September 30, 2023, the installment notes were prepaid, in full, and the Company received \$10.6 million of remaining principal. As of December 31, 2022, the Company had a beneficial or retained interest investment related to the SPEs of \$8.2 million recorded in other assets on the Company's condensed consolidated balance sheets.

31 26

[Table of Contents](#)

9. Debt, Net

Debt consists of the following:

					Effective		
					Interest	Rate	
					Rate	September	
					Terms	30, 2023	
Maturity Date					September 30, 2023		September 30, 2023
							December 31, 2022
Watersound	Origins	Crossings	JV	Loan			
(insured by HUD) (a)					April 2058	Fixed	5.0 % \$ 52,690 \$ 44,015
							Maturity
Watersound	Origins	Crossings	JV	Loan			
(insured by HUD)							April 2058
					SOFR		
					plus		
Pier Park Resort Hotel JV Loan					April 2027	2.1% (b)	4.1 % 52,131 45,209
Mexico Beach Crossings JV Loan (insured by HUD)							March 2064
PPN JV Loan					November 2025	Fixed	4.1 % 41,757 42,555
Mexico Beach Crossings JV Loan (insured by HUD)					March 2064	Fixed	3.0 % 41,351 23,374
Pearl Hotel Loan					December 2032	Fixed	6.3 % 35,890 37,000
PPC JV Loan (insured by HUD)					June 2060	Fixed	3.1 % 34,803 35,180
					SOFR		
					plus		
					2.1%,		
					floor		
Watersound Camp Creek Loan					December 2047	2.6% (c)	7.4 % 27,999 13,131
					SOFR		
					plus		
					2.6%,		
					floor		
					3.3% (d)		
North Bay Landing Loan					September 2024	(e)	7.9 % 26,750 18,222
PPC II JV Loan (insured by HUD)					May 2057	Fixed	2.7 % 22,318 22,623
Hotel Indigo Loan							October 2028
					SOFR		
					plus		
Watercrest JV Loan					June 2047	2.2% (e)	7.5 % 20,192 21,038
					SOFR		
					plus		
					2.7%,		
					floor		
Hotel Indigo Loan					October 2028	2.7% (f)	8.0 % 18,298 10,427
					Fixed		
Breakfast Point Hotel Loan					November 2042	(g)	6.0 % 16,050 16,376
Lodge 30A JV Loan					January 2028	Fixed	3.8 % 14,781 13,304
					SOFR		
					plus		
					2.1%,		
					floor		
Airport Hotel Loan					March 2025	3.0% (e)	7.4 % 14,561 14,642
					SOFR		
					plus		
					2.1%,		
					floor		
Topsail Hotel Loan					July 2027	3.0%	7.4 % 12,307 5,199

		SOFR				
		plus				
		2.1%,				
		floor				
Watersound Town Center Grocery Loan	August 2031	2.3% (e)	7.4 %	10,567	11,379	August 2031
		SOFR				
		plus				
Beckrich Building III Loan	August 2029	1.8% (e)	7.1 %	5,014	5,020	August 2029
		SOFR				
		plus				
		2.5%,				
		floor				
Self-Storage Facility Loan	November 2025	2.9% (e)	7.8 %	4,666	4,666	November 2025
		SOFR				
		plus				
Community Development District debt	May 2024-May 2039	Fixed	3.6 to 6.0 %	2,901	4,113	May 2024-May 2039
		SOFR				
		plus				
Beach Homes Loan	May 2029	1.7% (e)	7.0 %	1,423	1,447	May 2029
		SOFR				
		plus				
Pier Park Outparcel Loan	March 2027	1.8% (e)	7.1 %	1,280	1,300	March 2027
		SOFR				
		plus				
WaterColor Crossings Loan	February 2029	1.8% (e)	7.1 %	1,135	1,191	February 2029
Total principal outstanding				458,864	391,411	
Unamortized discount and debt issuance costs	Unamortized discount and debt issuance costs			(5,748)	(5,551)	Unamortized discount and d
Total debt, net				\$ 453,116	\$ 385,860	

- (a) In March 2023, the Watersound Origins Crossings JV Loan was refinanced. The previous loan had an interest rate of SOFR plus 2.8% and maturity date of May 2024.
- (b) The Pier Park Resort Hotel JV entered into an interest rate swap that matures in April 2027 and fixed the variable rate on the notional amount of related debt, initially at \$42.0 million, amortizing to \$38.7 million at swap maturity, to a rate of 3.3% 3.2%. See Note 6, *Financial Instruments and Fair Value Measurements* for additional information. Effective February 2023, the Pier Park Resort Hotel Loan was amended from an interest rate of LIBOR plus 2.2%.
- (c) In February 2023, the Watersound Camp Creek Loan was amended from an interest rate of LIBOR plus 2.1%.
- (d) Upon reaching a certain debt service coverage ratio, the North Bay Landing Loan will bear interest at a rate of SOFR plus 2.4%, with a floor of 3.1%.
- (e) Effective July 1, 2023, the benchmark interest rate index based on LIBOR transitioned to SOFR.

Table of Contents

- (f) The Hotel Indigo Loan interest rate will adjust to SOFR plus 2.5%, with a floor of 2.5% beginning November 2023 through maturity.
- (g) The Breakfast Point Hotel Loan interest rate is fixed through November 2027 and in December 2027 the rate will adjust to the 1-year constant maturity Treasury rate plus 3.3% from December 2027 through November 2042, with a minimum rate of 6.0% throughout the term of the loan.

The Company's indebtedness consists of various loans on real and leasehold property. These loans are typically secured by various interests in the property such as assignment of rents, leases, deposits, permits, plans, specifications, fees, agreements, approvals, contracts, licenses, construction contracts, development contracts, service contracts, franchise agreements, the borrower's assets, improvements, and security interests in the rents, personal property, management agreements, construction agreements, improvements, accounts, profits, leases accounts and fixtures (collectively, "Security Interests"). The specific Security Interests vary from loan to loan. As of September 30, 2023 March 31, 2024, the weighted average effective interest rate of outstanding debt was 5.2% 5.3%, of which 66.9% 66.2% of the debt outstanding includes fixed or swapped interest rates, and the average remaining life of debt outstanding was 17.4 17.0 years.

[Table of Contents](#)

In 2019, 2023, the Watersound Origins Crossings JV entered refinanced into a \$44.0 million \$52.9 million loan, as amended, to finance insured by the construction U.S. Department of apartments Housing and Urban Development ("HUD"), for a multi-family community located near the entrance to the Watersound Origins residential community (the "Watersound Origins Crossings JV Loan"). In March 2023, the Watersound Origins Crossings JV refinanced the Watersound Origins Crossings JV Loan that increased the principal amount of the The loan which had a balance of \$44.0 million at the time of the refinance, to \$52.9 million, fixed the interest rate to 5.0% and provides for monthly payments of principal and interest through maturity in April 2058. The refinanced loan terms include includes a prepayment premium due to the lender of 1% - 10% for any principal that is prepaid through April 2033. The refinanced loan is insured by the U.S. Department of Housing and Urban Development ("HUD") and is secured by the real property and certain other Security Interests. The Company incurred \$0.9 million of additional loan cost due to the refinance. As a result of the refinance, the nine months ended September 30, 2023, include a \$0.1 million loss on early extinguishment of debt related to unamortized debt issuance costs, included within other income, net on the condensed consolidated statements of income.

In 2020, the Pier Park Resort Hotel JV entered into a loan with an initial amount of \$52.5 million and up to a maximum of \$60.0 million through additional earn-out requests (the "Pier Park Resort Hotel JV Loan"). The loan was entered into to finance the construction of an Embassy Suites by Hilton hotel in the Pier Park area of Panama City Beach, Florida. The loan provides for monthly principal and interest payments with a final balloon payment at maturity in April 2027. In December 2022, the Pier Park Resort Hotel Loan was amended, effective February 2023, to bear interest at a rate of SOFR plus 2.1%. The loan is secured by the real property and certain other Security Interests. In connection with the loan, as guarantors, the Company and the Company's JV partner entered into a guarantee based on each partner's ownership interest in favor of the lender, to guarantee the payment and performance of the borrower. As guarantor, the Company's liability under the Pier Park Resort Hotel JV Loan will be released upon reaching and maintaining certain debt service coverage for twelve months. In addition, the guarantee can become full recourse in the case of the failure of the guarantor to abide by or perform any of the covenants or warranties to be performed on the part of such guarantor. The Pier Park Resort Hotel JV entered into an interest rate swap to hedge cash flows tied to changes in the underlying floating interest rate tied to LIBOR, which was amended to SOFR in February 2023. SOFR. The interest rate swap matures in April 2027 and fixed the variable rate on the notional amount of related debt, initially at \$42.0 million, amortizing to \$38.7 million at swap maturity, to a rate of 3.3% 3.2%. See Note 6. *Financial Instruments and Fair Value Measurements* for additional information.

In 2022, the Mexico Beach Crossings JV entered into a \$43.5 million loan, insured by HUD, to finance the construction of a multi-family community in Mexico Beach, Florida (the "Mexico Beach Crossings JV Loan"). The loan provides for interest only payments for the first twenty-seven months and principal and interest payments thereafter through maturity in March 2064. The loan includes a prepayment premium due to the lender of 1% - 10% for any principal that is prepaid through March 2034. The loan is secured by the real property and certain other Security Interests.

In 2015, the Pier Park North JV entered into a \$48.2 million loan (the "PPN JV Loan"), secured by a first lien on, and Security Interest in, a majority of the Pier Park North JV's property. The loan provides for principal and interest payments with a final balloon payment at maturity in November 2025. In connection with the loan, the Company entered into a limited guarantee in favor of the lender, based on its percentage ownership of the JV. In addition, the guarantee can become full recourse in the case of any fraud or intentional misrepresentation by the Pier Park North JV; any voluntary transfer or encumbrance of the property in violation of the due-on-sale clause in the security instrument; upon commencement of voluntary bankruptcy or insolvency proceedings and upon breach of covenants in the security instrument.

In January 2022, the Mexico Beach Crossings JV entered into a \$43.5 million loan, insured by HUD, to finance the construction of apartments in Mexico Beach, Florida (the "Mexico Beach Crossings JV Loan"). The loan provides for interest only payments for the first twenty-seven months and principal and interest payments thereafter through maturity

[Table of Contents](#)

in March 2064. The loan may not be prepaid prior to April 2024 and if any additional principal is prepaid from April 2024 through March 2034 a premium is due to the lender of 1% - 10%. The loan is secured by the real property and certain other Security Interests.

In December 2022, a wholly-owned subsidiary of the Company entered into a \$37.0 million loan, which is guaranteed by the Company, to finance the acquisition of a hotel located on Scenic Highway 30A ("The Pearl Hotel Loan"). The loan provides for monthly principal and interest payments through maturity in December 2032. The loan includes a prepayment fee due to the lender of 1% - 5% 4% of the outstanding principal balance if the loan is refinanced with another financial institution through December 2027. The loan is secured by the real property and certain other Security Interests.

In 2018, the Pier Park Crossings JV entered into a \$36.6 million loan, insured by HUD, to finance the construction of apartments a multi-family community in Panama City Beach, Florida (the "PPC JV Loan"). The loan provides for monthly principal and interest payments through maturity in June 2060. The loan includes a prepayment premium due to the lender of 2% - 9% for any additional principal that is prepaid through August 2031. The loan is secured by the real property and certain other Security Interests.

In 2021, a wholly-owned subsidiary of the Company entered into a \$28.0 million loan, which is guaranteed by the Company, to finance the construction of Watersound Camp Creek, which includes an inn and amenity center near the Watersound Camp Creek residential community (the "Watersound Camp Creek Loan"). The loan provides for monthly principal and interest payments through maturity in December 2047. In February 2023, the Watersound Camp Creek Loan was amended, which modified the interest rate to SOFR plus 2.1%, with a floor of 2.6%. The loan is secured by the real property and certain

[Table of Contents](#)

other Security Interests. As guarantor, the Company's liability under the loan will be reduced to 50% of the outstanding principal amount upon the project reaching and maintaining a trailing six months of operations with a certain debt service coverage ratio and reduced to 25% of the outstanding principal amount upon reaching and maintaining a trailing twelve months of operations with a certain debt service coverage ratio. In addition, the guarantee can become full recourse in the case of the failure of guarantor to abide by or perform any of the covenants, warranties or other certain obligations to be performed on the part of such guarantor.

In 2021, a wholly-owned subsidiary of the Company entered into a \$26.8 million construction loan, which is guaranteed by the Company, to finance the construction of apartments a multi-family community in Panama City, Florida (the "North Bay Landing Loan"). The loan provides for interest only payments and a principal balloon payment at maturity in September 2024. The loan includes an option for an extension of the maturity date by eighteen months, subject to certain conditions, which would provide for principal and interest payments commencing on the original maturity date with a final balloon payment at the extended maturity date. The loan is secured by the real property and certain other Security Interests. As guarantor, the Company's liability under the loan has been reduced to is 50% of the principal amount upon satisfaction of final advance conditions and will be further reduced to 25% of the outstanding principal amount upon reaching and maintaining a certain debt service coverage ratio. In addition, the guarantee can become full recourse in the case of any fraud or intentional misrepresentation or failure to abide by other certain obligations on the part of such guarantor. In May 2023, the Company began the process to make available the option to refinance the North Bay Landing Loan with by seeking a loan commitment to be insured by HUD.

In 2019, the Pier Park Crossings Phase II JV entered into a \$22.9 million loan, insured by HUD, as amended, to finance the construction of apartments a multi-family community in Panama City Beach, Florida (the "PPC II JV Loan"). The loan provides for monthly payments of principal and interest through maturity in May 2057. The loan includes a prepayment premium due to the lender of 1% - 9% for any additional principal that is prepaid through May 2032. The loan is secured by the real property and certain other Security Interests.

In 2021, a wholly-owned subsidiary of the Company entered into a \$21.2 million loan, which is guaranteed by the Company, to finance the construction of a hotel in Panama City, Florida (the "Hotel Indigo Loan"). The loan provides for monthly principal and interest payments with a final balloon payment at maturity in October 2028. The loan includes an option for an extension of the maturity date by sixty months, subject to

certain conditions, which would provide for continued principal and interest payments with a final balloon payment at the extended maturity date. The loan is secured by the leasehold property and certain other Security Interests.

In 2019, the Watercrest JV entered into a \$22.5 million loan to finance the construction of a senior living facility in Santa Rosa Beach, Florida (the "Watercrest JV Loan"). The loan provides for monthly principal and interest payments through maturity in June 2047. The loan is secured by the real property and certain other Security Interests. In connection with the loan, the Company executed a guarantee in favor of the lender to guarantee the payment and performance of the borrower under the Watercrest JV Loan. The Company is the sole guarantor and receives a quarterly fee related to the guarantee from its JV partner based on the JV partner's ownership percentage.

34

[Table of Contents](#)

In 2021, a wholly-owned subsidiary of the Company entered into a \$21.2 million loan, which is guaranteed by the Company, to finance the construction of a hotel in Panama City, Florida (the "Hotel Indigo Loan"). The loan provides for interest only payments for the first twenty-four months and principal and interest payments thereafter with a final balloon payment at maturity in October 2028. The loan includes an option for an extension of the maturity date by sixty months, subject to certain conditions, which would provide for continued principal and interest payments with a final balloon payment at the extended maturity date. The loan is secured by the leasehold property and certain other Security Interests.

In 2020, a wholly-owned subsidiary of the Company entered into a \$16.8 million loan, which is guaranteed by the Company, to finance the construction of a Homewood Suites by Hilton hotel in the Breakfast Point area of Panama City Beach, Florida (the "Breakfast Point Hotel Loan"). The loan provides for monthly principal and interest payments through maturity in November 2042. The loan includes a prepayment premium due to the lender of 1% - 3% 2% of the outstanding principal balance for any additional principal that is prepaid through November 2027. The loan is secured by the real property and certain other Security Interests.

In 2021, The Lodge 30A JV entered into a \$15.0 million loan to finance the construction of a boutique hotel in Seagrove Beach, Florida (the "Lodge 30A JV Loan"). The loan provides for monthly principal and interest payments with a final balloon payment at maturity in January 2028. The loan is secured by the real property and certain other Security Interests. In connection with the loan, the Company, wholly-owned subsidiaries of the Company and the Company's JV partner entered into a joint and several payment and performance guarantee in favor of the lender. Upon reaching a certain debt service coverage ratio for a minimum of twenty-four months, the Company's liability as guarantor will be reduced to 75% of the outstanding principal amount for a twelve-month period. The debt service coverage ratio will be tested annually thereafter and the Company's liability will be reduced to 50% in year four and

29

[Table of Contents](#)

25% in year five. The Company receives a monthly fee related to the guarantee from its JV partner based on the JV partner's ownership percentage.

In 2020, a wholly-owned subsidiary of the Company entered into a \$15.3 million loan, which is guaranteed by the Company, to finance construction of the Hilton Garden Inn Panama City Airport (the "Airport Hotel Loan"). The loan provides for monthly principal and interest payments with a final balloon payment at maturity in March 2025. The loan is secured by the real property and certain other Security Interests.

In July 2022, a wholly-owned subsidiary of the Company entered into a \$13.7 million loan, which is guaranteed by the Company, to finance the construction of a hotel in Santa Rosa Beach, Florida (the "Topsail Hotel Loan"). The loan provides for interest only payments for the first

thirty-six months and principal and interest payments thereafter with a final balloon payment at maturity in July 2027. The loan is secured by the real property and certain other Security Interests.

In 2021, a wholly-owned subsidiary of the Company entered into a \$12.0 million loan, which is guaranteed by the Company, to finance the construction of a building in the Watersound Town Center near the Watersound Origins residential community (the "Watersound Town Center Grocery Loan"). The loan provides for monthly principal and interest payments with a final balloon payment at maturity in August 2031. The loan is secured by the real property and certain other Security Interests. As guarantor, the Company's liability under the loan **has been reduced to is** 50% of the outstanding principal amount and will be **further** reduced to 25% of the outstanding principal amount upon reaching a certain debt service coverage ratio and the project maintaining 93% occupancy for ninety consecutive days.

In 2019, a wholly-owned subsidiary of the Company entered into a \$5.5 million loan, which is guaranteed by the Company, to finance the construction of an office building in Panama City Beach, Florida (the "Beckrich Building III Loan"). The loan provides for monthly principal and interest payments with a final balloon payment at maturity in August 2029. The loan is secured by the real property and certain other Security Interests.

In 2020, a wholly-owned subsidiary of the Company entered into a \$5.8 million loan, which is guaranteed by the Company, to finance the construction of a self-storage facility in Santa Rosa Beach, Florida (the "Self-Storage Facility Loan"). The loan provides for interest only payments for the first forty-eight months and principal and interest payments thereafter with a final balloon payment at maturity in November 2025. The loan is secured by the real property and

[Table of Contents](#)

certain other Security Interests. The Company's liability as guarantor under the loan shall not exceed \$2.9 million, plus any additional fees, with the project maintaining a certain debt service coverage.

Community Development District ("CDD") bonds financed the construction of infrastructure improvements at some of the Company's projects. The principal and interest payments on the bonds are paid by assessments on the properties benefited by the improvements financed by the bonds. CDD debt is secured by certain real estate or other collateral. The Company has recorded a liability for CDD debt that is associated with platted property, which is the point at which it becomes fixed and determinable. Additionally, the Company has recorded a liability for the portion of the CDD debt that is associated with unplatted property if it is probable and reasonably estimable that the Company will ultimately be responsible for repayment. The Company's total CDD debt assigned to property it owns was **\$10.6 million and \$12.8 million \$10.7 million** as of **September 30, 2023** both **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively. The Company pays interest on this total outstanding CDD debt.

In 2018, a wholly-owned subsidiary of the Company entered into a \$1.7 million loan, which is guaranteed by the Company, to finance the construction of two beach homes located in Panama City Beach, Florida (the "Beach Homes Loan"). The loan provides for monthly principal and interest payments with a final balloon payment at maturity in May 2029. The loan is secured by the real property and certain other Security Interests.

In 2017, a wholly-owned subsidiary of the Company entered into a \$1.6 million loan to finance the construction of a commercial leasing property located in Panama City Beach, Florida (the "Pier Park Outparcel Loan"). The loan provides for monthly principal and interest payments with a final balloon payment at maturity in March 2027. The loan is secured by the real property and certain other Security Interests.

[Table of Contents](#)

In 2018, a wholly-owned subsidiary of the Company entered into a \$1.9 million loan, which is guaranteed by the Company, to finance the construction of a commercial leasing property located in Santa Rosa Beach, Florida (the "WaterColor Crossings Loan"). The loan provides for monthly principal and interest payments with a final balloon payment at maturity in February 2029. The loan is secured by the real property and certain other Security Interests.

The Company's financing agreements are subject to various customary debt covenants and as of both **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, the Company was in compliance with the financial debt covenants.

As of **September 30, 2023** **March 31, 2024**, property, receivables and inventory that were pledged as collateral related to the Company's debt agreements, **including unfunded commitments**, had an approximate carrying amount of **\$598.8 million** **\$573.5 million**. These assets are included within investment in real estate, net, property and equipment, net and other assets on the condensed consolidated balance sheets.

The aggregate maturities of debt subsequent to **September 30, 2023** **March 31, 2024**, for the years ending December 31 are:

2023	\$	1,883	
2024		35,378	\$ 33,864
2025		67,026	66,187
2026		8,054	8,654
2027		68,836	69,356
2028			35,961
Thereafter		277,687	243,378
	\$	458,864	\$457,400

36

[Table of Contents](#)

10. Accounts Payable and Other Liabilities

Accounts payable and other liabilities consist of the following:

	September 30, 2023	December 31, 2022	December March 31, 2024	31, 2023
Accounts payable	\$ 37,277	\$ 69,864	\$24,125	\$24,340
Income tax payable	26,252	3,470	8,169	9,239
Finance lease liabilities	340	300	501	298
Operating lease liabilities	940	678	5,656	793
Accrued compensation	6,081	5,731	4,647	6,037
Other accrued liabilities	10,163	3,641	6,768	4,100
Club membership deposits	3,322	3,422	3,290	3,314
Advance deposits	6,111	4,415	11,560	7,602
Accrued interest expense for Senior Notes held by SPE	713	2,850	713	2,850
Total accounts payable and other liabilities	\$ 91,199	\$ 94,371	\$65,429	\$58,573

Accounts payable as of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, primarily includes payables and retainage related to the Company's development and construction projects.

Other accrued liabilities include \$6.2 million \$2.8 million and \$0.3 million \$0.4 million of accrued property taxes as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively, which are generally paid annually in November.

Advance deposits consist of deposits received on hotel rooms and related hospitality activities. Advance deposits are recorded as accounts payable and other liabilities in the condensed consolidated balance sheets without regard to whether they are refundable and are recognized as income at the time the service is provided for the related deposit.

11. Deferred Revenue

As of March 31, 2024 and December 31, 2023, deferred revenue includes club initiation fees of \$50.4 million and \$48.7 million, respectively, and other deferred revenue of \$14.1 million as of both periods.

31

[Table of Contents](#)

11. Deferred Revenue

As of September 30, 2023 and December 31, 2022, deferred revenue includes club initiation fees of \$40.7 million and \$25.1 million, respectively, and other deferred revenue of \$14.8 million and \$13.8 million, respectively.

Club initiation fees are recognized as revenue over the estimated average duration of membership, which is evaluated periodically. The following table presents the changes in club initiation fees related to contracts with customers:

		September	March 31, March 31,	
	September 30, 2023	30, 2022	2024	2023
Balance at beginning of period	\$ 25,088	\$ 22,850	\$48,742	\$25,088
New club memberships	22,025	7,335	5,022	2,890
Revenue from amounts included in contract liability opening balance	(5,243)	(4,663)	(3,105)	(1,891)
Revenue from current period new memberships	(1,149)	(535)	(262)	(74)
Balance at end of period	\$ 40,721	\$ 24,987	\$50,397	\$26,013

Remaining performance obligations represent contracted revenue that has not been recognized related to club initiation fees. As of September 30, 2023 March 31, 2024, remaining performance obligations were \$40.7 million \$50.4 million, of which the Company expects to recognize as revenue \$2.3 million \$8.7 million in 2023 2024, \$17.9 million \$21.9 million in 2024 2025 through 2025 2026, \$14.6 million \$15.8 million in 2026 2027 through 2027 2028 and \$5.9 million \$4.0 million thereafter.

Other deferred revenue as of both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, includes \$10.9 million related to a 2006 agreement pursuant to which the Company agreed to sell land to the Florida Department of Transportation. Revenue is recognized when title to a specific parcel is legally transferred.

37

[Table of Contents](#)

12. Income Taxes

Income tax expense (benefit) attributable to income from operations differed from the amount computed by applying the statutory federal income tax rate of 21% as of September 30, 2023 March 31, 2024 and 2022 2023 to pre-tax income as a result of the following:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Tax at the federal statutory rate	\$ 5,496	\$ 3,467	\$ 18,109	\$ 12,063
State income taxes (net of federal benefit)	1,067	799	3,699	2,703
Tax credits	(53)	(70)	(460)	(179)
Other	254	(33)	361	56
Total income tax expense	\$ 6,764	\$ 4,163	\$ 21,709	\$ 14,643

	Three Months Ended March 31,			
	2024		2023	
U.S. federal statutory tax rate	\$ 3,898	21.0 %	\$ 2,905	21.0 %
State and local income taxes, net of federal income tax effect (a)	813	4.4 %	606	4.4 %
Energy related tax credits	(48)	(0.3)%	(94)	(0.7)%
Other items	(14)	(0.1)%	24	0.2 %
Total income tax expense	\$ 4,649	25.0 %	\$ 3,441	24.9 %

(a) State taxes in Florida make up the majority of the tax effect in this category.

As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company had income tax payable of \$26.3 million \$8.2 million and \$3.5 million \$9.2 million, respectively, included within accounts payable and other liabilities on the condensed consolidated balance sheets.

The Inflation Reduction Act ("IRA") was signed into law on August 16, 2022, in August 2022. The IRA extended the Internal Revenue Code Section 45L credit, a credit for the installation of energy efficient appliances and equipment in both single family and multi-family homes, to tax year 2032.

In general, a valuation allowance is recorded if, based on all available positive and negative evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Realization of the Company's deferred tax assets is dependent upon the Company generating sufficient taxable income in future years in the appropriate tax jurisdictions to obtain a benefit from the reversal of deductible temporary differences and from loss carryforwards. As of both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company's valuation allowance was \$0.3 million against certain state net operating loss carryforwards.

Significant judgment is required in evaluating the Company's uncertain tax positions and determining its provision for income taxes. The Company regularly assesses the likelihood of adverse outcomes resulting from potential examinations to determine the adequacy of its provision for income taxes and applies a "more-likely-than-not" in

[Table of Contents](#)

determining the financial statement recognition and measurement of a tax position taken or expected to be taken in the tax returns. The Company has not identified any material unrecognized tax benefits as of either September 30, 2023 March 31, 2024 or December 31, 2022 December 31, 2023.

13. Accumulated Other Comprehensive Income

Following is a summary of the changes in the balances of accumulated other comprehensive (loss) income, which is presented net of tax:

	Unrealized (Loss) Gain on Available-for- Sale Securities	Unrealized Gain (Loss) Cash Flow Hedges	Total
Accumulated other comprehensive (loss) income as of December 31, 2022	\$ (182)	\$ 2,612	\$ 2,430
Other comprehensive income before reclassifications	184	959	1,143
Amounts reclassified from accumulated other comprehensive income	—	(1,045)	(1,045)
Other comprehensive income (loss)	184	(86)	98
Less: Other comprehensive loss attributable to non-controlling interest	—	47	47
Accumulated other comprehensive income as of September 30, 2023	\$ 2	\$ 2,573	\$ 2,575

38

[Table of Contents](#)

13. Accumulated Other Comprehensive Income

Following is a summary of the changes in the balances of accumulated other comprehensive income, which is presented net of tax:

	Unrealized Gain (Loss) on Cash Flow Hedges	Total
Accumulated other comprehensive income as of December 31, 2023	\$ 1,843	\$ 1,843
Other comprehensive income before reclassifications	687	687
Amounts reclassified from accumulated other comprehensive income	(395)	(395)
Other comprehensive income	292	292
Less: Other comprehensive income attributable to non-controlling interest	(94)	(94)
Accumulated other comprehensive income as of March 31, 2024	\$ 2,041	\$ 2,041

Following is a summary of the tax effects allocated to other comprehensive ~~income~~ income (loss):

	Three Months Ended September 30, 2023			Three Months Ended March 31, 2024		
	Before- Tax Amount	Tax Benefit (Expense)	Net-of- Tax Amount	Before- Tax Amount	Tax (Expense) Benefit	Net-of- Tax Amount
Unrealized loss on available-for-sale investments	\$ (6)	\$ 2	\$ (4)			
Interest rate swap	606	(108)	498			
Interest rate swap - unconsolidated affiliate	58	(15)	43			
Interest rate swaps				\$ 751	\$ (133)	\$ 618
Interest rate swap - unconsolidated joint venture				93	(24)	69
Reclassification adjustment for net gain included in earnings	(473)	88	(385)	(485)	90	(395)
Net unrealized gain	185	(33)	152	359	(67)	292
Other comprehensive income	\$ 185	\$ (33)	\$ 152	\$ 359	\$ (67)	\$ 292

Three Months Ended September 30, 2022

	Before- Tax Amount	Tax Benefit (Expense)	Net-of- Tax Amount
Unrealized loss on available-for-sale investments	\$ (31)	\$ 8	\$ (23)
Interest rate swap	1,427	(253)	1,174
Interest rate swap - unconsolidated affiliate	307	(78)	229
Reclassification adjustment for net loss included in earnings	15	(4)	11
Net unrealized gain	1,718	(327)	1,391
Other comprehensive income	\$ 1,718	\$ (327)	\$ 1,391

	Nine Months Ended September 30, 2023		
	Before- Tax Amount	Tax (Expense) Benefit	Net-of- Tax Amount
Unrealized gain on available-for-sale investments	\$ 247	\$ (63)	\$ 184
Interest rate swaps	1,010	(179)	831
Interest rate swap - unconsolidated joint venture	172	(44)	128
Reclassification adjustment for net gain included in earnings	(1,281)	236	(1,045)
Net unrealized gain	148	(50)	98
Other comprehensive income	\$ 148	\$ (50)	\$ 98

	Nine Months Ended September 30, 2022		
	Before- Tax Amount	Tax Benefit (Expense)	Net-of- Tax Amount
Unrealized loss on available-for-sale investments	\$ (686)	\$ 174	\$ (512)
Interest rate swaps	4,540	(808)	3,732
Interest rate swap - unconsolidated joint venture	615	(156)	459
Reclassification adjustment for net loss included in earnings	150	(38)	112
Net unrealized gain	4,619	(828)	3,791
Other comprehensive income	\$ 4,619	\$ (828)	\$ 3,791

	Three Months Ended March 31, 2023		
	Before- Tax Amount	Tax (Expense) Benefit	Net-of- Tax Amount
Unrealized gain on available-for-sale investments	\$ 227	\$ (57)	\$ 170
Interest rate swaps	(582)	103	(479)
Interest rate swap - unconsolidated joint venture	(37)	9	(28)
Reclassification adjustment for net gain included in earnings	(360)	66	(294)
Net unrealized loss	(752)	121	(631)
Other comprehensive loss	\$ (752)	\$ 121	\$ (631)

14. Stockholders' Equity

Dividends

During the three months ended **September 30, 2023**, **March 31, 2024** and **2022**, the Company paid cash dividends of \$0.12 and \$0.10, respectively, per share on the Company's common stock for a total of \$7.0 million and \$5.9 million, respectively. During the nine months ended **September 30, 2023** and **2022**, the Company paid cash dividends of \$0.32 and \$0.30, respectively, per share on the Company's common stock for a total of \$18.7 million and \$17.7 million **\$5.8 million**, respectively.

[Table of Contents](#)

Stock Repurchase Program

The Company's Board approved a stock repurchase program (the "Stock Repurchase Program") pursuant to which the Company is authorized to repurchase shares of its common stock. The program has no expiration date.

33

[Table of Contents](#)

During the three and nine months ended September 30, 2023, March 31, 2024 and 2023, the Company did not repurchase shares of its common stock outstanding. During the three months ended September 30, 2022, the Company repurchased 572,203 shares of its common stock outstanding at an average purchase price of \$34.78, per share, for an aggregate purchase price of \$19.8 million. During the nine months ended September 30, 2022, the Company repurchased 576,963 shares of its common stock outstanding at an average purchase price of \$34.81, per share, for an aggregate purchase price of \$20.0 million. As of September 30, 2023, March 31, 2024, the Company had a total authority of \$80.0 million available for purchase of shares of its common stock. The Company may repurchase its common stock in open market purchases from time to time, in privately negotiated transactions or otherwise, pursuant to Rule 10b-18 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The timing and amount of any additional shares to be repurchased will depend upon a variety of factors. Repurchases may be commenced or suspended at any time or from time to time without prior notice. The Stock Repurchase Program will continue until otherwise modified or terminated by the Company's Board at any time in its sole discretion.

Issuance of Common Stock for Employee Compensation

On March 24, 2023, In February 2024, the Company granted 12,796 26,744 restricted stock awards to certain employees pursuant to the Company's 2015 Performance and Equity Incentive Plan (the "2015 Plan"). The restricted shares vest in equal annual installments on the first, second and third annual anniversary of the grant date, subject to the recipient's continued employment through and on the applicable vesting date. During the three months ended March 31, 2024, 2,592 of the unvested restricted shares were forfeited due to the recipient's resignation. In addition, in February 2024, the Company granted 5,418 restricted stock awards to an employee pursuant to the 2015 Plan. The restricted shares vest in January 2030, subject to the recipient's continued employment through and on the applicable vesting date. The weighted average grant date fair value of the restricted shares was \$54.16 per share.

In March 2023, the Company granted 12,796 restricted stock awards to certain employees pursuant to the 2015 Plan. The restricted shares vest in equal annual installments on the first, second and third annual anniversary of the grant date, subject to the recipient's continued employment through and on the applicable vesting date. During the three months ended March 31, 2024, 3,187 of the restricted shares vested on the first annual anniversary. During the three months ended March 31, 2024, 3,237 of the unvested restricted shares were forfeited due to the recipient's resignation. The weighted average grant date fair value of the restricted shares was \$39.42 per share.

On February 21, 2023, In February 2023, the Company granted 17,943 restricted stock awards to certain employees pursuant to the 2015 Plan. The restricted shares vest in equal annual installments on the first, second and third annual anniversary of the grant date, subject to the recipient's continued employment through and on the applicable vesting date. On February 21, 2023 During the three months ended March 31, 2024, 5,982 of the restricted shares vested on the first annual anniversary. In addition, in February 2023, the Company also granted 5,760 restricted stock awards to an employee pursuant to the 2015 Plan. The restricted shares vest in January 2030, subject to the recipient's continued employment through and on the applicable vesting date. The weighted average grant date fair value of the restricted shares was \$44.30 per share.

On April 8, 2022, In April 2022, the Company granted 4,361 restricted stock awards to an employee pursuant to the 2015 Plan. The restricted shares vest in January 2030, subject to the recipient's continued employment through and on the applicable vesting date. The weighted average grant date fair value of the restricted shares was \$55.73 per share.

On February 22, 2022, In February 2022, the Company granted 25,594 restricted stock awards to certain employees pursuant to the 2015 Plan. The restricted shares vest in equal annual installments on the first, second and third annual anniversary of the grant date, subject to the recipient's continued employment through and on the applicable vesting date. During the nine three months ended September 30, 2023, March 31, 2024 and 2023, 8,532 and 8,531, respectively, of the restricted shares vested on the first annual anniversary, anniversaries. During the three months ended March 31, 2024, 867 of the unvested restricted shares were forfeited due to the recipient's resignation. The weighted average grant date fair value of the restricted shares was \$46.73 per share.

34

Table of Contents

Following is a summary of non-vested restricted share activity:

	Nine Months Ended September 30, 2023			Nine Months Ended September 30, 2022		
	Weighted Average			Weighted Average		
	Grant Date			Grant Date		
	Number of	Fair Value		Number of	Fair Value	
Non-Vested Restricted Shares	Shares	Per Share		Shares	Per Share	
Balance at beginning of period	29,955	\$ 48.04		—	\$ —	
Granted	36,499	\$ 42.59		29,955	\$ 48.04	
Vested	(8,531)	\$ 46.73		—	\$ —	
Forfeited	—	\$ —		—	\$ —	
Balance at end of period	57,923	\$ 44.80		29,955	\$ 48.04	

40

Table of Contents

	Three Months Ended March 31, 2024			Three Months Ended March 31, 2023		
	Weighted Average			Weighted Average		
	Grant Date			Grant Date		
	Number of	Fair Value		Number of	Fair Value	
Non-Vested Restricted Shares	Shares	Per Share		Shares	Per Share	
Balance at beginning of period	57,923	\$ 44.80		29,955	\$ 48.04	
Granted	32,162	\$ 54.16		36,499	\$ 42.59	
Vested	(17,701)	\$ 44.59		(8,531)	\$ 46.73	
Forfeited	(6,696)	\$ 46.07		—	\$ —	
Balance at end of period	65,688	\$ 49.31		57,923	\$ 44.80	

Stock based compensation cost is measured at the grant date based on the fair value of the award and is typically recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. Forfeitures are accounted for as they occur. During the three and nine months ended September 30, 2023, March 31, 2024 and 2023, the Company recorded expense of \$0.2 million and \$0.6 million, respectively, related to restricted stock awards. During the three and nine months ended September 30, 2022, the Company recorded expense of \$0.1 million and \$0.3 million, respectively, related to restricted stock awards.

As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, there was \$2.0 million \$3.0 million and \$1.1 million \$1.8 million, respectively, of unrecognized compensation cost, related to non-vested restricted shares. As of September 30, 2023 March 31, 2024, unrecognized compensation costs will be recognized over a weighted average period of 3.0 3.1 years.

15. Revenue Recognition

Revenue consists primarily of real estate sales, hospitality operations and leasing operations and timber sales, operations. Taxes collected from customers and remitted to governmental authorities (e.g., sales tax) are excluded from revenue, cost of revenue and expenses. The following represents revenue disaggregated by segment, good or service and timing:

	Three Months Ended September 30, 2023					Three Months Ended March 31, 2024				
	Residential	Hospitality	Commercial	Other	Total	Residential	Hospitality	Commercial	Other	Total
Revenue by Major Good/Service:										
Real estate revenue	\$ 35,466	\$ —	\$ 3,133	\$ 1,348	\$ 39,947	\$ 30,758	\$ —	\$ 2,627	\$ 803	\$ 34,188
Hospitality revenue	—	47,369	—	—	47,369	—	39,257	—	—	39,257
Leasing revenue	43	630	12,254	157	13,084	56	776	13,482	28	14,342
Timber revenue	—	—	990	—	990	—	—	—	—	—
Total revenue	\$ 35,509	\$ 47,999	\$ 16,377	\$ 1,505	\$ 101,390	\$ 30,814	\$ 40,033	\$ 16,109	\$ 831	\$ 87,787
Timing of Revenue Recognition:										
Recognized at a point in time	\$ 35,466	\$ 38,504	\$ 4,123	\$ 1,348	\$ 79,441	\$ 30,758	\$ 26,392	\$ 2,627	\$ 803	\$ 60,580
Recognized over time	—	8,865	—	—	8,865	—	12,865	—	—	12,865
Over lease term	43	630	12,254	157	13,084	56	776	13,482	28	14,342
Total revenue	\$ 35,509	\$ 47,999	\$ 16,377	\$ 1,505	\$ 101,390	\$ 30,814	\$ 40,033	\$ 16,109	\$ 831	\$ 87,787

	Three Months Ended September 30, 2022				
	Residential	Hospitality	Commercial	Other	Total
Revenue by Major Good/Service:					
Real estate revenue	\$ 15,045	\$ —	\$ 1,464	\$ 821	\$ 17,330
Hospitality revenue	—	28,843	192	—	29,035
Leasing revenue	5	204	9,800	40	10,049
Timber revenue	—	—	1,162	—	1,162
Total revenue	\$ 15,050	\$ 29,047	\$ 12,618	\$ 861	\$ 57,576
Timing of Revenue Recognition:					
Recognized at a point in time	\$ 15,045	\$ 21,573	\$ 2,818	\$ 821	\$ 40,257
Recognized over time	—	7,270	—	—	7,270
Over lease term	5	204	9,800	40	10,049
Total revenue	\$ 15,050	\$ 29,047	\$ 12,618	\$ 861	\$ 57,576

41 35

[Table of Contents](#)

	Nine Months Ended September 30, 2023				
	Residential	Hospitality	Commercial	Other	Total
Revenue by Major Good/Service:					

Real estate revenue	\$ 126,894	\$ —	\$ 14,214	\$ 3,188	\$ 144,296
Hospitality revenue	—	116,963	4	—	116,967
Leasing revenue	52	1,503	35,434	263	37,252
Timber revenue	—	—	4,032	—	4,032
Total revenue	\$ 126,946	\$ 118,466	\$ 53,684	\$ 3,451	\$ 302,547
Timing of Revenue Recognition:					
Recognized at a point in time	\$ 126,894	\$ 92,983	\$ 18,250	\$ 3,188	\$ 241,315
Recognized over time	—	23,980	—	—	23,980
Over lease term	52	1,503	35,434	263	37,252
Total revenue	\$ 126,946	\$ 118,466	\$ 53,684	\$ 3,451	\$ 302,547

	Nine Months Ended September 30, 2022					Three Months Ended March 31, 2023				
	Residential	Hospitality	Commercial	Other	Total	Residential	Hospitality	Commercial	Other	Total
Revenue by Major Good/Service:										
Real estate revenue	\$ 70,724	\$ —	\$ 9,581	\$ 1,827	\$ 82,132	\$ 28,025	\$ —	\$ 7,612	\$1,065	\$36,702
Hospitality revenue	—	74,391	521	—	74,912	—	24,499	—	—	24,499
Leasing revenue	50	263	27,800	102	28,215	5	356	11,396	33	11,790
Timber revenue	—	—	5,438	—	5,438	—	—	—	—	—
Total revenue	\$ 70,774	\$ 74,654	\$ 43,340	\$ 1,929	\$ 190,697	\$ 28,030	\$ 24,855	\$ 19,008	\$1,098	\$72,991
Timing of Revenue Recognition:										
Recognized at a point in time	\$ 70,724	\$ 53,563	\$ 15,540	\$ 1,827	\$ 141,654	\$ 28,025	\$ 17,401	\$ 7,612	\$1,065	\$54,103
Recognized over time	—	20,828	—	—	20,828	—	7,098	—	—	7,098
Over lease term	50	263	27,800	102	28,215	5	356	11,396	33	11,790
Total revenue	\$ 70,774	\$ 74,654	\$ 43,340	\$ 1,929	\$ 190,697	\$ 28,030	\$ 24,855	\$ 19,008	\$1,098	\$72,991

[Table of Contents](#)

16. Other Income, Net

Other income, net consists of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2023	2022	2024	2023
Investment income, net						
Interest, dividend and accretion income	\$ 826	\$ 355	\$ 2,003	\$ 732	\$ 840	\$ 461
Unrealized gain on investments, net	—	31	—	91	—	—
Interest income from investments in SPEs	2,003	2,003	6,009	6,009	2,003	2,003
Interest earned on notes receivable and other interest	820	346	1,741	699	598	457
Total investment income, net	3,649	2,735	9,753	7,531	3,441	2,921

Interest expense						
Interest incurred for project financing and other interest expense	(6,197)	(2,516)	(15,187)	(6,322)	(6,337)	(3,997)
Interest expense and amortization of discount and issuance costs for Senior Notes issued by SPE	(2,214)	(2,211)	(6,640)	(6,629)	(2,216)	(2,212)
Total interest expense	(8,411)	(4,727)	(21,827)	(12,951)	(8,553)	(6,209)
Gain on contributions to unconsolidated joint ventures	76	1,430	633	2,001	14	530
Equity in income from unconsolidated joint ventures	8,708	2,481	18,409	3,415	7,360	3,663
Other income (expense), net						
Accretion income from retained interest investments	1,099	412	2,594	1,262	—	394
Gain on insurance recoveries	—	875	—	4,186		
Loss from hurricane damage	—	(7)	—	(51)		
Miscellaneous income, net	51	848	738	648		
Other income, net	1,150	2,128	3,332	6,045		
Miscellaneous (expense) income, net					(463)	319
Other (expense) income, net					(463)	713
Total other income, net	\$ 5,172	\$ 4,047	\$ 10,300	\$ 6,041	\$ 1,799	\$ 1,618

Investment Income, Net

Interest, dividend and accretion income includes interest income accrued or received on the Company's cash, cash equivalents and investments and amortization of the premium or accretion of discount related to the Company's available-for-sale securities, which is amortized based on an effective interest rate method over the term of the available-for-sale securities. Unrealized gain on investments, net includes unrealized gains or losses on investments - equity securities.

Interest income from investments in SPEs primarily includes interest earned on the investments held by Panama City Timber Finance Company, LLC, which is used to pay the interest expense for Senior Notes held by Northwest Florida Timber Finance, LLC. See Note 6. *Financial Instruments and Fair Value Measurements* for additional information.

Interest earned on the Company's notes receivable and other interest includes interest earned on notes receivable and on the Company's unimproved land contribution to the unconsolidated Latitude Margaritaville Watersound JV as home sales are transacted in the community. See Note 4. *Joint Ventures* and Note 8. *Other Assets* for additional information.

36

[Table of Contents](#)

Interest Expense

Interest expense includes interest incurred related to the Company's project financing, Senior Notes issued by Northwest Florida Timber Finance, LLC, CDD debt and finance leases. Interest expense also includes amortization of debt discount and premium and debt issuance costs. Discount and issuance costs for the Senior Notes issued by Northwest Florida Timber Finance, LLC, are amortized based on the effective interest method at an effective rate of 4.9%. See Note 6. *Financial Instruments and Fair Value Measurements* for additional information.

43

[Table of Contents](#)

During the three months ended September 30, 2023 and 2022, March 31, 2024, the Company capitalized \$0.1 million and \$0.9 million, respectively, in did not capitalize interest related to projects under development or construction. During the nine three months ended September 30, 2023 and 2022, March 31, 2023, the Company capitalized \$2.6 million and \$1.8 million, respectively, \$1.3 million in interest related to projects under development or construction. These amounts are included within investment in real estate, net on the Company's condensed consolidated balance sheets.

Gain on Contributions to Unconsolidated Joint Ventures

Gain on contributions to unconsolidated joint ventures for both the three months ended September 30, 2023 March 31, 2024 and 2022, 2023, include a gain of less than \$0.1 million on additional infrastructure improvements contributed to the Company's unconsolidated Latitude Margaritaville Watersound JV. Gain on contributions to unconsolidated joint ventures for the nine months ended September 30, 2023 and 2022, include a gain of \$0.6 million and \$0.2 million \$0.5 million, respectively, on additional infrastructure improvements contributed to the Company's unconsolidated Latitude Margaritaville Watersound JV. JV The three and nine months ended September 30, 2022, include a gain of \$1.4 million on land and impact fees contributed to the Company's unconsolidated Pier Park RI JV. The nine months ended September 30, 2022, also include a gain of \$0.4 million on land contributed to the Company's unconsolidated Electric Cart Watersound JV. See Note 4. Joint Ventures for additional information.

Equity in Income from Unconsolidated Joint Ventures

Equity in income from unconsolidated joint ventures includes the Company's proportionate share of earnings or losses of unconsolidated JVs accounted for by the equity method. Equity in income from unconsolidated joint ventures during the three months ended September 30, 2023 includes \$8.3 million and 2022, includes \$8.8 million and \$2.2 million \$3.9 million of income respectively, related to the Latitude Margaritaville Watersound JV. Equity in income from unconsolidated joint ventures JV during the nine three months ended September 30, 2023 March 31, 2024 and 2022, includes \$18.6 million and \$2.5 million of income, respectively, related to the Latitude Margaritaville Watersound JV. 2023, respectively. See Note 4. Joint Ventures for additional information.

Other (Expense) Income, Net

Other (expense) income, net primarily includes income from the Company's retained interest investments gain on insurance recovery, loss from hurricane damage and other income and expense items. The Company had a beneficial interest in a bankruptcy-remote qualified SPE used in the installment sale monetization of certain sales of forestry real estate in 2008. Prior to optional prepayment, in full, of the installment notes in August 2023, the Company recorded the accretion of investment income from its retained interest investment over the life of the retained interest using the effective yield method. See Note 8. Other Assets for additional information. During the three and nine months ended September 30, 2022, the Company had a gain on insurance recovery of \$0.9 million and \$4.2 million, respectively, and incurred loss from hurricane damage of less than \$0.1 million, during each period, related to Hurricane Michael. In November 2022, the Company closed out the claim related to Hurricane Michael.

Miscellaneous (expense) income, net during the three and nine months ended September 30, 2023 March 31, 2024, includes \$0.5 million and \$1.1 million, respectively, the Company received from the Florida Division net loss on disposal of Emergency Management's Florida Timber Recovery Block Grant ("TRBG") program for recovery of lost income related to timber crop that was destroyed as a result of Hurricane Michael. The Company has met all requirements related to the TRBG program as of September 30, 2023, assets. Miscellaneous income, net during the nine months ended September 30, 2023, also includes a \$0.4 million gain on retained interest investment. Miscellaneous (expense) income, net during the three and nine months ended September 30, 2023, includes \$0.4 million and \$0.6 million, respectively, of expense for cleanup of damaged timber as a result of Hurricane Michael. Miscellaneous income, net during the three and nine months ended September 30, 2022 March 31, 2023, includes a \$0.3 million and \$1.0 million, respectively, \$0.5 million gain on retained interest investment and \$0.8 million and \$1.8 million, respectively, received from the Pier Park CDD for repayment of subordinated notes. Miscellaneous income, net during the nine months ended September 30, 2022, also includes expenses of \$1.1 million for design costs no longer pursued and \$0.6 million for a homeowner's association special assessment. investment.

17. Segment Information

The Company conducts primarily all of its business in the following three reportable segments: (1) residential, (2) hospitality and (3) commercial. The Company's reportable segments are strategic business units that offer different products and services. They are each managed separately and decisions about allocations of resources are determined by management based on these strategic business units. The Company uses **total segment revenue and** income before income taxes and non-controlling interest and other qualitative measures for purposes of making decisions about allocating resources to each segment and assessing each segment's performance, which the Company believes represents current performance measures.

The accounting policies of the segments are set forth in Note 2 to the Company's consolidated financial statements contained in Item 15 of the Company's Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023**. Total revenue represents sales to unaffiliated customers, as reported in the Company's condensed consolidated statements of income. All significant intercompany transactions have been eliminated in consolidation. The **caption captions** entitled "Other"

37

Table of Contents

consists of mitigation credit, title and insurance business revenue and cost of revenue; corporate operating expenses; corporate depreciation and amortization and corporate other income and expense items.

Information by business segment is as follows:

	Three Months Ended		Nine Months Ended		Three Months Ended	
	September 30,		September 30,		March 31,	
	2023	2022	2023	2022	2024	2023
Operating revenue:						
Residential	\$ 35,509	\$ 15,050	\$ 126,946	\$ 70,774	\$ 30,814	\$ 28,030
Hospitality	47,999	29,047	118,466	74,654	40,033	24,855
Commercial	16,377	12,618	53,684	43,340	16,109	19,008
Other	1,505	861	3,451	1,929	831	1,098
Consolidated operating revenue	\$ 101,390	\$ 57,576	\$ 302,547	\$ 190,697	\$ 87,787	\$ 72,991
Income (loss) before income taxes:						
Residential (a)	\$ 24,231	\$ 10,654	\$ 79,333	\$ 38,577	\$ 23,323	\$ 15,600
Hospitality	1,174	4,404	1,296	9,187	(1,278)	(3,518)
Commercial (b) (c)	653	2,291	7,128	12,444		
Commercial					(836)	2,798
Other (d)	(593)	(1,125)	(4,030)	(2,961)	(3,458)	(1,958)
Consolidated income before income taxes	\$ 25,465	\$ 16,224	\$ 83,727	\$ 57,247	\$ 17,751	\$ 12,922

(a) The three months ended **September 30, 2023** **March 31, 2024** and **2022**, includes \$8.8 million **2023**, include \$8.3 million and \$2.2 million, respectively, of equity in income from unconsolidated joint ventures related to the Latitude Margaritaville Watersound JV. The nine months ended September 30, 2023 and **2022**, includes \$18.6 million and \$2.5 million **\$3.9 million**, respectively, of equity in income from unconsolidated joint ventures related to the Latitude Margaritaville Watersound JV. See Note 4. *Joint Ventures* for additional information.

(b) The three and nine months ended September 30, 2022, include a gain of \$1.4 million on land and impact fees contributed to the unconsolidated Pier Park RI JV. See Note 4. *Joint Ventures* and Note 16. *Other Income, Net* for additional information.

(c) The nine months ended September 30, 2022, include a gain of \$0.4 million on land contributed to the unconsolidated Electric Cart Watersound JV. See Note 4. *Joint Ventures* and Note 16. *Other Income, Net* for additional information.

(d) The three and nine months ended September 30, 2022, include a gain on insurance recovery of \$0.9 million and \$4.2 million, respectively, related to Hurricane Michael. See Note 16. *Other Income, Net* for additional information.

	September 30, 2023	December 31, 2022
Total assets:		
Residential	\$ 234,802	\$ 225,854
Hospitality	478,357	425,529
Commercial	510,131	470,629
Other	318,816	308,827
Total assets	\$ 1,542,106	\$ 1,430,839

45

[Table of Contents](#)

	March 31, 2024	December 31, 2023
Total assets:		
Residential	\$ 238,608	\$ 233,957
Hospitality	469,797	465,828
Commercial	514,911	511,978
Other	314,342	311,767
Total assets	\$1,537,658	\$ 1,523,530

18. Commitments and Contingencies

The Company establishes an accrued liability when it is both probable that a material loss has been incurred and the amount of the loss can be reasonably estimated. The Company will evaluate the range of reasonably estimated losses and record an accrued liability based on what it believes to be the minimum amount in the range, unless it believes an amount within the range is a better estimate than any other amount. In such cases, there may be an exposure to loss in excess of the amounts accrued. The Company evaluates quarterly whether further developments could affect the amount of the accrued liability previously established or would make a loss contingency both probable and reasonably estimable.

The Company also provides disclosure when it believes it is reasonably possible that a material loss will be incurred or when it believes it is reasonably possible that the amount of a loss will exceed the recorded liability. The Company reviews loss contingencies at least quarterly to determine whether the likelihood of loss has changed and to assess whether a reasonable estimate of the loss or range of loss can be made. This estimated range of possible losses is based upon currently available information and is subject to significant judgment and a variety of assumptions, as well as known and unknown uncertainties. The matters underlying the estimated range will change from time to time, and actual results may vary significantly from the current estimate.

The Company is subject to a variety of litigation, claims, other disputes and governmental proceedings that arise from time to time in the ordinary course of its business, including litigation related to its prior homebuilding and

38

[Table of Contents](#)

development activities. The Company cannot make assurances that it will be successful in defending these matters. Based on current knowledge, the Company does not believe that loss contingencies arising from pending litigation, claims, other disputes and governmental proceedings, including those described herein, will have a material adverse effect on the consolidated financial position or liquidity of the Company. However, in light of the inherent uncertainties involved in these matters, an adverse outcome in one or more of these matters could be material to the Company's results of operations or cash flows for any particular reporting period.

The Company is subject to costs arising out of environmental laws and regulations, which include obligations to remove or limit the effects on the environment of the disposal or release of certain wastes or substances at various sites, including sites which have been previously sold. It is the Company's policy to accrue and charge against earnings environmental cleanup costs when it is probable that a liability has been incurred and a range of loss can be reasonably estimated. As assessments and cleanups proceed, these accruals are reviewed and adjusted, if necessary, as additional information becomes available. The Company is in the process of assessing certain properties in regard to the effects, if any, on the environment from the disposal or release of wastes or substances. Management is unable to quantify future rehabilitation costs above present accruals at this time or provide a reasonably estimated range of loss.

Other litigation, claims and disputes, including environmental matters, are pending against the Company. Accrued aggregate liabilities related to the matters described above and other litigation matters were \$0.4 million as of both **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**. Significant judgment is required in both the determination of probability and whether the amount of an exposure is reasonably estimable. Due to uncertainties related to these matters, accruals are based only on the information available at the time. As additional information becomes available, management reassesses potential liabilities related to pending claims and litigation and may revise its previous estimates, which could materially affect the Company's results of operations for any particular reporting period.

The Company has retained certain self-insurance risks with respect to losses for third party liability and property damage, including its timber assets.

In 2020, the Company, as lender, entered into a \$10.0 million secured revolving promissory note with the unconsolidated Latitude Margaritaville Watersound JV, as borrower. As of **September 30, 2023** **both March 31, 2024** and **December 31, 2022** **December 31, 2023**, there was no balance outstanding on the Latitude JV Note. The Latitude JV Note was provided by the Company to finance the development of the pod-level, non-spine infrastructure. Future advances, if any, will be repaid by the JV as each home is sold by the JV, with the aggregate unpaid principal and all accrued and unpaid interest due at maturity in June 2025. The note is secured by a mortgage and security interest in and on the real property and improvements located on the real property of the JV. See Note 4. *Joint Ventures* for additional information.

[Table of Contents](#)

As of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, the Company was required to provide surety bonds that guarantee completion and maintenance of certain infrastructure in certain development projects and mitigation banks, as well as other financial guarantees of **\$41.0 million** **\$27.7 million** and **\$38.1 million** **\$40.0 million**, respectively, as well as standby letters of credit in the amount of **\$0.2 million** **\$0.6 million** and **\$17.3 million** **\$0.2 million**, respectively, which may potentially result in liability to the Company if certain obligations of the Company are not met.

As of **September 30, 2023** **March 31, 2024**, the Company had a total of **\$58.8 million** **\$37.8 million** in construction and development related contractual obligations.

In 2019, the Company's unconsolidated Pier Park TPS JV, entered into a \$14.4 million loan (the "Pier Park TPS JV Loan"). The loan bears interest at SOFR plus 2.6% and provides for monthly principal and interest payments with a final balloon payment at maturity in January 2026. The loan is secured by the real and personal property and certain other Security Interests. In connection with the loan, the Company, a wholly-owned subsidiary of the Company and the Company's JV partner entered into a joint and several payment and performance guarantee in favor of the lender. The Company's liability as guarantor under the Pier Park TPS JV Loan has been reduced to 25% of the outstanding principal

balance, which requires maintaining a certain debt service coverage. The guarantee contains customary provisions providing for full recourse upon the occurrence of certain events. The Pier Park TPS JV entered into an interest rate swap to hedge cash flows tied to changes in the underlying floating interest rate tied to SOFR. The interest rate swap matures in January 2026 and fixed the variable rate on the related debt, initially at \$14.4 million to a rate of 5.2%. **Effective July 2023, the benchmark interest rate index based on LIBOR transitioned to SOFR.** As of **September 30, 2023**

[Table of Contents](#)

March 31, 2024 and **December 31, 2022** **December 31, 2023, \$13.6 million** **\$13.4 million** and **\$13.8 million** **\$13.5 million**, respectively, was outstanding on the Pier Park TPS JV Loan. See Note 4. *Joint Ventures* and Note 6. *Financial Instruments and Fair Value Measurements* for additional information.

In 2020, the Company's unconsolidated Latitude Margaritaville Watersound JV, entered into a \$45.0 million loan, as amended (the "Latitude Margaritaville Watersound JV Loan"). The loan bears interest at SOFR plus 2.5%, with a floor of 3.0%. The loan provides for monthly interest payments with a final balloon payment at maturity in December 2025, with an option to extend the maturity date by one year, subject to bank approval. The loan is secured by the real and personal property and certain other Security Interests. In connection with the loan, the Company and the Company's JV partner entered into an unconditional guaranty of completion of certain homes and related improvements in favor of the lender. As of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023, \$10.8 million** **\$26.8 million** and **\$30.0 million** **\$37.4 million**, respectively, was outstanding on the Latitude Margaritaville Watersound JV Loan. See Note 4. *Joint Ventures* for additional information.

In 2021, the Company's unconsolidated Watersound Fountains Independent Living JV, entered into a \$41.9 million loan (the "Watersound Fountains JV Loan"). The loan bears interest at SOFR plus 2.1%, with a floor of 2.6%. **Effective July 2023, the benchmark interest rate index based on LIBOR transitioned to SOFR.** The loan provides for interest only payments for the first forty-eight months and principal and interest payments thereafter with a final balloon payment at maturity in April 2026. The loan includes an option for an extension of the maturity date by twelve months, subject to certain conditions, which would provide for continued monthly principal and interest payments with a final balloon payment at the extended maturity date. The loan is secured by the real property and certain other Security Interests. In connection with the loan, the Company executed a guarantee in favor of the lender to guarantee the **completion of the project and** payment and performance of the borrower under the Watersound Fountains JV Loan. **The** **During the first quarter of 2024, the** Company's liability as guarantor under the loan **will be** **has been** reduced to 50% of the outstanding principal amount upon issuance of the certificate of occupancy and **other required permits and will be further** reduced to 25% and a further 0% of the outstanding principal balance upon reaching and maintaining certain debt service coverage. The guarantee contains customary provisions providing for full recourse upon the occurrence of certain events. The Company, **is as** the **sole** guarantor, **and** receives a quarterly fee related to the guarantee from its JV partners based on the JV partners' ownership percentage. As of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023, \$34.7 million** **\$40.3 million** and **\$21.3 million** **\$38.1 million**, respectively, was outstanding on the Watersound Fountains JV Loan. See Note 4. *Joint Ventures* for additional information.

In **September** 2022, the Company's unconsolidated Electric Cart Watersound JV, entered into a \$5.4 million loan (the "Electric Cart Watersound JV Loan"). The loan bears interest at SOFR plus 1.8%, with a floor of 2.1%. The loan provides for interest only payments for the first twenty-four months and principal and interest payments thereafter with a final balloon payment at maturity in September 2032. The loan is secured by the real property and certain other Security Interests. In connection with the loan, the Company, a wholly-owned subsidiary of the Company and the Electric Cart Watersound JV entered into a joint and several payment and performance guarantee in favor of the lender. After the

[Table of Contents](#)

initial forty-eight months of the loan, the Company's liability as guarantor under the loan will be reduced to 50% of the outstanding principal balance upon reaching a certain debt service coverage and other conditions. The Company is the sole guarantor and receives a quarterly fee related to the guarantee from its JV partner based on the JV partner's ownership percentage. As of September 30, 2023 both March 31, 2024 and December 31, 2022 December 31, 2023, \$4.0 million and \$0.8 million, respectively, \$4.4 million was outstanding on the Electric Cart Watersound JV Loan. See Note 4. *Joint Ventures* for additional information.

The Company has assessed the need to record a liability for the guarantees related to the Company's unconsolidated JVs and did not record an obligation as of both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023. As of both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, allowance for credit losses related to the contingent aspect of these guarantees, based on historical experience and economic trends, was \$0.1 million and is included within accounts payable and other liabilities on the condensed consolidated balance sheets.

19. Related Party Transactions

19. The Company provides mitigation bank credits, impact fees and services to certain unconsolidated JVs. During the three months ended March 31, 2024, the Company did not recognize any revenue related to these transactions. During the three months ended March 31, 2023, the Company recognized \$0.7 million related to revenues from these transactions. There were no receivables with unconsolidated JVs as of March 31, 2024 and December 31, 2023. The Watersound Management JV provides leasing management services for most of the Company's multi-family

40

[Table of Contents](#)

communities. During the three months ended March 31, 2024 and 2023, the Company incurred \$0.6 million and \$0.4 million, respectively, related to expense from these transactions. See Note 4. *Joint Ventures* for additional information.

20. Subsequent Event

On October 25, 2023 April 24, 2024, the Company's Board of Directors declared a cash dividend of \$0.12 per share on the Company's common stock, payable on December 8, 2023 June 13, 2024 to shareholders of record at the close of business on November 9, 2023 May 15, 2024.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the accompanying unaudited condensed consolidated financial statements and related notes in Item 1 and with the audited consolidated financial statements and the related notes included in our annual report on Form 10-K. The statements in this discussion regarding industry outlook, our expectations regarding our future performance, liquidity and capital resources and other non-historical statements are forward-looking statements. These forward-looking statements are subject to risks and uncertainties, including the risks and uncertainties described in "Forward-Looking Statements" below and "Risk Factors" beginning on page 67 of our annual report on Form 10-K. Our actual results may differ materially from those contained in or implied by any forward-looking statements. We assume no obligation to revise or publicly release any revision to any forward-looking statements contained in this quarterly report on Form 10-Q, unless required by law.

Business Overview

St. Joe is a real estate development, asset management and operating company with all of its real estate assets and operations in Northwest Florida. We intend to use existing assets for residential, hospitality and commercial ventures. We have significant residential and commercial land-use entitlements. We actively seek higher and better uses for our real estate assets through a range of development activities. As part of our core business strategy, we have created a meaningful portion of our business through joint ventures JVs and limited partnerships over the past several years. We enter into these arrangements for the purposes of developing real estate and other business activities, which we believe allows us to complement our growth strategy, leverage industry expertise and diversify our business. We may also partner with or explore the sale of discrete assets when we and/or others can better deploy resources. We seek to enhance the value of our owned real estate

assets by developing residential, commercial and hospitality projects to meet market demand. Approximately 86% 87% of our real estate is located in Florida's Bay, Gulf, and Walton counties. Approximately 90% of our real estate land holdings are located within fifteen miles of the Gulf of Mexico.

We believe our present capital structure, liquidity and land provide us with years of opportunities to increase recurring revenue and long-term value for our shareholders. We intend to focus on our core business activity of real estate development, asset management and operations. We continue to develop a broad range of asset types that we believe will provide acceptable rates of return, grow recurring revenues and support future business. Capital commitments will be funded with cash proceeds from completed projects, existing cash, owned-land, partner capital and financing arrangements. We do not anticipate immediate benefits from investments. Timing of projects may be subject to delays caused by factors beyond our control. We may also choose to operate rather than lease assets, lease rather than sell assets, or sell improved rather than unimproved land that may delay revenue and profits.

48

[Table of Contents](#)

Our real estate investment strategy focuses on projects that meet long-term risk-adjusted return criteria. Our practice is to only incur such expenditures when our analysis indicates that a project will generate a return equal to or greater than the threshold return over its life.

Highlights for the third first quarter of 2024 compared to the first quarter of 2023 compared to the third quarter of 2022 include:

- Quarterly net Revenue increased by 20.3% to \$87.8 million from \$73.0 million.
- Operating income increased by 41.6% to \$16.0 million from \$11.3 million.
- Net income attributable to the Company increased by 57.2% 33.7% to \$19.4 million compared to \$12.3 million \$13.9 million from \$10.4 million.
- Quarterly revenue increased by 76.0% to \$101.4 million from \$57.6 million.
- Real estate revenue increased by 130.6% to \$39.9 million from \$17.3 million.
- Hospitality revenue increased by 63.4% to a quarterly record of \$47.4 million from \$29.0 million.
- Leasing revenue increased by 29.7% to \$13.1 million from \$10.1 million. As of September 30, 2023, the 1,082,000 of net rentable square feet were 96% leased.
- Homesite closings volume increased 225.6% to 254 homesites from 78 homesites.
- Latitude Margaritaville Watersound JV, an unconsolidated joint venture, completed home sale transactions increased by 61.5% to 189 homes as compared to 117 homes.

41

[Table of Contents](#)

Market Conditions

Throughout the first nine three months of 2023, 2024, we continued to generate positive financial results. While macroeconomic factors such as inflation, rising elevated interest rates, and higher insurance costs, supply chain disruptions, labor shortages, financial institution disruptions and geopolitical conflicts, among other things, have created continued to produce economic headwinds and impacted buyer sentiment, demand across our segments remains strong. We believe this is primarily the result of due to the continued growth of Northwest Florida as a result of increased migration, which we attribute to the region's high quality of life, natural beauty and outstanding amenities, as well as the evolving flexibility in the workplace amenities.

Despite the strong demand across our segments, we also continue to feel the impact from the aforementioned macroeconomic factors, including supply chain disruptions which have extended the time to complete hospitality and commercial projects. factors. In addition, inflation,

and rising higher insurance costs and elevated interest rates, have increased operating costs and loan rates, as compared to prior periods. In addition, while rising recent years. While elevated interest rates have negatively impacted buyers' ability to obtain financing and the housing market generally, the impact has been offset by the net migration into our markets, limited housing supply relative to demand and the number of cash buyers. Market conditions have also not led to increased caused an increase in cancellation rates as homebuilders have continued to perform on their contractual obligations with us.

Given our diverse portfolio of residential holdings, the mix of sales and pricing from different communities may also impact revenue and margins period over period, as discussed in more detail below.

Reportable Segments

We conduct primarily all of our business in the following three reportable segments: (1) residential, (2) hospitality and (3) commercial.

The following table sets forth the relative contribution of these reportable segments to our consolidated operating revenue:

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2023	2022	2024	2023
Segment Operating Revenue						
Residential	35.0 %	26.1 %	42.0 %	37.1 %	35.1 %	38.4 %
Hospitality	47.3 %	50.5 %	39.2 %	39.2 %	45.6 %	34.1 %
Commercial	16.2 %	21.9 %	17.7 %	22.7 %	18.4 %	26.0 %
Other	1.5 %	1.5 %	1.1 %	1.0 %	0.9 %	1.5 %
Consolidated operating revenue	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %

49

[Table of Contents](#)

For more information regarding our reportable segments see Note 17. *Segment Information*.

Residential Segment

Our residential segment typically plans and develops residential communities of various sizes across a wide range of price points and sells homesites to homebuilders or retail consumers. Our residential segment also evaluates opportunities to enter into JV agreements for specific communities such as Latitude Margaritaville Watersound.

The residential segment generates revenue from sales of homesites, homes and other residential land and certain homesite residuals from homebuilder sales that provide us a percentage of the sale price of the completed home if the home price exceeds a negotiated threshold. Revenue is recognized at the point in time when a sale is closed and title and control has been transferred to the buyer. The residential segment also generates revenue from the sale of tap and impact fee credits, marketing fees and other fees on certain transactions. Certain homesite residuals and other revenue related to homebuilder homesite sales are recognized in revenue at the point in time of the closing of the sale. The residential segment incurs cost from direct costs (e.g., development and construction costs), selling costs and other indirect costs.

42

[Table of Contents](#)

Our residential segment includes the Watersound Origins, Watersound Origins West, Watersound Camp Creek, Breakfast Point East, Titus Park, Ward Creek, College Station, Park Place, Salt Creek at Mexico Beach, and WindMark Beach and SouthWood communities, which are large scale, multi-phase communities with current development activity, sales activity or future phases. Homesites in these communities are developed based on market demand and sold primarily to homebuilders and on a limited basis to retail customers.

The East Lake Creek, East Lake Powell, Lake Powell, Teachee, West Bay Creek and West Laird communities have phases of homesites in preliminary planning or permitting. Homesites in these communities will be developed based on market demand and sold primarily to homebuilders and on a limited basis to retail customers.

The SummerCamp Beach community has homesites available for sale and along with the RiverCamps community, both and SouthWood communities, have additional lands for future development.

The Latitude Margaritaville Watersound community is a planned 55+ active adult residential community in Bay County, Florida. The community is located near the Intracoastal Waterway with convenient access to the Northwest Florida Beaches International Airport. The community is being developed through our unconsolidated Latitude Margaritaville Watersound JV with our partner Minto Communities USA, a homebuilder and community developer, and is estimated to include approximately 3,500 residential homes, which will be developed in smaller increments of discrete neighborhoods. As of September 30, 2023 March 31, 2024, the unconsolidated Latitude Margaritaville Watersound JV had 632 562 homes under contract, which are expected to result in a sales value of approximately \$330.4 million \$303.9 million at closing of the homes. See Note 4. Joint Ventures for additional information.

Table of Contents

The residential homesite pipeline by community/project is as follows:

Community/Project	Location	Residential Homesite Pipeline (a)				Location	Residential Homesite Pipeline (a)			
		Platted or		Additional			Platted or		Additional	
		Under Development	Engineering Permitting	Entitlements with Concept Plan	Total		Under Development	Engineering Permitting	Entitlements with Concept Plan	Total
Breakfast Point East (b)	Bay County, FL	58	266	104	428	Bay County, FL	9	267	10	
College Station	Bay County, FL	—	58	265	323	Bay County, FL	—	70	25	
East Lake Creek (b)	Bay County, FL	—	—	200	200	Bay County, FL	—	—	20	
East Lake Powell (c)	Bay County, FL	—	—	360	360	Bay County, FL	—	—	36	
Lake Powell (d)	Bay County, FL	—	—	1,352	1,352	Bay County, FL	—	—	1,35	
Latitude Margaritaville Watersound (d) (e)	Bay County, FL	1,080	426	1,129	2,635	Bay County, FL	1,190	386	74	
Salt Creek at Mexico Beach (b)	Bay County, FL	—	92	275	367	Bay County, FL	—	92	27	
Salt Creek at Mexico Beach Townhomes (b)	Bay County, FL	—	36	82	118	Bay County, FL	—	36	8	
Park Place	Bay County, FL	46	—	191	237	Bay County, FL	22	—	19	
RiverCamps (c)	Bay County, FL	—	—	149	149	Bay County, FL	—	—	14	
SouthWood (f)	Leon County, FL	10	80	920	1,010	Leon County, FL	—	80	92	
SummerCamp Beach (b)	Franklin County, FL	27	13	260	300	Franklin County, FL	27	—	26	
Teachee (d)	Bay County, FL	—	—	1,750	1,750	Bay County, FL	—	—	1,75	
Titus Park	Bay County, FL	153	144	560	857	Bay County, FL	103	144	56	
Ward Creek (d)	Bay County, FL	474	316	601	1,391	Bay County, FL	336	343	60	
Watersound Camp Creek (f)	Walton County, FL	81	—	—	81	Walton County, FL	66	—	—	
Watersound Origins (f)	Walton County, FL	287	—	—	287	Walton County, FL	220	—	—	
Watersound Origins West (d)	Walton County, FL	38	234	1,694	1,966	Walton County, FL	84	158	1,69	
West Bay Creek (d)	Bay County, FL	—	—	5,250	5,250	Bay County, FL	—	—	5,25	
West Laird (d)	Bay County, FL	—	1,068	1,117	2,185	Bay County, FL	—	1,068	1,11	
WindMark Beach (f)	Gulf County, FL	109	549	317	975	Gulf County, FL	76	549	31	

Total Homesites	2,363	3,282	16,576 22,221	2,133	3,193	16,17
-----------------	-------	-------	---------------	-------	-------	-------

- (a) The number of homesites are preliminary and are subject to change. Includes homesites platted or currently in concept planning, engineering, permitting or development. We have significant additional entitlements for future residential homesites on our land holdings.
- (b) Planned Unit Development ("PUD").
- (c) Development Agreement ("DA").
- (d) Detailed Specific Area Plan ("DSAP").

Table of Contents

- (e) The unconsolidated Latitude Margaritaville Watersound JV builds and sells homes in this community.
- (f) Development of Regional Impact ("DRI").

In addition to the communities listed above, we have a number of other residential project concepts in various stages of planning and evaluation.

As of September 30, 2023 March 31, 2024, we had nineteen twenty different homebuilders within our residential communities. As of September 30, 2023 March 31, 2024, we had 1,575 1,335 residential homesites under contract, which are expected to result in revenue of approximately \$135.5 million \$119.8 million, plus residuals, at closing of the homesites over the next several years. By comparison, as of September 30, 2022 March 31, 2023, we had 2,376 1,915 residential homesites under contract, with an expected revenue of approximately \$186.3 million \$165.0 million, plus residuals. The change in homesites under contract is due to increased homesite transactions in during the first nine months of 2023 period and amount of remaining homesites in current phases of the residential communities. There were no cancellations of any contracts held by builders in the current period. The number of homesites under contract is subject to change based on homesite closings and new sales activity. Homesite prices vary significantly by community and often sell in concentrated transactions that may impact quarterly results. As of September 30, 2023 March 31, 2024, in addition to the 1,575 1,335 homesites under contract in other residential communities, our unconsolidated Latitude Margaritaville Watersound JV had 632 562 homes under contract, which together with the 1,575 1,335 homesites are expected to result in a sales value of approximately \$465.9 million \$423.7 million at closing of the homesites and homes.

Hospitality Segment

Our hospitality segment features a private membership club (the "Watersound Club"), hotel operations, food and beverage operations, golf courses, beach clubs, retail outlets, gulf-front vacation rentals, management services, marinas

Table of Contents

and other entertainment assets. The hospitality segment generates revenue from membership sales, membership reservations, golf courses, lodging at our hotels, short-term vacation rentals, management of The Pearl Hotel (prior to acquisition in December 2022), food and beverage operations, merchandise sales, marina operations that include including boat slip rentals, boat storage fees and fuel sales, sales), charter flights, other resort and entertainment activities and beach clubs, which includes operation of the WaterColor Beach Club. Hospitality revenue is generally recognized at the point in time services are provided and represent a single performance obligation with a fixed transaction price. Hospitality revenue recognized over time includes non-refundable club membership initiation fees, club membership dues management fees and other membership fees. The hospitality segment incurs costs from the services and goods provided, personnel costs, maintenance of the facilities and holding costs of the assets. From time to time, we may explore the sale of certain hospitality properties, the development of new

hospitality properties, as well as new entertainment and management opportunities. Some of our JV assets and other assets incur interest and financing expenses related to the loans as described in Note 9. *Debt, Net*.

Watersound Club provides club members and guests of some of our hotels access to our member facilities, which include Camp Creek golf course and amenities, Shark's Tooth golf course and tennis center, Watersound Beach Club and a Pilatus PC-12 NG aircraft ("N850J"). Watersound Club offers different types of club memberships, each with different access rights and associated fee structures. Watersound Club is focused on creating an outstanding membership experience combined with the luxurious aspects of a destination resort. Club operations include a private beach club located on Scenic Highway 30A, with over one mile of Gulf of Mexico frontage, two resort-style pools, two restaurants, three bars, kid's room and a recreation area. Shark's Tooth includes an 18-hole golf course, tennis center, a full club house, a pro shop, as well as two food and beverage outlets. Camp Creek includes an 18-hole golf course, a full club house, health and wellness center, three restaurants, a tennis and pickle ball center, a resort-style pool complex with separate adult pool, a golf teaching academy, pro shop and multi-sport fields. We are in the process of constructing The Third, an 18-hole golf course, planned to be added to our Watersound Club operations.

Watersound Origins includes amenities include an executive golf course, resort-style pool, fitness center and two tennis courts and a private dock located in the community. Access to these amenities is reserved to Watersound Origins and Watersound Origins West members consisting of the communities' residents. The golf course is available for public play.

We own and operate the award-winning WaterColor Inn (which includes the Fish Out of Water restaurant) and The Pearl Hotel (which includes the Havana Beach Bar & Grill restaurant); the Camp Creek Inn, the Hilton Garden Inn Panama City Airport, the Homewood Suites by Hilton Panama City Beach, the Hotel Indigo Panama City Marina, the Home2 Suites by Hilton Santa Rosa Beach, the WaterSound Inn and two gulf-front vacation rental houses. With our JV partners, we own and operate The Lodge 30A and the Embassy Suites by Hilton Panama City Beach Resort. We also

[Table of Contents](#)

operate the WaterColor Beach Club, which includes food and beverage operations and other hospitality related activities, such as beach chair rentals.

We areAs of March 31, 2024, we were in the process of constructing a Residence Inn by Marriott, Panama City Beach Pier Park, with our JV partner, in Panama City Beach, Florida. Once complete, the hotel, will be which opened to guests in April 2024, is operated by our JV partner. partner and included within our commercial segment.

[Table of Contents](#)

Our hotel portfolio by property is as follows:

	Location	Rooms (a)			Location	Rooms (a)		
		Completed	Planned	Total		Completed	Planned	Total
Operational								
Camp Creek Inn (b)	Walton County, FL	75	—	75	Walton County, FL	75	—	75
WaterColor Inn (c)	Walton County, FL	67	—	67	Walton County, FL	67	—	67
The Pearl Hotel (d)	Walton County, FL	55	—	55	Walton County, FL	55	—	55

WaterSound Inn	Walton County, FL	11	—	11	Walton County, FL	11	—	11
The Lodge 30A (e)	Walton County, FL	85	—	85				
The Lodge 30A (c) (d)					Walton County, FL	85	—	85
Home2 Suites by Hilton Santa Rosa Beach (b)	Walton County, FL	107	—	107	Walton County, FL	107	—	107
Embassy Suites by Hilton Panama City Beach Resort (f)	Bay County, FL	255	—	255				
Embassy Suites by Hilton Panama City Beach Resort (d) (e)					Bay County, FL	255	—	255
Hilton Garden Inn Panama City Airport	Bay County, FL	143	—	143	Bay County, FL	143	—	143
Homewood Suites by Hilton Panama City Beach (g)	Bay County, FL	131	—	131	Bay County, FL	131	—	131
Hotel Indigo Panama City Marina (b)	Bay County, FL	124	—	124	Bay County, FL	124	—	124
TownePlace Suites by Marriott Panama City Beach Pier Park (h) (f)	Bay County, FL	124	—	124	Bay County, FL	124	—	124
Total operational rooms		1,177	—	1,177		1,177	—	1,177
Under Development/Construction								
Residence Inn by Marriott, Panama City Beach, Florida (i)	Bay County, FL	—	121	121				
Residence Inn Panama City Beach Pier Park (g)					Bay County, FL	—	121	121
Total rooms under development/construction		—	121	121		—	121	121
Total rooms		1,177	121	1,298		1,177	121	1,298

(a) Includes hotels currently in operation or under development and construction. We have significant additional entitlements for future hotel projects on our land holdings.

(b) The hotel opened in June 2023.

(c) **Seven additional suites were completed in June 2022.**

(d) **We acquired the hotel in December 2022. The hotel was previously owned by a third party, but operated by our hospitality segment.**

(e) The hotel opened in February 2023.

(f) **Property is related to a consolidated JV. See Note 4. Joint Ventures for additional information.**

(g) The hotel opened in April 2023.

(h) **The hotel opened in March 2022.**

(i) **The hotel is operated by our JV partner. The Pier Park TPS JV is unconsolidated and is accounted for under the equity method of accounting, which is included within our commercial segment. See Note 4. Joint Ventures for additional information.**

(g) The As of March 31, 2024, the hotel is was under development with our JV partner. Once complete, the The hotel, will be which opened to guests in April 2024, is operated by our JV partner. The Pier Park RI JV is unconsolidated and is accounted for under the equity method of accounting, which is included within our commercial segment. See Note 4. Joint Ventures for additional information.

We own and operate two marinas, the Point South Marina Bay Point in Bay County, Florida and Point South Marina Port St. Joe in Gulf County, Florida. We are planning new marinas along the Intracoastal Waterway. **The Point South Marina Bay Point reopened in the third quarter of 2022 and the Point South Marina Port St. Joe reopened in the fourth quarter of 2022 after completion of reconstruction due to damage from Hurricane Michael.**

We also own and operate retail stores, two standalone restaurants and other entertainment assets.

In addition to the properties listed above, we have a number of hospitality projects in various stages of planning.

Commercial Segment

Our commercial segment includes leasing of commercial property, multi-family, senior living, self-storage and other assets. The commercial segment also oversees the planning, development, entitlement, management and sale of our commercial and **rural forestry** land holdings for a variety of uses, including a broad range of retail, office, hotel, senior living, multi-family, self-storage and industrial properties. We provide development opportunities for national, regional and local retailers and other strategic partners in Northwest Florida. We own and manage retail shopping centers and develop commercial parcels. We are currently developing the Watersound Town Center in Walton County, Florida and Watersound West Bay Center in Bay County, Florida. These lifestyle centers are complementary to our Watersound

Origins and Latitude Margaritaville Watersound residential communities. In conjunction with Florida State University (“FSU”) and Tallahassee Memorial Hospital (“TMH”), we are **also** in the process of developing an 87-acre medical

[Table of Contents](#)

campus in **Bay County, Panama City Beach**, Florida. We **also** have large land holdings near the Pier Park retail center, adjacent to the Northwest Florida Beaches International Airport, near or within business districts in the region and along major roadways. We **also** lease land for various other uses. The commercial segment **also** manages our timber holdings in Northwest Florida which includes growing and selling pulpwood, sawtimber and other products.

The commercial segment generates leasing revenue and incurs leasing expenses primarily from maintenance and management of our properties, personnel costs and asset holding costs. Our commercial segment **also** generates revenue from the sale of developed and undeveloped land, timber holdings or land with limited development and/or entitlements and the sale of commercial operating properties. Real estate sales in our commercial segment incur costs of revenue directly associated with the land, development, construction, timber and selling costs. Our commercial segment generates timber revenue primarily from open market sales of timber on site without the associated delivery costs. Some of our JV assets and other assets incur interest and financing expenses related to loans as described in Note 9. *Debt, Net*.

The commercial segment's portfolio of leasable properties continues to expand and diversify. Through wholly-owned subsidiaries and consolidated and unconsolidated JVs we are in the process of constructing or renovating 156 multi-family units and 148 senior living units, in addition to the 972 multi-family units and 107 senior living units that have been completed.

Total units and percentage leased for multi-family and senior living communities by location are as follows:

		September 30, 2023				December 31, 2022				March 31, 2024				December 31, 2023			
		Percentage				Percentage				Percentage				Percentage			
		Leased				Leased				Leased				Leased			
		Units	Units	Units	of Units	Units	Units	Units	of Units	Units	Units	Units	of Units	Units	Units	Units	of Units
Location	Planned	Completed	Leased	Completed	Completed	Completed	Leased	Completed	Completed	Location	Planned	Completed	Leased	Completed	Completed	Leased	Completed
Multi-family	Multi-family									Multi-family							
Pier Park																	
Crossings	Bay County, FL	240	240	226	94 %	240	228		95 %								
Pier Park																	
Crossings																	
Phase II	Bay County, FL	120	120	116	97 %	120	115		96 %								
Watersound																	
Origins																	
Crossings	Walton County, FL	217	217	199	92 %	217	199		92 %								
North Bay																	
Landing (a)	Bay County, FL	240	240	224	93 %	120	94		78 %								
Mexico Beach																	
Crossings (b)	Bay County, FL	216	72	34	47 %	—	—		N/A %								
Origins																	
Crossings																	
Townhomes	Walton County, FL	64	64	44	69 %	48	33		69 %								
Pier Park																	
Crossings (a)																	
(b)										Bay County, FL	240	240	237	99 %	240	226	94 %
Pier Park																	
Crossings																	
Phase II (a) (b)										Bay County, FL	120	120	119	99 %	120	118	98 %

(a) Property is related to a consolidated JV. See Note 4. *Joint Ventures* for additional information.

(b) The community is managed by our unconsolidated Watersound Management JV. The Watersound Management JV is unconsolidated and is accounted for under the equity method of accounting. See Note 4. *Joint Ventures* for additional information.

(c) Construction was completed in the second quarter of 2023.

(d) Construction began was completed in the fourth quarter of 2023.

(e) Construction was completed in the first quarter of 2022 and is ongoing. 2023.

(f) As Renovation of September 30, 2023 and December 31, 2022, we were in the process of converting 12 and 19 units respectively, for long-term rental use which were not available for lease due to renovation, was completed in the second half of 2023.

(g) Construction began The community opened in the second quarter of 2021 and is ongoing. Once complete, the March 2024. The senior living community will be is operated by our JV partner. The Watersound Fountains Independent Living JV is unconsolidated and is accounted for under the equity method of accounting. See Note 4. *Joint Ventures* for additional information.

Pier Park Crossings, which was developed in two phases, includes 360 completed apartment multi-family units in Panama City Beach, Florida. Watersound Origins Crossings includes 217 completed apartment multi-family units adjacent to the Watersound Town Center. North Bay Landing includes 240 completed apartment units in Panama City, Florida, and Origins Crossings Townhomes includes 64 completed units near the Watersound Town Center. North Bay Landing includes 240 completed multi-family units in Panama City, Florida. Mexico Beach Crossings includes 216 completed multi-family units in Mexico Beach, Florida. The WindMark Beach community includes 1931 completed long-term rental units and 12 units in the process of being converted from short-term to long-term rental units in Port St. Joe, Florida. Watercrest includes 107 completed senior living units in Santa Rosa Beach, Florida. In addition, we have a multi-family community and senior living community under construction. Mexico Beach Crossings, planned for 216 apartment units, with 72 units completed as of September 30, 2023, is located in Mexico Beach, Florida. Watersound Fountains, an

Watersound Fountains, an unconsolidated JV, planned for includes 148 completed independent living units is located near the Watersound Town Center and the Watersound Origins residential community. We have additional multi-family communities in various stages of planning.

Our leasing portfolio consists of approximately 1,082,000 square feet of leasable space for mixed-use, retail, industrial, office, self-storage and medical uses. This includes our consolidated Pier Park North JV. Through separate unconsolidated JVs, other commercial properties that are operated by our JV partners include a 124-room TownePlace Suites by Marriott, a Busy Bee branded fuel station and convenience store, which includes a Starbucks, and a golf cart sales and service facility, all located in Panama City Beach, Bay County, Florida.

The total net rentable square feet and percentage leased of leasing properties are as follows:

		September 30, 2023		December 31, 2022			March 31, 2024		December 31, 2023	
		Net		Net			Net		Net	
		Rentable		Rentable			Rentable		Rentable	
		Square	Percentage	Square	Percentage		Square	Percentage	Square	Percentage
		Location	Feet*	Leased	Feet*		Leased	Location	Feet*	Leased
Pier Park North (a)	Bay County, FL	320,310	100 %	320,310	97 %	Bay County, FL	320,310	100 %	320,310	100 %
VentureCrossings	Bay County, FL	303,605	100 %	303,605	96 %	Bay County, FL	303,605	100 %	303,605	98 %
Watersound Town Center (a) (b)	Walton County, FL	137,892	83 %	89,662	99 %					
Beckrich Office Park (b) (c)	Bay County, FL	78,322	97 %	78,294	99 %					
Watersound Town Center (b) (c)						Walton County, FL	137,921	89 %	137,921	83 %
Beckrich Office Park (c) (d)						Bay County, FL	78,322	98 %	78,322	93 %
Watersound Self-Storage	Walton County, FL	67,694	91 %	67,694	87 %	Walton County, FL	67,694	92 %	67,694	92 %
WindMark Beach Town Center (b) (d)	Gulf County, FL	44,748	71 %	44,748	71 %					
WindMark Beach Town Center (c) (e)						Gulf County, FL	44,748	71 %	44,748	71 %
WaterColor Town Center (b) (c)	Walton County, FL	22,199	99 %	22,199	100 %	Walton County, FL	22,199	100 %	22,199	100 %
Cedar Grove Commerce Park	Bay County, FL	19,389	100 %	19,389	100 %	Bay County, FL	19,389	100 %	19,389	100 %
Port St. Joe Commercial	Gulf County, FL	16,964	100 %	16,964	100 %	Gulf County, FL	16,964	100 %	16,964	100 %
Beach Commerce Park (b) (c)	Bay County, FL	14,800	100 %	14,800	100 %	Bay County, FL	14,800	100 %	14,800	100 %
South Walton Commerce Park (e)	Walton County, FL	11,570	88 %	11,570	100 %	Walton County, FL	11,570	100 %	11,570	100 %
WaterSound Gatehouse (b) (c)	Walton County, FL	10,271	100 %	10,271	100 %	Walton County, FL	10,271	100 %	10,271	100 %
	Bay, Gulf and Walton Counties,					Bay, Gulf and Walton Counties,				
Other (f)	FL	34,224	100 %	34,224	100 %	FL	34,224	100 %	34,224	100 %
		1,081,988	96 %	1,033,730	95 %		1,082,017	97 %	1,082,017	95 %

* Net Rentable Square Feet is designated as the current square feet available for lease as specified in the applicable lease agreements plus management's estimate of space available for lease based on construction drawings.

(a) Property is related to a consolidated JV. See Note 4. Joint Ventures for additional information.

(b) Includes net rentable square feet of 6,752 within our residential segment. Included in net rentable square feet as of September 30, 2023 March 31, 2024 and December 31, 2023, is 2,137 square feet leased to a consolidated JV.

(b) In addition to net rentable square feet, there is also space that we occupy or that serves as common area.

(c) Included in net rentable square feet as of September 30, 2023 and December 31, 2022, is 1,500 square feet leased to a consolidated JV.

(d) Included in net rentable square feet as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, is 13,808 1,500 square feet of unfinished space, leased to a consolidated JV.

(e) Included in net rentable square feet as of December 31, 2022 March 31, 2024 and December 31, 2023, is 1,364 13,808 square feet leased to a consolidated JV, of unfinished space.

(f) Includes various other properties, each with less than 10,000 net rentable square feet.

We have other commercial projects under development and construction as detailed in the table below. In addition to these properties, we have other commercial buildings and sites in various stages of planning, planning and development.

	Location	September 30, 2023					Location	March 31, 2024				
		Completed			Additional			Completed			Additional	
		Net		Square Feet Under Construction	Planned Square Feet	Total Square Feet*		Net		Square Feet Under Construction	Planned Square Feet	Total Square Feet*
		Rentable Square Feet	Percentage Leased					Rentable Square Feet	Percentage Leased			
Watersound Town Center	Walton County, FL	137,892	83 %	16,020	246,088	400,000	Walton County, FL	137,921	89 %	16,020	246,059	400,000

Watersound West Bay Center	Bay County, FL	—	N/A %	—	500,000	500,000	Bay County, FL	—	N/A %	3,346	496,654	500,000
FSU/TMH Medical Campus	Bay County, FL	—	N/A %	80,300	239,700	320,000	Bay County, FL	—	N/A %	78,670	241,330	320,000
		137,892	83 %	96,320	985,788	1,220,000		137,921	89 %	98,036	984,043	1,220,000

* Total square feet are based on current estimates and are subject to change.

55 47

[Table of Contents](#)

Critical Accounting Estimates

The discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses and related disclosures of contingent assets and liabilities. We base these estimates on historical experience, available current market information and on various other assumptions that management believes are reasonable under the circumstances. Additionally, we evaluate the results of these estimates on an on-going basis. Management's estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions and our accounting estimates are subject to change.

Critical accounting policies that we believe reflect our more significant judgments and estimates used in the preparation of our condensed consolidated financial statements are set forth in Item 7 of our Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023**. There have been no significant changes in these policies during the first **nine three** months of **2023, 2024**, however we cannot assure you that these policies will not change in the future.

Recently Adopted and Issued Accounting Pronouncements

See Note 2. *Summary of Significant Accounting Policies* to our condensed consolidated financial statements included in this report for recently issued or adopted accounting standards, including the date of adoption and effect on our condensed consolidated financial statements.

Seasonality and Market Variability

Our operations may be affected by seasonal fluctuations. The revenues and earnings from our business segments may vary significantly from period to period. Homebuilders tend to buy multiple homesites in sporadic transactions. In addition, homesite prices vary significantly by community, which further impacts period over period results. Therefore, there may be reporting periods in which we have no, or significantly less, revenue from residential or commercial real estate sales. We may also choose to operate rather than lease assets, lease rather than sell assets, or sell improved rather than unimproved land that may delay revenue and profits.

Hospitality revenues are typically higher in the second and third quarters, and vary depending on the timing of holidays and school breaks. Commercial real estate sales tend to be non-recurring. Projects depend on uncertain demand. Extraordinary events such as hurricanes or public health emergencies may dramatically change demand and pricing for products and services.

56 48

[Table of Contents](#)

Results of Operations

Consolidated Results

The following table sets forth a comparison of the results of our operations:

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2023	2022	2024	2023
	<i>In millions</i>					
					<i>In millions</i>	
Revenue:						
Real estate revenue	\$ 39.9	\$ 17.3	\$ 144.3	\$ 82.1	\$34.2	\$36.7
Hospitality revenue	47.4	29.0	117.0	74.9	39.3	24.5
Leasing revenue	13.1	10.1	37.2	28.2	14.3	11.8
Timber revenue	1.0	1.2	4.0	5.5		
Total revenue	101.4	57.6	302.5	190.7	87.8	73.0
Expenses:						
Cost of real estate revenue	21.1	7.2	72.5	35.3	16.0	20.4
Cost of hospitality revenue	36.1	22.0	92.4	58.2	30.3	22.9
Cost of leasing revenue	6.8	4.9	18.7	12.6	7.2	5.4
Cost of timber revenue	0.2	0.2	0.6	0.6		
Corporate and other operating expenses	6.2	5.3	17.4	16.5	7.1	5.7
Depreciation, depletion and amortization	10.7	5.8	27.5	16.3	11.2	7.3
Total expenses	81.1	45.4	229.1	139.5	71.8	61.7
Operating income	20.3	12.2	73.4	51.2	16.0	11.3
Other income (expense):						
Investment income, net	3.6	2.7	9.8	7.5	3.4	2.9
Interest expense	(8.4)	(4.7)	(21.8)	(13.0)	(8.5)	(6.2)
Gain on contributions to unconsolidated joint ventures	0.1	1.4	0.6	2.0	—	0.5
Equity in income from unconsolidated joint ventures	8.7	2.5	18.4	3.4	7.4	3.7
Other income, net	1.2	2.1	3.3	6.1		
Other (expense) income, net					(0.5)	0.7
Total other income, net	5.2	4.0	10.3	6.0	1.8	1.6
Income before income taxes	25.5	16.2	83.7	57.2	17.8	12.9
Income tax expense	(6.8)	(4.1)	(21.7)	(14.6)	(4.7)	(3.4)
Net income	\$ 18.7	\$ 12.1	\$ 62.0	\$ 42.6	\$13.1	\$ 9.5

5749

[Table of Contents](#)

Real Estate Revenue and Gross Profit

The following table sets forth a comparison of our total consolidated real estate revenue and gross profit:

	Three Months Ended September 30,				Nine Months Ended September 30,				Three Months Ended March 31,			
	2023	% (a)	2022	% (a)	2023	% (a)	2022	% (a)	2024	% (a)	2023	% (a)
	Dollars in millions											

(a) Calculated percentage of total real estate revenue and the respective gross margin percentage.

Residential Real Estate Revenue and Gross Profit. During the three months ended **September 30, 2023** **March 31, 2024**, residential real estate revenue increased **\$20.5 million** **\$2.8 million**, or **136.7%** **10.0%**, to **\$35.5 million** **\$30.8 million**, as compared to **\$15.0 million** **\$28.0 million** during the same period in **2022**, **2023**. During the three months ended **September 30, 2023** **March 31, 2024**, residential real estate gross profit increased **\$7.3 million** **\$4.0 million** to **\$16.4 million** **\$15.8 million** (or gross margin of **46.2%** **51.3%**), as compared to **\$9.1 million** **\$11.8 million** (or gross margin of **60.7%** **42.1%**) during the same period in **2022**, **2023**. During the three months ended **September 30, 2023** **March 31, 2024**, we sold **254** **216** homesites, compared to **327** homesites and had no unimproved residential land sales compared to **78** homesites and an unimproved residential land sale of **\$0.9 million** **\$0.6 million** during the same period in **2022**, **2023**. During the three months ended **September 30, 2023** **March 31, 2024** and **2022**, **2023**, the average base revenue, excluding homesite residuals, per homesite sold was approximately **\$103,000** **\$117,000** and **\$141,000**, respectively. The decrease in average base revenue per homesite sold during the current period was **\$62,000**, respectively, due to the mix of sales from different communities. The revenue, gross profit and margin for each period was impacted by the difference in pricing among the communities, the difference **Homesite sales** in the cost of the homesite development and the

volume of sales within each of the communities. The number of homesites sold varied each prior period due to the timing of homebuilder contractual closing obligations in our residential communities.

During the nine months ended September 30, 2023, residential real estate revenue increased \$56.2 million, or 79.5%, to \$126.9 million, as compared to \$70.7 million during the same period in 2022. During the nine months ended September 30, 2023, residential real estate gross profit increased \$23.2 million to \$62.3 million (or gross margin of 49.1%), as compared to \$39.1 million (or gross margin of 55.3%) during the same period in 2022. During the nine months ended September 30, 2023, we sold 881 homesites and had unimproved residential land sales of \$0.6 million, compared to 490 homesites and unimproved residential land sales of \$1.1 million during the same period in 2022. During the nine months ended September 30, 2023 and 2022, the average base revenue, excluding homesite residuals, per homesite sold was approximately \$105,000 and \$117,000, respectively. The decrease in average base revenue per homesite sold during the current period was due to the mix of sales from different communities. The current period homesite sales also include the sale of 100 entitled but undeveloped homesites sold within the SouthWood community, compared to 42 in the prior period, which reduced the average price per homesite. The revenue, gross profit and margin for each period was impacted by the difference in pricing among the communities, the difference in the cost of the homesite development and the volume of sales within each of the communities. The number of homesites sold varied each period due to the timing of homebuilder contractual closing obligations in our residential communities.

Commercial and Rural Forestry Real Estate Revenue and Gross Profit. During the three months ended September 30, 2023 March 31, 2024, we had five two commercial and rural forestry real estate sales totaling approximately 29 76 acres for \$3.1 million \$1.4 million, resulting in a gross profit of \$1.1 million (or gross margin of 78.6%). During the three months ended March 31, 2023, we had nine commercial and forestry real estate sales totaling approximately 54 acres for \$5.7 million and land

58

[Table of Contents](#)

improvement services of less than \$0.1 million \$0.2 million, together resulting in a gross profit of \$1.8 million \$2.6 million (or gross margin of 58.1%). During the three months ended September 30, 2022, we had nine commercial and rural real estate sales totaling approximately 18 acres for \$1.4 million and land improvement services of \$0.1 million, together resulting in a gross profit of \$0.7 million (or gross margin of 46.7%).

During the nine months ended September 30, 2023, we had twenty-one commercial and rural real estate sales totaling approximately 212 acres for \$13.9 million and land improvement services of \$0.3 million, together resulting in a gross profit of \$8.2 million (or gross margin of 57.7%). During the nine months ended September 30, 2022, we had twenty-one commercial and rural real estate sales totaling approximately 194 acres for \$8.7 million and land improvement services of \$0.9 million, together resulting in a gross profit of \$7.2 million (or gross margin of 75.0% 44.1%). Revenue from commercial and rural forestry real estate can vary significantly from period-to-period depending on the proximity to developed areas and mix of real estate sold in each period, with varying compositions of retail, office, industrial, rural timber and other commercial uses.

Our gross margin can vary significantly from period-to-period depending on the characteristics of property sold. Sales of rural and timber forestry land typically have a lower cost basis than residential and commercial real estate sales. In addition, our cost basis in residential and commercial real estate can vary depending on the amount of development or other costs incurred on the property.

Timber Revenue and Gross Profit. Timber revenue decreased \$0.5 million, or 29.4%, to \$1.2 million during the three months ended March 31, 2024, as compared to \$1.7 million in the same period in 2023. The decrease was

50

[Table of Contents](#)

primarily due to a decrease in tons of wood products sold and prices in the current period. There were 75,000 tons of wood products sold at an average price per ton of \$14.83 during the three months ended March 31, 2024, as compared to 95,000 tons of wood products sold at an average price per ton of \$16.44, during the same period in 2023. Timber gross margin was 83.3% during the three months ended March 31, 2024, as compared to 88.2% during the same period in 2023. The decrease was primarily due to less tons of wood products sold and lower prices in the current period.

Other Revenue. Other revenue primarily consists of mitigation bank credit sales and title insurance business revenue.

Hospitality Revenue and Gross Profit

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2023	2022	2024	2023
	In millions					
					In millions	
Hospitality revenue	\$ 47.4	\$ 29.0	\$ 117.0	\$ 74.9	\$ 39.3	\$ 24.5
Gross profit	\$ 11.3	\$ 7.0	\$ 24.6	\$ 16.7	\$ 9.0	\$ 1.6
Gross margin	23.8 %	24.1 %	21.0 %	22.3 %	22.9 %	6.5 %

Hospitality revenue increased \$18.4 million \$14.8 million, or 63.4% 60.4%, to \$47.4 million \$39.3 million during the three months ended September 30, 2023 March 31, 2024, as compared to \$29.0 million \$24.5 million in the same period in 2022, 2023. The increase in hospitality revenue was primarily related to the continued increase of club members and opening of new Camp Creek amenities in April 2023, as well as an increase in lodging revenue. The increase in lodging revenue was related to The Pearl Hotel, which we acquired in December 2022; Embassy Suites by Hilton Panama City Beach Resort, which opened in April 2023; The Lodge 30A, which opened in February 2023; and Home2 Suites by Hilton Santa Rosa Beach, and Hotel Indigo Panama City Marina which both opened in June 2023; and Camp Creek Inn, which opened in June 2023. The As of March 31, 2024, Watersound Club had 3,433 members, compared with 2,653 members as of March 31, 2023, an increase in hospitality revenue was also due of 780 members. As of March 31, 2024, we had 1,053 operational hotel rooms, compared with 492 operational hotel rooms as of March 31, 2023, an increase of 561 rooms (both periods exclude 124 rooms related to the opening of a standalone restaurant and marinas in 2022, an unconsolidated JV). Hospitality had a gross margin of 23.8% 22.9% during the three months ended September 30, 2023 March 31, 2024, compared to 24.1% 6.5% during the same period in 2022.

Hospitality revenue increased \$42.1 million, or 56.2%, to \$117.0 million during the nine months ended September 30, 2023, as compared to \$74.9 million in the same period in 2022. The increase in hospitality revenue was primarily related to the continued increase of club members and opening of new Camp Creek amenities in April 2023, as well as an increase in lodging revenue. The increase in lodging revenue was related to The Pearl Hotel, which we acquired in December 2022; Embassy Suites by Hilton Panama City Beach Resort, which opened in April 2023; The Lodge 30A, which opened in February 2023; Home2 Suites by Hilton Santa Rosa Beach and Hotel Indigo Panama City Marina, which both opened in June 2023; Homewood Suites by Hilton Panama City Beach, which opened in March 2022; new WaterColor Inn suites, which opened in June 2022; and Camp Creek Inn, which opened in June 2023. The increase in hospitality revenue was also due to the opening of a standalone restaurant and marinas. As of September 30, 2023, Watersound Club had 3,088 members, compared with 2,573 members as of September 30, 2022, an increase of 515 members. Hospitality had a gross margin of 21.0% during the nine months ended September 30, 2023, compared to 22.3% during the same period in 2022. The decrease in gross margin was primarily due to the opening costs associated with the opening of five new hotels assets being operational in the current period.

[illegible]

51

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
	In millions			
Timber revenue	\$ 1.0	\$ 1.2	\$ 4.0	\$ 5.5
Gross profit	\$ 0.8	\$ 1.0	\$ 3.4	\$ 4.9
Gross margin	80.0 %	83.3 %	85.0 %	89.1 %

Timber revenue decreased \$1.5 million, or 27.3%, to \$4.0 million during the nine months ended September 30, 2023, as compared to \$5.5 million in the same period in 2022. The decrease was primarily due to a decrease in prices, partially offset by an increase in tons of wood products sold in the current period. There were 216,000 tons of wood products sold at an average price per ton of \$16.62 during the nine months ended September 30, 2023, as compared to 213,000 tons of wood products sold at an average price per ton of \$23.71, during the same period in 2022. Timber gross margin was 85.0% during the nine months ended September 30, 2023, as compared to 89.1% during the same period in 2022. The decrease was primarily due to lower prices in the current period.

Three Months Ended September 30, Nine Months Ended September 30, Three Months Ended March 31,

period in 2022, 2023. The increase in interest expense is primarily related to completion of projects where interest expense is no longer capitalized and the increase in project financing and higher interest rates, financing. See Note 9. Debt, Net and Note 16. Other Income, Net for additional information regarding project financing.

Gain on Contributions to Unconsolidated Joint Ventures

Gain on contributions to unconsolidated joint ventures includes gain on land and additional infrastructure improvements contributed to our unconsolidated JVs as detailed in the table below. See Note 4. Joint Ventures for additional information.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
	In millions			
Latitude Margaritaville Watersound JV (a)	\$ 0.1	\$ —	\$ 0.6	\$ 0.2
Pier Park RI JV (b)	—	1.4	—	1.4
Electric Cart Watersound JV (c)	—	—	—	0.4
Gain on Contributions to Unconsolidated Joint Ventures	\$ 0.1	\$ 1.4	\$ 0.6	\$ 2.0

(a) The three months ended September 30, 2023 and 2022, include a gain of less than \$0.1 million, during each period, on additional infrastructure improvements contributed. The nine months ended September 30, 2023 and 2022, include a gain of \$0.6 million and \$0.2 million, respectively, on additional infrastructure improvements contributed.

(b) The three and nine months ended September 30, 2022, include a gain of \$1.4 million on land and impact fees contributed.

(c) The nine months ended September 30, 2022, include a gain of \$0.4 million on land contributed.

	Three Months Ended March 31,	
	2024	2023
	In millions	
Latitude Margaritaville Watersound JV	\$ —	\$ 0.5
Gain on Contributions to Unconsolidated Joint Ventures	\$ —	\$ 0.5

Equity in Income from Unconsolidated Joint Ventures

Equity in income (loss) from unconsolidated joint ventures includes our proportionate share of earnings or losses of unconsolidated joint ventures JVs accounted for by the equity method as detailed in the table below. See Note 4. Joint Ventures for additional information.

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2023	2022	2024	2023
	In millions					
	In millions					
Latitude Margaritaville Watersound JV (a)	\$ 8.7	\$ 2.2	\$ 18.5	\$ 2.5	\$ 8.3	\$ 3.9
Sea Sound JV (b)	—	—	(0.1)	—	—	—
Watersound Fountains Independent Living JV (c)	(0.2)	—	(0.5)	—	—	—
Watersound Fountains Independent Living JV (b)	—	—	—	—	(0.7)	—
Pier Park TPS JV	—	0.1	—	0.2	(0.2)	(0.1)
Busy Bee JV	0.1	0.2	0.2	0.6	—	(0.1)
Electric Cart Watersound JV	0.1	—	0.2	—	—	—
Watersound Management JV	—	—	0.1	0.1	—	—
Total equity in income from unconsolidated joint ventures	\$ 8.7	\$ 2.5	\$ 18.4	\$ 3.4	\$ 7.4	\$ 3.7

(a) During the three months ended September 30, 2023 March 31, 2024 and 2022, 2023, the Latitude Margaritaville Watersound JV completed 189 177 and 117 homes sale transactions, respectively. During the nine months ended September 30, 2023 and 2022, the Latitude Margaritaville Watersound JV completed 502 and 200 149 homes sale transactions, respectively.

(b) In November 2022, the Sea Sound JV sold its assets to an unrelated third party and no longer has activity from operations. See Note 4. Joint Ventures.

(C) The project is under construction. community opened in March 2024.

62 53

Table of Contents

Other (Expense) Income, Net

Other (expense) income, net primarily includes income from our retained interest investments gain on insurance recoveries, loss from hurricane damage and other income and expense items as detailed in the table below:

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2023	2022	2024	2023
	In millions					
					In millions	
Accretion income from retained interest investments	\$ 1.1	\$ 0.4	\$ 2.6	\$ 1.3	\$ —	\$ 0.4
Gain on insurance recoveries	—	0.9	—	4.2		
Loss from hurricane damage	—	—	—	(0.1)		
Miscellaneous income, net	0.1	0.8	0.7	0.7		
Other income, net	\$ 1.2	\$ 2.1	\$ 3.3	\$ 6.1		
Miscellaneous (expense) income, net					(0.5)	0.3
Other (expense) income, net					\$ (0.5)	\$ 0.7

Other (expense) income, net decreased \$0.9 million \$1.2 million to \$1.2 million expense of \$0.5 million during the three months ended September 30, 2023 March 31, 2024, as compared to \$2.1 million \$0.7 million of income in the same period in 2022. Other income, net decreased \$2.8 million to \$3.3 million during the nine months ended September 30, 2023, as compared to \$6.1 million in the same period in 2022. 2023. Accretion income from retained interest investments increased \$0.7 million and \$1.3 million during the three and nine months ended September 30, 2023 March 31, 2023, respectively, due includes accretion of investment income over the life of the retained interest using the effective yield method, prior to an agreement by all parties for an optional prepayment, in full, of the related bonds, in full, installment notes in August 2023, prior to the installment notes' scheduled maturity in 2024. See Note 8. Other Assets for additional information. The three and nine months ended September 30, 2022, include a gain on insurance recovery of \$0.9 million and \$4.2 million, respectively, and loss from hurricane damage of less than \$0.1 million during each period related to Hurricane Michael. In November 2022, we closed out the insurance claim related to Hurricane Michael and therefore will not receive additional proceeds in future periods.

2023. Miscellaneous (expense) income, net during the three and nine months ended September 30, 2023 March 31, 2024, includes a \$0.5 million and \$1.1 million, respectively, net loss on disposal of income received from the Florida Division of Emergency Management's TRBG program for recovery of lost income related to timber crop that was destroyed as a result of Hurricane Michael. assets. Miscellaneous (expense) income, net during the nine three months ended September 30, 2023 March 31, 2023, also includes a \$0.4 million \$0.5 million gain on retained interest investment. Miscellaneous income, net during the three and nine months ended September 30, 2023, includes \$0.4 million and \$0.6 million, respectively, of expense See Note 16. Other Income, Net for cleanup of damaged timber as a result of Hurricane Michael. Miscellaneous income, net during the three and nine months ended September 30, 2022, includes a \$0.3 million and \$1.0 million, respectively, gain on retained interest investment and \$0.8 million and \$1.8 million, respectively, received from the Pier Park CDD for repayment of subordinated notes. Miscellaneous income, net during the nine months ended September 30, 2022, also includes expenses of \$1.1 million for design costs no longer pursued and \$0.6 million for a homeowner's association special assessment. additional information.

Income Tax Expense

Income tax expense was \$6.8 million \$4.7 million during the three months ended September 30, 2023 March 31, 2024, as compared to \$4.1 million \$3.4 million during the same period in 2022, 2023. Our effective tax rate was 25.8% 25.0% for the three months ended September 30, 2023 March 31, 2024, as compared to 25.2% 24.9% during the same period in 2022.

Income tax expense was \$21.7 million during the nine months ended September 30, 2023, as compared to \$14.6 million during the same period in 2022. Our effective tax rate was 25.2% for the nine months ended September 30, 2023, as compared to 25.5% during the same period in 2022, 2023.

Our effective rate for the three and nine months ended September 30, 2023 March 31, 2024 and 2022, 2023, differed from the federal statutory rate of 21.0% primarily due to state income taxes, tax credits and other permanent items. See Note 12. *Income Taxes* for additional information.

63 54

Table of Contents

Segment Results

Residential

The table below sets forth the consolidated results of operations of our residential segment:

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2023	2022	2024	2023
	In millions					
					In millions	
Revenue:						
Real estate revenue	\$ 32.5	\$ 13.8	\$ 118.6	\$ 65.0		
Leasing revenue	—	—	—	0.1		
Residential real estate revenue					\$ 28.8	\$ 26.2
Other revenue	3.0	1.2	8.3	5.7	2.0	1.8
Total revenue	35.5	15.0	126.9	70.8		
Total real estate revenue					30.8	28.0
Expenses:						
Cost of real estate and other revenue	19.1	6.0	64.6	31.6	15.0	16.3
Other operating expenses	1.3	0.9	3.2	3.0	1.1	0.9
Depreciation, depletion and amortization	0.1	—	0.2	0.1	0.1	—
Total expenses	20.5	6.9	68.0	34.7	16.2	17.2
Operating income	15.0	8.1	58.9	36.1	14.6	10.8
Other income (expense):						
Investment income, net	0.4	0.3	1.3	0.7	0.4	0.4
Interest expense	(0.1)	(0.1)	(0.3)	(0.4)	(0.1)	(0.1)
Gain on contributions to unconsolidated joint ventures	0.1	0.1	0.6	0.2	—	0.5

Equity in income from unconsolidated joint ventures	8.8	2.2	18.6	2.5	8.3	3.9
Other income (expense), net	—	—	0.2	(0.5)		
Other income, net					0.1	0.1
Total other income, net	9.2	2.5	20.4	2.5	8.7	4.8
Income before income taxes	\$ 24.2	\$ 10.6	\$ 79.3	\$ 38.6	\$ 23.3	\$ 15.6

Real estate revenue includes sales of homesites and other residential land and certain homesite residuals from homebuilder sales that provide us a percentage of the sale price of the completed home if the home price exceeds a negotiated threshold. Leasing revenue includes long-term leases of residential assets. Other revenue includes tap and impact fee credits sold and marketing fees. Certain homesite residuals and other revenue related to homebuilder homesite sales are recognized in revenue at the point in time of the closing of the sale. For the three months ended September 30, 2023 and 2022, real estate revenue includes estimated homesite residuals of \$4.9 million and \$1.0 million, respectively, and other revenue includes estimated fees related to homebuilder homesite sales of \$1.5 million and \$0.3 million, respectively. For the nine months ended September 30, 2023 and 2022, real estate revenue includes estimated homesite residuals of \$20.0 million and \$3.6 million, respectively, and other revenue includes estimated fees related to homebuilder homesite sales of \$4.4 million and \$1.1 million, respectively. The increase in estimated homesite residuals and fees related to homebuilder homesite sales was due to the mix and number of homesites sold per community in the current period. Cost of real estate revenue includes direct costs (e.g., development and construction costs), selling costs and other indirect costs.

64

[Table of Contents](#)

Three months ended **September 30, 2023** **March 31, 2024** compared to the three months ended **September 30, 2022** **March 31, 2023**

The following table sets forth our consolidated residential real estate revenue and cost of revenue activity:

Three Months Ended September 30, 2023					Three Months Ended September 30, 2022					Three Months Ended March 31, 2024					Three Mont	
Unit	Cost of	Gross	Gross		Units	Cost of	Gross	Gross		Units	Cost of	Gross	Gross		Units	
Sold	Revenue	Revenue	Profit	Margin	Sold	Revenue	Revenue	Profit	Margin	Sold	Revenue	Revenue	Profit	Margin	Sold	Revenue

Dollars in millions

												Dollars in millions			
Consolidated															
Homesites	254	\$ 32.5	\$ 18.0	\$14.5	44.6 %	78	\$ 12.9	\$ 5.5	\$7.4	57.4 %					
Land sale	N/A	—	—	—	N/A %	N/A	0.9	—	0.9	100.0 %					
Homesites (a)											216	\$ 28.8	\$ 14.4	\$14.4	50.0 %
Land sales											N/A	—	—	—	— %
Total consolidated	254	\$ 32.5	\$ 18.0	\$14.5	44.6 %	78	\$ 13.8	\$ 5.5	\$8.3	60.1 %	216	\$ 28.8	\$ 14.4	\$14.4	50.0 %
Unconsolidated															
Homes (a)	189					117									
Homes (b)											177				149
Total consolidated and unconsolidated	443					195					393				476

- (a) The three months ended March 31, 2023, include 100 entitled but undeveloped homesites sold within the SouthWood community.
- (b) Includes homes sold by the Latitude Margaritaville Watersound JV, which is unconsolidated and is accounted for under the equity method of accounting. See Note 4, Joint Ventures for additional information.

The following discussion sets forth details of the consolidated results of operations of our residential segment.

Table of Contents

Homesites. Revenue from homesite sales increased \$19.6 million \$3.2 million, or 151.9% 12.5%, during the three months ended September 30, 2023 March 31, 2024, as compared to the same period in 2022, 2023, primarily due to the mix and number of homesites sold per community and the timing of homebuilder contractual closing obligations in our residential communities. During the three months ended September 30, 2023 March 31, 2024 and 2022, 2023, the average base revenue, excluding homesite residuals, per homesite sold was approximately \$103,000 \$117,000 and \$141,000, respectively. The decrease in average base revenue per homesite sold during the current period was \$62,000, respectively, due to the mix of sales from different communities. Gross margin decreased to 44.6% Homesite sales in the prior period include the sale of 100 entitled but undeveloped homesites sold within the SouthWood community, which reduced the average price per homesite. Revenue includes estimated homesite residuals of \$2.1 million and \$3.2 million during the three months ended September 30, 2023 March 31, 2024 and 2023, respectively. The decrease in estimated homesite residuals was due to the mix and number of homesites sold per community in the current period. Gross margin increased to 50.0% during the three months ended March 31, 2024, as compared to 57.4% 41.0% during the same period in 2022, 2023, primarily due to the cost, mix and number of homesites sold from different communities during each respective period. Gross margin may vary each period depending on the location of homesite sales.

Land sales. During the three months ended September 30, 2023 March 31, 2024, we did not have any unimproved residential land sales. During the three months ended September 30, 2022 March 31, 2023, we had unimproved residential land sales for \$0.6 million, resulting in a gross margin of \$0.9 million approximately 83.3%.

Other revenue includes tap and impact fee credits sold and marketing fees. Other revenue includes estimated fees related to homebuilder homesite sales of \$0.8 million and \$1.0 million, with de minimis cost of revenue, during the three months ended March 31, 2024 and 2023,

respectively.

Other operating expenses include salaries and benefits, property taxes, marketing, professional fees, project administration, owner association and CDD assessments and other administrative expenses.

Investment income, net primarily consists of interest earned on our notes receivable and unimproved land contribution to our unconsolidated Latitude Margaritaville Watersound JV as home sales are transacted in the community. See Note 4. *Joint Ventures* for additional information. Interest expense primarily consists of interest incurred on our portion of the total outstanding CDD debt. See Note 9. *Debt, Net* for additional information.

Gain on contributions to unconsolidated joint ventures for both the three months ended September 30, 2023 March 31, 2024 and 2022, 2023, includes a gain of less than \$0.1 million on additional infrastructure improvements contributed to our unconsolidated Latitude Margaritaville Watersound JV. See Note 4. *Joint Ventures* for additional information.

Equity in income from unconsolidated joint ventures includes our proportionate share of earnings or losses of unconsolidated joint ventures accounted for by the equity method. Equity in income from unconsolidated joint ventures increased \$6.6 million during the three months ended September 30, 2023, as compared to the same period in 2022. The increase was due to the completion of 189 home sale transactions by the Latitude Margaritaville Watersound JV during

65

Table of Contents

the three months ended September 30, 2023, compared to 117 home sale transactions during the same period in 2022. See Note 4. *Joint Ventures* for additional information.

Nine months ended September 30, 2023 compared to the nine months ended September 30, 2022

The following table sets forth our consolidated residential real estate revenue and cost of revenue activity:

	Nine Months Ended September 30, 2023					Nine Months Ended September 30, 2022				
	Units Sold	Revenue	Cost of Revenue	Gross Profit	Gross Margin	Units Sold	Revenue	Cost of Revenue	Gross Profit	Gross Margin
<i>Dollars in millions</i>										
Consolidated										
Homesites (a)	881	\$ 118.0	\$ 60.9	\$ 57.1	48.4 %	490	\$ 63.9	\$ 29.5	\$ 34.4	53.8 %
Land sales	N/A	0.6	0.1	0.5	83.3 %	N/A	1.1	—	1.1	100.0 %
Total consolidated	881	\$ 118.6	\$ 61.0	\$ 57.6	48.6 %	490	\$ 65.0	\$ 29.5	\$ 35.5	54.6 %
Unconsolidated										
Homes (b)	502					200				
Total consolidated and unconsolidated	1,383					690				

(a) The nine months ended September 30, 2023 and 2022, includes 100 and 42 entitled but undeveloped homesites, respectively, sold within the SouthWood community.

(b) Includes homes sold by the Latitude Margaritaville Watersound JV, which is unconsolidated and is accounted for under the equity method of accounting. See Note 4. *Joint Ventures* for additional information.

The following discussion sets forth details of the consolidated results of operations of our residential segment.

Homesites. Revenue from homesite sales increased \$54.1 million, or 84.7%, during the nine months ended September 30, 2023, as compared to the same period in 2022, primarily due to the mix and number of homesites sold per community and the timing of homebuilder contractual closing obligations in our residential communities. During the nine months ended September 30, 2023 and 2022, the average base

revenue, excluding homesite residuals, per homesite sold was approximately \$105,000 and \$117,000, respectively. The decrease in average base revenue per homesite sold during the current period was due to the mix of sales from different communities. The current period homesite sales also include the sale of 100 entitled but undeveloped homesites sold within the SouthWood community, compared to 42 in the prior period, which reduced the average price per homesite. Gross margin decreased to 48.4% during the nine months ended September 30, 2023, as compared to 53.8% during the same period in 2022, primarily due to the cost, mix and number of homesites sold from different communities during each respective period. Gross margin may vary each period depending on the location of homesite sales.

Land sales. During the nine months ended September 30, 2023, we had unimproved residential land sales of \$0.6 million, resulting in a gross margin of approximately 83.3%. During the nine months ended September 30, 2022, we had unimproved residential land sales of \$1.1 million, with de minimis cost of revenue.

Other operating expenses include salaries and benefits, property taxes, marketing, professional fees, project administration, owner association and CDD assessments and other administrative expenses.

Investment income, net primarily consists of interest earned on our notes receivable and unimproved land contribution to our unconsolidated Latitude Margaritaville Watersound JV as home sales are transacted in the community. See Note 4. *Joint Ventures* for additional information. Interest expense primarily consists of interest incurred on our portion of the total outstanding CDD debt. See Note 9. *Debt, Net* for additional information.

66

Table of Contents

Gain on contributions to unconsolidated joint ventures for the nine months ended September 30, 2023 and 2022, includes a gain of \$0.6 million and \$0.2 million \$0.5 million, respectively, on additional infrastructure improvements contributed to our unconsolidated Latitude Margaritaville Watersound JV. See Note 4. *Joint Ventures* for additional information.

Equity in income from unconsolidated joint ventures includes our proportionate share of earnings or losses of an unconsolidated joint ventures JV accounted for by the equity method. Equity in income from unconsolidated joint ventures increased \$16.1 million \$4.4 million during the nine three months ended September 30, 2023 March 31, 2024, as compared to the same period in 2022, 2023. The increase was due to a higher average margin per home sold and the completion increased volume of 502 home sale transactions by during the current period related to our unconsolidated Latitude Margaritaville Watersound JV. The Latitude Margaritaville Watersound JV completed 177 home sale transactions during the nine three months ended September 30, 2023 March 31, 2024, compared to 200 149 home sale transactions during the same period in 2022, 2023. See Note 4. *Joint Ventures* for additional information.

Other income (expense), net for the nine months ended September 30, 2022 includes \$1.0 million 56

Table of design costs no longer pursued. Contents

Hospitality

The table below sets forth the consolidated results of operations of our hospitality segment:

Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
2023	2022	2023	2022	2024	2023

	In millions				In millions	
Revenue:						
Hospitality revenue	\$ 47.4	\$ 28.8	\$ 117.0	\$ 74.4	\$ 39.3	\$ 24.5
Leasing revenue	0.6	0.2	1.5	0.3	0.7	0.4
Total revenue	48.0	29.0	118.5	74.7	40.0	24.9
Expenses:						
Cost of hospitality revenue	36.1	21.8	92.4	57.7	30.3	22.9
Cost of leasing revenue	0.8	0.3	1.8	0.5	0.6	0.4
Other operating expenses	0.6	0.2	1.2	0.8	0.4	0.3
Depreciation, depletion and amortization	6.4	2.4	15.4	6.5	6.6	3.5
Total expenses	43.9	24.7	110.8	65.5	37.9	27.1
Operating income	4.1	4.3	7.7	9.2		
Other (expense) income:						
Operating income (loss)					2.1	(2.2)
Other expense:						
Interest expense	(3.0)	(0.5)	(6.4)	(1.0)	(3.0)	(1.2)
Other income, net	0.1	0.6	—	1.0		
Total other (expense) income, net	(2.9)	0.1	(6.4)	—		
Income before income taxes	\$ 1.2	\$ 4.4	\$ 1.3	\$ 9.2		
Other expense, net					(0.4)	(0.1)
Total other expense, net					(3.4)	(1.3)
Loss before income taxes					\$ (1.3)	\$ (3.5)

Three months ended **September 30, 2023** **March 31, 2024** compared to the three months ended **September 30, 2022** **March 31, 2023**

The following table sets forth details of our hospitality segment consolidated revenue and **cost of revenue**: **gross profit (deficit)**:

	Three Months Ended September 30, 2023			Three Months Ended September 30, 2022			Three Months Ended March 31, 2024			Three Months Ended March 31, 2023		
	Gross		Margin	Gross		Margin	Gross		Margin	Gross		Margin
	Revenue	Profit		Revenue	(Deficit)		Revenue	Profit		Revenue	Profit (Deficit)	
	In millions											
Clubs												
(a)	\$ 14.7	\$ 3.2	21.8 %	\$ 10.8	\$ 3.5	32.4 %	\$ 19.0	\$ 8.2	43.2 %	\$ 10.1	\$ 3.2	31.7 %

Hotels	29.0	7.2	24.8 %	14.9	3.6	24.2 %	18.0	0.4	2.2 %	12.3	(1.6)	(13.0)%
Other	3.7	0.9	24.3 %	3.1	(0.1)	(3.2)%	2.3	0.4	17.4 %	2.1	—	— %
Total	\$ 47.4	\$ 11.3	23.8 %	\$ 28.8	\$ 7.0	24.3 %	\$ 39.3	\$ 9.0	22.9 %	\$ 24.5	\$ 1.6	6.5 %

(a) Includes the Camp Creek Inn due to its proximity and guest access to Watersound Club amenities. The hotel opened in June 2023.

67

Table of Contents

Revenue from our clubs increased \$3.9 million \$8.9 million, or 36.1% 88.1%, during the three months ended September 30, 2023 March 31, 2024, as compared to the same period in 2022 2023. The increase in revenue in the current period was due to increases in the number of club members and membership revenue, as well as the opening of new Camp Creek amenities in April 2023 and Camp Creek Inn in June 2023. As of March 31, 2024, Watersound Club had 3,433 members, compared with 2,653 members as of March 31, 2023, an increase of 780 members. Our clubs gross margin was 21.8% 43.2% during the three months ended September 30, 2023 March 31, 2024, compared to 32.4% 31.7% during the same period in 2022 2023. The decrease increase in gross margin was primarily due to opening and ongoing operating costs for the new Camp Creek Inn and amenities during assets being operational in the current period.

Revenue from our hotel operations increased \$14.1 million \$5.7 million, or 94.6% 46.3%, during the three months ended September 30, 2023 March 31, 2024, as compared to the same period in 2022 2023. The increase was primarily due to an increase in lodging revenue from The Pearl Hotel, which we acquired in December 2022; Embassy Suites by Hilton Panama City Beach Resort, which opened in April 2023; The Lodge 30A, which opened in February 2023; 2023 and Home2 Suites by Hilton Santa Rosa Beach and Hotel Indigo Panama City Marina, which both opened in June 2023. Hotels Our hotels had a gross margin of 24.8% 2.2% for the three months ended September 30, 2023 March 31, 2024, compared to 24.2% a negative gross margin of 13.0% during the same period in 2022 2023. The increase in gross margin was primarily due to new assets being operational in the current period.

57

Table of Contents

As of March 31, 2024, we had 1,053 operational hotel rooms, compared with 492 operational hotel rooms as of March 31, 2023, an increase of 561 rooms (both periods exclude 124 rooms related to an unconsolidated JV).

Revenue from other hospitality operations increased \$0.6 million \$0.2 million, or 19.4% 9.5%, during the three months ended September 30, 2023 March 31, 2024, as compared to the same period in 2022 2023. Our other hospitality operations had a gross margin of 17.4% during the three months ended March 31, 2024, compared to 0.0% during the same period in 2023. The increase in other hospitality revenue gross margin was primarily related due to revenue from a new standalone restaurant, which opened in August 2022, increased occupancy at our Point South Marina Bay Point which reopened in the third quarter of 2022 and Point South Marina Port St. Joe, which reopened in the fourth quarter second half of 2022. Our other hospitality operations had a gross margin of 24.3% during the three months ended September 30, 2023, compared to a negative gross margin of 3.2% during the same period in 2022. The increase in gross margin was due to new assets being operational in the current period, compared to the prior period.

Leasing revenue includes marina boat slip and dry storage rentals, rental, as well as leases of other hospitality assets.

Other operating expenses include salaries and benefits, professional fees and other administrative expenses.

The increase of \$4.0 million \$3.1 million in depreciation, depletion and amortization expense during the three months ended September 30, 2023 March 31, 2024, as compared to the same period in 2022 2023, was primarily due to new properties placed in service.

Interest expense primarily includes interest incurred from our hospitality project financing. The increase of \$2.5 million \$1.8 million in interest expense during the three months ended September 30, 2023 March 31, 2024, as compared to the same period in 2022, 2023, was primarily due to an completion of projects where interest expense is no longer capitalized and the increase in project financing and higher interest rates. financing. See Note 9. Debt, Net for additional information.

Other income, expense, net for the three months ended September 30, 2022 March 31, 2024, primarily includes \$0.8 million net loss on disposal of income received from the Pier Park CDD for repayment of subordinated notes.

Nine months ended September 30, 2023 compared to the nine months ended September 30, 2022

The following table sets forth details of our hospitality segment consolidated revenue and cost of revenue:

	Nine Months Ended September 30, 2023			Nine Months Ended September 30, 2022		
	Revenue	Gross Profit	Gross Margin	Revenue	Gross Profit	Gross Margin
	In millions					
Clubs (a)	\$ 38.2	\$ 10.0	26.2 %	\$ 30.6	\$ 9.0	29.4 %
Hotels	69.4	12.7	18.3 %	36.5	7.5	20.5 %
Other	9.4	1.9	20.2 %	7.3	0.2	2.7 %
Total	\$ 117.0	\$ 24.6	21.0 %	\$ 74.4	\$ 16.7	22.4 %

(a) Includes the Camp Creek Inn due to its proximity and guest access to Watersound Club amenities. The hotel opened in June 2023.

Revenue from our clubs increased \$7.6 million, or 24.8%, during the nine months ended September 30, 2023, as compared to the same period in 2022. The increase in revenue in the current period was due to increases in the number assets.

Table of Contents

of club members and membership revenue, as well as the opening of new Camp Creek amenities in April 2023 and Camp Creek Inn in June 2023. As of September 30, 2023, Watersound Club had 3,088 members, compared with 2,573 members as of September 30, 2022, an increase of 515 members. Our clubs gross margin was 26.2% during the nine months ended September 30, 2023, compared to 29.4% during the same period in 2022. The decrease in gross margin was primarily due to the opening costs associated with the opening of new assets in the current period.

Revenue from our hotel operations increased \$32.9 million, or 90.1%, during the nine months ended September 30, 2023, as compared to the same period in 2022. The increase was primarily due to an increase in lodging revenue from The Pearl Hotel, which we acquired in December 2022; Embassy Suites by Hilton Panama City Beach Resort, which opened in April 2023; The Lodge 30A, which opened in February 2023; Home2 Suites by Hilton Santa Rosa Beach and Hotel Indigo Panama City Marina, which both opened in June 2023; Homewood Suites by Hilton Panama City Beach, which opened in March 2022; and new WaterColor Inn suites, which opened in June 2022. Hotels had a gross margin of 18.3% for the nine months ended September 30, 2023, compared to 20.5% during the same period in 2022. The decrease in gross margin was primarily due to the opening costs associated with the opening of new hotels in the current period.

Revenue from other hospitality operations increased \$2.1 million, or 28.8%, during the nine months ended September 30, 2023, as compared to the same period in 2022. The increase in other hospitality revenue was primarily related to revenue from a new standalone restaurant, which opened in August 2022, Point South Marina Bay Point, which reopened in the third quarter of 2022 and Point South Marina Port St. Joe, which reopened in the fourth quarter of 2022. Our other hospitality operations had a gross margin of 20.2% during the nine months ended September 30, 2023, compared to 2.7% during the same period in 2022. The increase in gross margin was due to new assets being operational in the current period, compared to the prior period. We had minimal revenue from our marinas during the nine months ended September 30, 2022, due to reconstruction after Hurricane Michael.

Leasing revenue includes marina boat slip and dry storage rentals.

Depreciation, depletion and amortization	4.1	3.3	11.7	9.3	4.4	3.7
Total expenses	12.6	10.0	38.1	28.0	12.6	13.2
Operating income	3.8	2.7	15.5	15.4	3.5	5.8
Other (expense) income:						
Other expense:						
Interest expense	(3.1)	(1.9)	(8.4)	(5.0)	(3.2)	(2.6)
Gain on contributions to unconsolidated joint ventures	—	1.3	—	1.8		
Equity in (loss) income from unconsolidated joint ventures	(0.1)	0.3	(0.2)	0.9		
Other (expense) income, net	—	(0.1)	0.2	(0.7)		
Equity in loss from unconsolidated joint ventures					(0.9)	(0.2)
Other expense, net					(0.2)	(0.2)
Total other expense, net	(3.2)	(0.4)	(8.4)	(3.0)	(4.3)	(3.0)
Income before income taxes	\$ 0.6	\$ 2.3	\$ 7.1	\$ 12.4		
(Loss) income before income taxes					\$ (0.8)	\$ 2.8

Three months ended **September 30, 2023** March 31, 2024 compared to the three months ended **September 30, 2022** March 31, 2023

The following table sets forth details of our commercial segment consolidated revenue and cost of revenue; gross profit:

	Three Months Ended September 30, 2023			Three Months Ended September 30, 2022		
	Revenue	Gross Profit	Gross Margin	Revenue	Gross Profit	Gross Margin
<i>In millions</i>						
Leasing						
Commercial leasing	\$ 5.4	\$ 3.5	64.8 %	\$ 4.9	\$ 3.0	61.2 %
Multi-family leasing	5.0	2.5	50.0 %	3.6	2.1	58.3 %
Senior living leasing	1.9	0.4	21.1 %	1.3	0.2	15.4 %
Total leasing	12.3	6.4	52.0 %	9.8	5.3	54.1 %
Commercial and rural real estate	3.1	1.8	58.1 %	1.5	0.8	53.3 %
Timber	1.0	0.8	80.0 %	1.2	1.0	83.3 %
Hospitality	—	—	N/A %	0.2	0.1	50.0 %
Total	\$ 16.4	\$ 9.0	54.9 %	\$ 12.7	\$ 7.2	56.7 %

70

Table of Contents

	Three Months Ended March 31, 2024			Three Months Ended March 31, 2023		
	Revenue	Gross Profit	Gross Margin	Revenue	Gross Profit	Gross Margin
<i>In millions</i>						
Leasing						
Commercial leasing	\$ 5.9	\$ 3.8	64.4 %	\$ 5.4	\$ 3.6	66.7 %
Multi-family leasing	5.6	2.7	48.2 %	4.3	2.5	58.1 %

Senior living leasing	2.0	0.5	25.0 %	1.7	0.4	23.5 %
Total leasing	13.5	7.0	51.9 %	11.4	6.5	57.0 %
Real estate						
Commercial and forestry real estate	1.4	1.1	78.6 %	5.9	2.6	44.1 %
Timber	1.2	1.0	83.3 %	1.7	1.5	88.2 %
Total real estate	2.6	2.1	80.8 %	7.6	4.1	53.9 %
Total	\$ 16.1	\$ 9.1	56.5 %	\$ 19.0	\$ 10.6	55.8 %

The following discussion sets forth details of the consolidated results of operations of our commercial segment.

[Table of Contents](#)

Total leasing revenue increased ~~\$2.5 million~~ \$2.1 million, or ~~25.5%~~ 18.4%, during the three months ended ~~September 30, 2023~~ March 31, 2024, as compared to the same period in ~~2022~~ 2023. The increase was primarily due to new multi-family and senior living leases, as well as other new leases. ~~Leasing Total leasing~~ gross margin ~~decreased to 52.0%~~ during the three months ended ~~September 30, 2023~~ March 31, 2024 was 51.9%, as compared to ~~54.1%~~ 57.0% during the same period in ~~2022~~ 2023. The decrease in leasing gross margin was primarily due to increased operating costs as well as start-up and lease-up expenses in the current period. As of March 31, 2024, we had net rentable square feet of approximately 1,082,000, of which approximately 1,046,000 square feet were under lease. As of March 31, 2023, we had net rentable square feet of approximately 1,034,000, of which approximately 1,005,000 square feet were under lease. As of March 31, 2024, our consolidated entities had 1,235 multi-family and senior living units completed, of which 1,039 were leased, compared to 952 multi-family and senior living units completed, of which 869 were leased as of March 31, 2023 (excludes 148 multi-family units for the unconsolidated Watersound Fountains Independent Living JV).

We believe the diversity of our commercial segment complements the growth of our residential and hospitality segments. Commercial and forestry real estate revenue can vary depending on the proximity to developed areas and the mix and characteristics of commercial and forestry real estate sold in each period, with varying compositions of retail, office, industrial, timber and other commercial uses. During the three months ended ~~September 30, 2023~~ March 31, 2024, we had ~~five~~ two commercial and ~~rural~~ forestry real estate sales totaling of approximately ~~29~~ 76 acres for ~~\$3.1 million~~ \$1.4 million, resulting in a gross margin of approximately 78.6%. During the three months ended March 31, 2023, we had nine commercial and forestry real estate sales of approximately 54 acres for \$5.7 million and land improvement services of ~~less than \$0.1 million~~ \$0.2 million, together resulting in a gross margin of approximately 58.1%. During the three months ended September 30, 2022, we had nine commercial and rural real estate sales totaling approximately 18 acres for \$1.4 million and land improvement services of \$0.1 million, together resulting in a gross margin of approximately 53.3% ~~44.1%~~.

Timber revenue decreased ~~\$0.2 million~~ \$0.5 million, or ~~16.7%~~ 29.4%, to ~~\$1.0 million~~ \$1.2 million during the three months ended ~~September 30, 2023~~ March 31, 2024, as compared to ~~\$1.2 million~~ in ~~\$1.7 million~~ during the same period in ~~2022~~ 2023. The decrease was primarily due to a decrease in the tons of wood products sold and ~~prices in the sales mix of different wood products~~ current period. There were ~~48,000~~ 75,000 tons of wood products sold during the three months ended ~~September 30, 2023~~ March 31, 2024, as compared to ~~60,000~~ 95,000 tons of wood products sold during the same period in ~~2022~~ 2023. The average price of wood ~~product~~ products sold ~~increased~~ decreased to ~~\$17.77~~ \$14.83 per ton during the three months ended ~~September 30, 2023~~ March 31, 2024, as compared to ~~\$17.43~~ \$16.44 per ton during the same period in ~~2022~~ 2023. Timber gross margin was ~~80.0%~~ 83.3% during the three months ended ~~September 30, 2023~~ March 31, 2024, as compared to ~~83.3%~~ 88.2% during the same period in ~~2022~~ 2023. The decrease was primarily due to less tons of wood products sold and lower prices in the current period.

~~Hospitality revenue includes some of our short-term vacation rentals.~~

Other operating expenses include salaries and benefits, property taxes, CDD assessments, professional fees, marketing, project administration and other administrative expenses.

The increase of ~~\$0.8 million~~ \$0.7 million in depreciation, depletion and amortization expense during the three months ended ~~September 30, 2023~~ March 31, 2024, as compared to the same period in ~~2022~~ 2023, was primarily due to new properties placed in service.

Interest expense primarily includes interest incurred from our commercial project financing and CDD debt. The increase of \$1.2 million \$0.6 million in interest expense during the three months ended September 30, 2023 March 31, 2024, as compared to the same period in 2022, 2023, was primarily due to an completion of projects where interest expense is no longer capitalized and the increase in project financing and higher interest rates. financing. See Note 9. Debt, Net for additional information.

Gain on contributions to unconsolidated joint ventures for the three months ended September 30, 2022, includes a gain of \$1.4 million on land contributed to our unconsolidated Pier Park RI JV. See Note 4. Joint Ventures for additional information.

Equity in (loss) income from unconsolidated joint ventures includes our proportionate share of earnings or losses of unconsolidated JVs accounted for by the equity method. See Note 4. Joint Ventures for additional information.

71

Table of Contents

Nine months ended September 30, 2023 compared to the nine months ended September 30, 2022

The following table sets forth details of our commercial segment consolidated revenue and cost of revenue:

	Nine Months Ended September 30, 2023			Nine Months Ended September 30, 2022		
	Revenue	Gross Profit	Gross Margin	Revenue	Gross Profit	Gross Margin
<i>In millions</i>						
Leasing						
Commercial leasing	\$ 16.0	\$ 9.7	60.6 %	\$ 14.3	\$ 9.2	64.3 %
Multi-family leasing	14.0	7.8	55.7 %	10.2	6.4	62.7 %
Senior living leasing	5.4	1.3	24.1 %	3.3	0.3	9.1 %
Total leasing	35.4	18.8	53.1 %	27.8	15.9	57.2 %
Commercial and rural real estate	14.2	8.2	57.7 %	9.6	7.2	75.0 %
Timber	4.0	3.4	85.0 %	5.5	4.9	89.1 %
Hospitality	—	—	N/A %	0.5	—	— %
Total	\$ 53.6	\$ 30.4	56.7 %	\$ 43.4	\$ 28.0	64.5 %

The following discussion sets forth details of the consolidated results of operations of our commercial segment.

Total leasing revenue increased \$7.6 million, or 27.3%, during the nine months ended September 30, 2023, as compared to the same period in 2022. The increase was primarily due to new multi-family and senior living leases, as well as other new leases. Total leasing gross margin decreased to 53.1% during the nine months ended September 30, 2023, as compared to 57.2% during the same period in 2022, primarily due to increased operating costs, as well as start-up and lease-up expenses in the current period. As of September 30, 2023, we had net rentable square feet of approximately 1,082,000, of which approximately 1,036,000 square feet were under lease. As of September 30, 2022, we had net rentable square feet of approximately 1,043,000, of which approximately 971,000 square feet were under lease. As of September 30, 2023, our consolidated entities had 1,079 multi-family and senior living units completed, of which 960 were leased, compared to 807 multi-family and senior living units completed, of which 718 were leased as of September 30, 2022 (excludes multi-family units for the unconsolidated Sea Sound JV, which sold its assets in November 2022).

We believe the diversity of our commercial segment complements the growth of our residential and hospitality segments. Commercial and rural real estate revenue can vary depending on the proximity to developed areas and the mix and characteristics of commercial and rural real estate sold in each period, with varying compositions of retail, office, industrial, rural and other commercial uses. During the nine months ended September 30, 2023, we had twenty-one commercial and rural real estate sales totaling approximately 212 acres for \$13.9 million and land improvement services of \$0.3 million, together resulting in a gross margin of approximately 57.7%. During the nine months ended September 30, 2022, we had twenty-one commercial and rural real estate sales totaling approximately 194 acres for \$8.7 million and land improvement

services of \$0.9 million, together resulting in a gross margin of approximately 75.0%. As our focus continues to evolve more towards recurring revenue from leasing operations, we expect to have limited commercial and rural real estate sales. Further, we may continue to transform and operate commercial properties for higher and better use.

Timber revenue decreased \$1.5 million, or 27.3%, to \$4.0 million during the nine months ended September 30, 2023, as compared to \$5.5 million during the same period in 2022. The decrease was primarily due to a decrease in prices, partially offset by an increase in tons of wood products sold in the current period. There were 216,000 tons of wood products sold during the nine months ended September 30, 2023, as compared to 213,000 tons of wood products sold during the same period in 2022. The average price of wood product sold decreased to \$16.62 per ton during the nine months ended September 30, 2023, as compared to \$23.71 per ton during the same period in 2022. Timber gross margin was 85.0% during the nine months ended September 30, 2023, as compared to 89.1% during the same period in 2022. The decrease was primarily due to the lower prices in the current period.

Table of Contents

The total tons sold and relative percentage of total tons sold by major type of wood product are as follows:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2023		2022		2023		2022	
Pine pulpwood	15,000	31.3 %	33,000	55.0 %	93,000	43.1 %	113,000	53.1 %
Pine sawtimber	29,000	60.4 %	27,000	45.0 %	105,000	48.6 %	95,000	44.6 %
Pine grade logs	—	— %	—	— %	2,000	0.9 %	2,000	0.9 %
Other	4,000	8.3 %	—	— %	16,000	7.4 %	3,000	1.4 %
Total	48,000	100.0 %	60,000	100.0 %	216,000	100.0 %	213,000	100.0 %

Hospitality revenue includes some of our short-term vacation rentals.

Other operating expenses include salaries and benefits, property taxes, CDD assessments, professional fees, marketing, project administration and other administrative expenses.

The increase of \$2.4 million in depreciation, depletion and amortization expense during the nine months ended September 30, 2023, as compared to the same period in 2022, was primarily due to new properties placed in service.

Interest expense primarily includes interest incurred from our commercial project financing and CDD debt. The increase of \$3.4 million in interest expense during the nine months ended September 30, 2023, as compared to the same period in 2022, was primarily due to an increase in project financing and higher interest rates. See Note 9. *Debt, Net* for additional information.

Gain on contributions to unconsolidated joint ventures for the nine months ended September 30, 2022, includes a gain of \$1.4 million on land contributed to our unconsolidated Pier Park RI JV and a \$0.4 million gain on land contributed to our unconsolidated Electric Cart Watersound JV. See Note 4. *Joint Ventures* for additional information.

Equity in (loss) income loss from unconsolidated joint ventures includes our proportionate share of earnings or losses of unconsolidated JVs accounted for by the equity method. See Note 4. *Joint Ventures* for additional information.

Liquidity and Capital Resources

As of September 30, 2023 March 31, 2024, we had cash and cash equivalents and U.S. Treasury Bills classified as investments – debt securities of \$102.0 million \$89.8 million, compared to \$78.3 million \$86.1 million as of December 31, 2022 December 31, 2023. In addition to cash and cash equivalents, we consider our investments classified as available-for-sale securities (“Securities”), as being generally available to meet our liquidity needs. Securities are not as liquid as cash and cash equivalents, but they are generally convertible into cash within a relatively short period of time. See Note 5. *Investments* for additional information regarding our investments.

We believe that our current cash position, financing arrangements and cash generated from operations will provide us with sufficient liquidity to satisfy our anticipated working capital needs, expected capital expenditures, principal and interest payments on our long-term debt, capital contributions to JVs, Latitude JV Note commitment, authorized stock repurchases and authorized dividends for the next twelve months.

60

[Table of Contents](#)

During the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, we invested a total of **\$176.3 million** **\$31.5 million** for capital expenditures, which includes **\$61.4 million** **\$15.3 million** for our residential segment, **\$59.7 million** **\$8.5 million** for our hospitality segment, **\$7.3 million** for our commercial segment **\$54.3 million** for our hospitality segment and **\$0.9 million** **\$0.4 million** for corporate expenditures. We anticipate that future capital commitments will be funded through cash generated from operations, new **and existing** financing arrangements, cash on hand and cash equivalents. As of **September 30, 2023** **March 31, 2024**, we had a total of **\$58.8 million** **\$37.8 million**, primarily in construction and development related contractual obligations. Capital expenditures and contractual obligations exclude amounts related to unconsolidated **joint ventures**, **JVs**. See Note 4. *Joint Ventures* for additional information.

As of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, we had various loans outstanding totaling **\$458.9 million** **\$457.4 million** and **\$391.4 million** **\$459.2 million**, respectively, with maturities from May 2024 through March 2064. As of **September 30, 2023** **March 31, 2024**, the

73

[Table of Contents](#)

weighted average effective interest rate of total outstanding debt was **5.2%** **5.3%**, of which **66.9%** **66.2%** of the debt outstanding includes fixed or swapped interest rates, and the average remaining life of debt outstanding was **17.4** **17.0** years. As of **September 30, 2023** **March 31, 2024**, the weighted average rate on our variable rate loans, **excluding the swapped portion**, was 7.6%. See Note 9. *Debt, Net* for additional information.

In 2015, the Pier Park North JV entered into a \$48.2 million loan. As of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, **\$41.8 million** **\$41.2 million** and **\$42.6 million** **\$41.5 million**, respectively, was outstanding on the PPN JV Loan. The loan accrues interest at a rate of 4.1% per annum and matures in November 2025. In connection with the loan, we entered into a limited guarantee in favor of the lender, based on our percentage ownership of the JV. In addition, the guarantee can become full recourse in the case of any fraud or intentional misrepresentation by the Pier Park North JV; any voluntary transfer or encumbrance of the property in violation of the due-on-sale clause in the security instrument; upon commencement of voluntary bankruptcy or insolvency proceedings and upon breach of covenants in the security instrument. See Note 9. *Debt, Net* for additional information.

In 2018, the Pier Park Crossings JV entered into a \$36.6 million loan, insured by HUD. As of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, **\$34.8 million** **\$34.5 million** and **\$35.2 million** **\$34.7 million**, respectively, was outstanding on the PPC JV Loan. The loan bears interest at a rate of 3.1% and matures in June 2060. The loan includes a prepayment premium due to the lender of 2% - 9% for any additional principal that is prepaid through August 2031. The loan is secured by the real property and certain other Security Interests. See Note 9. *Debt, Net* for additional information.

In 2019, the Watersound Origins Crossings JV entered into a \$44.0 million loan, as amended. In March 2023, the Watersound Origins Crossings JV refinanced the Watersound Origins Crossings JV Loan that increased the principal amount of the loan, which had a balance of **\$44.0 million** at the time of the refinance, to **\$52.9 million**, fixed the interest rate to 5.0% and provides for monthly payments of principal and interest through maturity in April 2058. The refinanced loan terms include a prepayment premium due to the lender of 1% - 10% for any

principal that is prepaid through April 2033. As of September 30, 2023 and December 31, 2022, \$52.7 million and \$44.0 million, respectively, was outstanding on the Watersound Origins Crossings JV Loan. The refinanced loan is insured by HUD and is secured by the real property and certain other Security Interests. We incurred \$0.9 million of additional loan cost due to the refinance. As a result of the refinance, the nine months ended September 30, 2023, include a \$0.1 million loss on early extinguishment of debt related to unamortized debt issuance costs, included within other income, net on the condensed consolidated statements of income. See Note 9. *Debt, Net* for additional information.

In 2019, the Watercrest JV entered into a \$22.5 million loan. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, \$20.2 million \$20.0 million and \$21.0 million \$20.1 million, respectively, was outstanding on the Watercrest JV Loan. The loan bears interest at a rate of SOFR plus 2.2% and matures in June 2047. Effective July 1, 2023, the benchmark interest rate index based on LIBOR transitioned to SOFR. The loan is secured by the real property and certain other Security Interests. In connection with the loan, we executed a guarantee in favor of the lender to guarantee the payment and performance of the borrower under the Watercrest JV Loan. We are the sole guarantor and receive a quarterly fee related to the guarantee from our JV partner based on the JV partner's ownership percentage. See Note 9. *Debt, Net* for additional information.

In 2019, a wholly-owned subsidiary of ours entered into a \$5.5 million loan, which is guaranteed by us. As of both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, \$5.0 million was outstanding on the Beckrich Building III Loan. The loan bears interest at a rate of SOFR plus 1.8% and matures in August 2029. Effective July 1, 2023, the benchmark interest rate index based on LIBOR transitioned to SOFR. The loan is secured by the real property and certain other Security Interests. See Note 9. *Debt, Net* for additional information.

In 2019, the Pier Park Crossings Phase II JV entered into a \$22.9 million loan, insured by HUD, as amended. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, \$22.3 million \$22.1 million and \$22.6 million \$22.2 million, respectively, was outstanding on the PPC II JV Loan. The PPC II JV Loan bears interest at a rate of 2.7% and matures in May 2057. The loan includes a prepayment premium due to the lender of 1% - 9% for any principal that is prepaid through May 2032. The loan is secured by the real property and certain other Security Interests. See Note 9. *Debt, Net* for additional information.

In 2020, a wholly-owned subsidiary of ours entered into a \$15.3 million loan, which is guaranteed by us. As of both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, \$14.6 million \$12.9 million and \$13.0 million, respectively, was outstanding on the Airport Hotel Loan. The loan bears

74

[Table of Contents](#)

interest at SOFR plus 2.1%, with a floor of 3.0%, and matures in March 2025. Effective July 1, 2023, the benchmark interest rate index based on LIBOR transitioned to SOFR. The loan is secured by the real property and certain other Security Interests. See Note 9. *Debt, Net* for additional information.

61

[Table of Contents](#)

In 2020, the Pier Park Resort Hotel JV entered into a loan with an initial amount of \$52.5 million and up to a maximum of \$60.0 million through additional earn-out requests. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, \$52.1 million \$51.6 million and \$45.2 million \$51.9 million, respectively, was outstanding on the Pier Park Resort Hotel JV Loan. The loan matures in April 2027 and bears interest at a rate of SOFR plus 2.1%. The loan is secured by the real property and certain other Security Interests. In connection with the loan, as guarantors, we and our JV partner entered into a guarantee based on each partner's ownership interest in favor of

the lender, to guarantee the payment and performance of the borrower. As guarantor, our liability under the loan will be released upon reaching and maintaining certain debt service coverage for twelve months. In addition, the guarantee can become full recourse in the case of the failure of the guarantor to abide by or perform any of the covenants or warranties to be performed on the part of such guarantor. The Pier Park Resort Hotel JV entered into an interest rate swap to hedge cash flows tied to changes in the underlying floating interest rate tied to SOFR. The interest rate swap matures in April 2027 and fixed the variable rate on the notional amount of related debt, initially at \$42.0 million, amortizing to \$38.7 million at swap maturity, to a rate of 3.3% 3.2%. See Note 6. *Financial Instruments and Fair Value Measurements* and Note 9. *Debt, Net* for additional information.

In 2020, a wholly-owned subsidiary of ours entered into a \$16.8 million loan, which is guaranteed by us. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, \$16.1 million \$15.8 million and \$16.4 million \$15.9 million, respectively, was outstanding on the Breakfast Point Hotel Loan. The loan matures in November 2042 and bears interest at a rate of 6.0% through November 2027 and the 1-year constant maturity Treasury rate plus 3.3% from December 2027 through November 2042, with a minimum rate of 6.0% throughout the term of the loan. The loan includes a prepayment premium due to the lender of 1% - 3% 2% of the outstanding principal balance for any additional principal that is prepaid through November 2027. The loan is secured by the real property and certain other Security Interests. See Note 9. *Debt, Net* for additional information.

In 2020, a wholly-owned subsidiary of ours entered into a \$5.8 million loan, which is guaranteed by us. As of both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, \$4.7 million was outstanding on the Self-Storage Facility Loan. The loan matures in November 2025 and bears interest at a rate of SOFR plus 2.5%, with a floor of 2.9%. Effective July 1, 2023, the benchmark interest rate index based on LIBOR transitioned to SOFR. The loan is secured by the real property and certain other Security Interests. Our liability as guarantor under the loan shall not exceed \$2.9 million, plus any additional fees, with the project maintaining a certain debt service coverage. See Note 9. *Debt, Net* for additional information.

In 2021, The Lodge 30A JV entered into a \$15.0 million loan. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, \$14.8 million \$14.5 million and \$13.3 million \$14.7 million, respectively, was outstanding on the Lodge 30A JV Loan. The loan bears interest at a rate of 3.8% and matures in January 2028. The loan is secured by the real property and certain other Security Interests. In connection with the loan, we, wholly-owned subsidiaries of ours and our JV partner entered into a joint and several payment and performance guarantee in favor of the lender. Upon reaching a certain debt service coverage ratio for a minimum of twenty-four months, our liability as guarantor will be reduced to 75% of the outstanding principal amount for a twelve-month period. The debt service coverage ratio will be tested annually thereafter and will be reduced to 50% in year four and 25% in year five. We receive a monthly fee related to the guarantee from our JV partner based on the JV partner's ownership percentage. See Note 9. *Debt, Net* for additional information.

In 2021, a wholly-owned subsidiary of ours entered into a \$26.8 million loan, which is guaranteed by us. As of September 30, 2023 both March 31, 2024 and December 31, 2022 December 31, 2023, \$26.8 million and \$18.2 million, respectively, was outstanding on the North Bay Landing Loan. The loan bears interest at a rate of SOFR plus 2.6%, with a floor of 3.3%. Upon reaching a certain debt service coverage ratio, the loan will bear interest at a rate of SOFR plus 2.4%, with a floor of 3.1%. Effective July 1, 2023, the benchmark interest rate index based on LIBOR transitioned to SOFR. The loan matures in September 2024 and includes an option for an extension of the maturity date by eighteen months, subject to certain conditions. The loan is secured by the real property and certain other Security Interests. As guarantor, our liability under the loan has been reduced to is 50% of the outstanding principal amount upon satisfaction of final advance conditions and will be further reduced to 25% of the outstanding principal amount upon reaching and maintaining a certain debt service coverage ratio. In addition, the guarantee can become full recourse in the case of any fraud or intentional misrepresentation or failure to abide by other certain obligations on the part of such guarantor. See Note 9. *Debt, Net* for

additional information. In May 2023, the Company we began the process to make available the option to refinance the North Bay Landing Loan with by seeking a loan commitment to be insured by HUD.

In 2021, a wholly-owned subsidiary of ours entered into a \$28.0 million loan, which is guaranteed by us. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, \$28.0 million \$27.7 million and \$13.1 million \$28.0 million, respectively, was outstanding on the Watersound Camp Creek Loan. The loan matures in December 2047. In February 2023, the loan was amended, which modified

the 2047 and bears interest at a rate from LIBOR plus 2.1%, with a floor of 2.6%, to SOFR plus 2.1%, with a floor of 2.6%. The loan is secured by the real property and certain other Security Interests. As guarantor, our liability

[Table of Contents](#)

under the loan will be reduced to 50% of the outstanding principal amount upon the project reaching and maintaining a trailing six months of operations with a certain debt service coverage ratio and reduced to 25% of the outstanding principal amount upon reaching and maintaining a trailing twelve months of operations with a certain debt service coverage ratio. In addition, the guarantee can become full recourse in the case of the failure of guarantor to abide by or perform any of the covenants, warranties or other certain obligations to be performed on the part of such guarantor. See Note 9. *Debt, Net* for additional information.

In 2021, a wholly-owned subsidiary of ours entered into a \$12.0 million loan, which is guaranteed by us. As of September 30, 2023 both March 31, 2024 and December 31, 2022 December 31, 2023, \$10.6 million and \$11.4 million, respectively, \$10.5 million was outstanding on the Watersound Town Center Grocery Loan. The loan bears interest at SOFR plus 2.1%, with a floor of 2.3%, and matures in August 2031. Effective July 1, 2023, the benchmark interest rate index based on LIBOR transitioned to SOFR. The loan is secured by the real property and certain other Security Interests. As guarantor, our liability under the loan has been reduced to is 50% of the outstanding principal amount and will be further reduced to 25% of the outstanding principal amount upon reaching a certain debt service coverage ratio and the project maintaining 93% occupancy for ninety consecutive days. See Note 9. *Debt, Net* for additional information.

In 2021, a wholly-owned subsidiary of ours entered into a \$21.2 million loan, which is guaranteed by us. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, \$18.3 million \$20.5 million and \$10.4 million \$20.7 million, respectively, was outstanding on the Hotel Indigo Loan. The loan bears interest at a rate of SOFR plus 2.7%, with a floor of 2.7%, through October 2023 and SOFR plus 2.5%, with a floor of 2.5%, from November 2023 through maturity. The loan matures in October 2028 and includes an option for an extension of the maturity date by sixty months, subject to certain conditions. The loan is secured by the leasehold property and certain other Security Interests. See Note 9. *Debt, Net* for additional information.

In January 2022, the Mexico Beach Crossings JV entered into a \$43.5 million loan, insured by HUD. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, \$41.4 million \$42.5 million and \$23.4 million \$42.4 million, respectively, was outstanding on the Mexico Beach Crossings JV Loan. The loan bears interest at a rate of 3.0% and matures in March 2064. The loan may not be prepaid prior to April 2024 and if any additional principal is prepaid from April 2024 through March 2034 includes a prepayment premium is due to the lender of 1% - 10%, for any principal that is prepaid through March 2034. The loan is secured by the real property and certain other Security Interests. See Note 9. *Debt, Net* for additional information.

In July 2022, a wholly-owned subsidiary of ours entered into a \$13.7 million loan, which is guaranteed by us. As of September 30, 2023 both March 31, 2024 and December 31, 2022 December 31, 2023, \$12.3 million and \$5.2 million, respectively, was outstanding on the Topsail Hotel Loan. The loan bears interest at a rate of SOFR plus 2.1%, with a floor of 3.0% and matures in July 2027. The loan is secured by the real property and certain other Security Interests. See Note 9. *Debt, Net* for additional information.

In December 2022, a wholly-owned subsidiary of ours entered into a \$37.0 million loan, which is guaranteed by us. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, \$35.9 million \$35.1 million and \$37.0 million \$35.5 million, respectively, was outstanding on The Pearl Hotel Loan. The loan bears interest at a rate of 6.3% and matures in December 2032. The loan includes a prepayment fee due to the lender of 1% - 5% 4% of the outstanding principal balance if the loan is refinanced with another financial institution through December 2027. The loan is secured by the real property and certain other Security Interests. See Note 9. *Debt, Net* for additional information.

In 2023, the Watersound Origins Crossings JV refinanced into a \$52.9 million loan, insured by HUD. As of March 31, 2024 and December 31, 2023, \$52.4 million and \$52.5 million, respectively, was outstanding on the Watersound Origins Crossings JV Loan. The loan bears interest at a rate of 5.0% and matures in April 2058. The loan includes a prepayment premium due to the lender of 1% - 10% for any principal that is prepaid through April 2033. The refinanced loan is secured by the real property and certain other Security Interests. See Note 9. *Debt, Net* for additional information.

CDD bonds financed the construction of infrastructure improvements in some of our communities. The principal and interest payments on the bonds are paid by assessments on the properties benefited by the improvements financed by the bonds. We have recorded a liability for CDD debt that is associated with platted property, which is the point at which

76

[Table of Contents](#)

it becomes fixed and determinable. Additionally, we have recorded a liability for the balance of the CDD debt that is associated with unplatted property if it is probable and reasonably estimable that we will ultimately be responsible for repayment. We have recorded CDD related debt of \$2.9 million \$3.4 million as of September 30, 2023 March 31, 2024. Total outstanding CDD debt related to our land holdings was \$10.6 million \$10.7 million as of September 30, 2023 March 31, 2024, which was comprised of \$8.6 million \$8.7 million at the

63

[Table of Contents](#)

SouthWood community, \$1.9 million at the existing Pier Park retail center and less than \$0.1 million at the Wild Heron community. We pay interest on this total outstanding CDD debt.

As of September 30, 2023 March 31, 2024, our unconsolidated Latitude Margaritaville Watersound JV, Watersound Fountains Independent Living JV, Latitude Margaritaville Watersound JV, Pier Park TPS JV, Pier Park RI JV, Busy Bee JV and Electric Cart Watersound JV had various loans outstanding, some of which we have entered into guarantees. See Note 4. Joint Ventures and Note 18. Commitments and Contingencies for additional information.

In 2020, we, as lender, entered into a \$10.0 million secured revolving promissory note with the unconsolidated Latitude Margaritaville Watersound JV, as borrower. As of both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, there was no principal balance outstanding on the Latitude JV Note. The note was provided by us to finance the development of the pod-level, non-spine infrastructure. Future advances, if any, will be repaid by the JV as each home is sold by the JV, with the aggregate unpaid principal and all accrued and unpaid interest due at maturity in June 2025. The note is secured by a mortgage and security interest in and on the real property and improvements located on the real property of the JV. See Note 4. Joint Ventures and 18. Commitments and Contingencies for additional information.

During the three and nine months ended September 30, 2023, March 31, 2024 and 2023, we did not repurchase shares of our common stock outstanding. During the three months ended September 30, 2022, we repurchased 572,203 shares of our common stock outstanding at an average purchase price of \$34.78, per share, for an aggregate purchase price of \$19.8 million. During the nine months ended September 30, 2022, we repurchased 576,963 shares of our common stock outstanding at an average purchase price of \$34.81, per share, for an aggregate purchase price of \$20.0 million. See Note 14. Stockholders' Equity for additional information regarding the Stock Repurchase Program.

As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, we were required to provide surety bonds that guarantee completion and maintenance of certain infrastructure in certain development projects and mitigation banks, as well as other financial guarantees of \$41.0 million \$27.7 million and \$38.1 million \$40.0 million, respectively, as well as standby letters of credit in the amount of \$0.2 million \$0.6 million and \$17.3 million \$0.2 million, respectively, which may potentially result in a liability to us if certain obligations are not met.

In conducting our operations, we routinely hold customers' assets in escrow pending completion of real estate transactions, and are responsible for the proper disposition of these balances for our customers. These amounts are maintained in segregated bank accounts and have not been included in the accompanying condensed consolidated balance sheets, consistent with GAAP and industry practice. The cash

deposit accounts and offsetting liability balances for escrow deposits in connection with our title insurance agencies for real estate transactions were **\$7.4 million** **\$7.8 million** and **\$8.0 million** **\$10.0 million** as of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively. These escrow funds are not available for regular operations.

77

[Table of Contents](#)

Summary of Cash Flows

A summary of our cash flows from operating, investing and financing activities are as follows:

	Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2024	2023
	In millions			

Cash Flows from Operating Activities

Cash flows provided by operating activities **includes include** net income, adjustments for non-cash items, changes in operating assets and liabilities and expenditures related to assets ultimately planned to be sold, including developed and undeveloped land. Adjustments for non-cash items primarily include depreciation, depletion and amortization, equity in income from unconsolidated joint ventures, net of distributions, deferred income tax, **expense and** cost of real estate **sold. sold and gain on contributions to unconsolidated joint ventures.** Net cash provided by operations was **\$92.3 million** **\$27.6 million** during the **nine three** months ended **September 30, 2023** **March 31, 2024**, as compared to **\$30.2 million** **\$19.2 million** during the same period in **2022, 2023**. Net income was **\$13.1**

64

[Table of Contents](#)

million during the three months ended March 31, 2024, as compared to **\$9.5 million** during the same period in 2023. The increase in net cash provided by operating activities was primarily due to the changes in net income, **depreciation, depletion and amortization, deferred income tax**

and expenditures for and acquisition of real estate to be sold, partially offset by the changes in cost of real estate sold, other assets and accounts payable and other liabilities partially offset by the changes in equity in income from unconsolidated joint ventures, net of distributions, deferred income tax and other assets during the period.

Cash Flows from Investing Activities

Cash flows used in investing activities primarily includes capital expenditures for operating property and property and equipment used in our operations, purchases of investments and capital contributions to unconsolidated joint ventures, partially offset by proceeds from insurance claims, maturities of investments capital distributions from unconsolidated joint ventures and maturities of assets held by SPEs. During the nine three months ended September 30, 2023 March 31, 2024, net cash used in investing activities was \$81.5 million \$14.7 million, which included capital expenditures for operating property and equipment and capital contributions to unconsolidated joint ventures of \$1.2 million, partially offset by proceeds from the disposition of assets of \$0.1 million, proceeds from insurance claims of \$0.2 million, capital distributions from unconsolidated joint ventures of \$0.1 million and maturities of assets held by SPEs of \$0.4 million. During the three months ended March 31, 2023, net cash used in investing activities was \$27.2 million, which included capital expenditures for operating property and equipment, purchases of investments of U.S. Treasury Bills of \$37.4 million \$9.8 million and capital contributions to unconsolidated joint ventures of \$2.3 million \$1.9 million, partially offset by maturities of investments of \$69.0 million \$28.0 million, capital distributions from unconsolidated joint ventures of \$0.2 million \$0.1 million and maturities of assets held by SPEs of \$0.8 million. During the nine months ended September 30, 2022, net cash used in investing activities was \$139.1 million, which included capital expenditures for operating property and equipment, purchases of investments of U.S. Treasury Bills of \$97.1 million and capital contributions to unconsolidated joint ventures of \$2.5 million, partially offset by proceeds from insurance claims of \$4.2 million, maturities of investments of \$99.0 million, sales of investments of \$13.2 million, capital distributions from unconsolidated joint ventures of \$3.2 million and maturities of assets held by SPEs of \$0.8 million \$0.4 million.

Capital expenditures for operating property and property and equipment were \$111.8 million \$14.3 million and \$159.9 million \$44.0 million, during the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, respectively, which were primarily for our commercial and hospitality segments.

Cash Flows from Financing Activities

Net cash used in financing activities during the three months ended March 31, 2024 was \$9.5 million, compared to net cash provided by financing activities during the nine months ended September 30, 2023 was \$46.9 million, compared to \$61.3 million of \$26.9 million during the same period in 2022, 2023. Net cash used in financing activities during the three months ended March 31, 2024 included capital distributions to non-controlling interest of \$0.2 million, dividends paid of \$7.0 million, principal payments for debt of \$2.3 million and principal payments for finance leases of less than \$0.1 million, partially offset by borrowings on debt of \$0.1 million. Net cash provided by financing activities during the nine three months ended September 30, 2023 March 31, 2023 included capital contribution contributions from non-controlling interest of \$0.7 million \$0.2 million and borrowings on debt of \$118.3 million \$81.5 million, partially offset by capital distributions to non-controlling interest of \$2.2 million \$2.1 million, dividends paid of \$18.7 million \$5.8 million, principal payments for debt of \$50.1 million \$45.9 million, principal payments for finance leases of less than \$0.1 million and debt issuance costs of \$1.0 million. Net cash provided by financing activities during the nine

[Table of Contents](#)

months ended September 30, 2022 included capital contribution from non-controlling interest of \$3.6 million and borrowings on debt of \$119.0 million, partially offset by capital distributions to non-controlling interest of \$2.2 million, repurchase of common shares of \$20.0 million, dividends paid of \$17.7 million, principal payments for debt of \$19.5 million, debt issuance costs of \$1.8 million and principal payments for finance leases of \$0.1 million \$0.9 million.

Contractual Obligations

There were no material changes outside the ordinary course of our business in our contractual obligations during the third first quarter of 2023, 2024.

Forward-Looking Statements

This quarterly report contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Exchange Act. These statements include, among other things, information about possible or assumed future results of the business and our financial condition, liquidity, results of operations, plans, strategies, prospects and objectives. Such forward-looking statements can generally be identified by our use of forward-looking terminology such as “may,” “will,” “expect,” “intend,” “anticipate,” “estimate,” “believe,” “continue” or other similar expressions concerning matters that are not historical facts.

We caution you that all forward-looking statements involve risks and uncertainties, and while we believe that our expectations for the future are reasonable in view of currently available information, you are cautioned not to place undue reliance on our forward-looking statements. Actual results or events may differ materially from those indicated as a result of various important factors, including: our ability to successfully implement our strategic objectives; new or

65

[Table of Contents](#)

increased competition across our business units; any decline in general economic conditions, particularly in our primary markets; interest rate fluctuations; supply chain disruptions; inflation; financial institution disruptions; supply chain disruptions; geopolitical conflicts (such as the conflict between Russia and Ukraine, and the conflict in the Gaza Strip) Strip and the general unrest in the Middle East and political uncertainty and the corresponding impact on the global economy; our ability to successfully execute or integrate new business endeavors and acquisitions; our ability to yield anticipated returns from our developments and projects; our ability to effectively manage our real estate assets, as well as the ability for us or our joint venture JV partners to effectively manage the day-to-day activities of our joint venture JV projects; our ability to complete construction and development projects within expected timeframes; the interest of prospective guests in our hotels, including the new hotels we have opened since the beginning of 2023; reductions in travel and other risks inherent to the hospitality industry; the illiquidity of all real estate assets; financial risks, including risks relating to currency fluctuations, credit risks, and fluctuations in the market value of our investment portfolio; any potential negative impact of our longer-term property development strategy, including losses and negative cash flows for an extended period of time if we continue with the self-development of granted entitlements; our dependence on homebuilders; mix of sales from different communities and the corresponding impact on sales period over period; reductions in travel and other risks inherent to the hospitality industry; the financial condition of our commercial tenants; regulatory and insurance risks associated with our senior living facilities; public health emergencies; any reduction in the supply of mortgage loans or tightening of credit markets; our dependence on strong migration and population expansion in our regions of development, particularly Northwest Florida; our ability to fully recover from natural disasters and severe weather conditions; the actual or perceived threat of climate change; the seasonality of our business; our ability to obtain adequate insurance for our properties or rising insurance costs; our dependence on certain third party providers; the inability of minority shareholders to influence corporate matters, due to concentrated ownership of largest shareholder; the impact of unfavorable legal proceedings or government investigations; the impact of complex and changing laws and regulations in the areas we operate; changes in tax rates, the adoption of new U.S. tax legislation, and exposure to additional tax liabilities, including with respect to Qualified Opportunity Zone program; new litigation; our ability to attract and retain qualified employees, particularly in our hospitality business; our ability to protect our information technology infrastructure and defend against cyber-attacks; increased media, political, and regulatory scrutiny could negatively impact our reputation; our ability to maintain adequate internal controls; risks associated with our financing arrangements, including our compliance with certain restrictions and limitations; our ability to pay our quarterly dividend; the potential volatility of our common stock; and the other risks and uncertainties discussed in “Risk Factors” beginning on page 67 of our most recent annual report on Form 10-K and from time to time in our subsequent filings with the SEC. We assume no obligation to revise or publicly released any revision to any forward-looking statements contained in this quarterly report on Form 10-Q unless required by law.

79

[Table of Contents](#)

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risks primarily from interest rate risk fluctuations. We have investments in short-term U.S. Treasury Bills that have fixed interest rates for which changes in interest rates generally affect the fair value of the investment, but not the earnings or cash flows. A hypothetical 100 basis point increase in interest rates would result in a decrease of less than \$0.1 million in the market value of these investments as of September 30, 2023 March 31, 2024. Any realized gain or loss resulting from such interest rate changes would only occur if we sold the investments prior to maturity or if a decline in their value is determined to be related to credit loss.

We have exposure historically been exposed, and in the future may again be exposed, to credit risk associated with our Securities investments classified as available-for-sale securities ("Securities") and these instruments are subject to price fluctuations as a result of changes in the financial market's assessment of issuer credit quality, increases in delinquency and default rates, changes in prevailing interest rates and other economic factors. A downgrade of the U.S. government's credit rating may also decrease the value of our Securities. As

Some of September 30, 2023, all of our Securities were rated AA or better.

Our cash and cash equivalents are invested in money market instruments. Changes in interest rates related to these investments would not significantly impact our results of operations.

The amount of We are subject to interest expense rate risk on our variable-rate debt and utilize derivative financial instruments to reduce our exposure to market risks from changes in interest rates on certain loans. We have entered into interest rate swap agreements designated as cash flow hedges to manage the interest rate risk associated with some of our project financing is variable rate debt, with changes in the fair value recorded to accumulated other comprehensive income. As of March 31, 2024, we had variable-rate debt outstanding totaling \$195.7 million, of which \$41.3 million was swapped to a fixed interest rate.

66

[Table of Contents](#)

As of March 31, 2024, the weighted average interest rate on our variable rate loans, excluding the swapped portion, based on SOFR. SOFR was 7.6%. Based on the outstanding balance of these loans as of September 30, 2023 March 31, 2024, a hypothetical 100 basis point increase in the applicable rate would result in an increase to our annual interest expense of \$1.5 million. See Note 6. Financial Instruments and Fair Value Measurements and Note 9. Debt, Net for additional information.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting. During the quarter ended September 30, 2023 March 31, 2024, there were no changes in our internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are subject to a variety of litigation, claims, other disputes and governmental proceedings that arise from time to time in the ordinary course of our business, none of which we believe will have a material adverse effect on our consolidated financial position, results of operations or liquidity. In addition, we are subject to environmental laws and regulations, which include obligations to remove or limit the effects on the environment of the disposal or release of certain wastes or substances at various sites, including sites which have been previously sold. Refer to Note 18. Commitments and Contingencies, for further discussion.

Item 1A. Risk Factors

A description of the risk factors associated with our business is contained in the "Risk Factors" section of our annual report on Form 10-K for the fiscal year ended **December 31, 2022** **December 31, 2023**. There have been no material changes to our Risk Factors as previously reported.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

80

[Table of Contents](#)

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During the three months ended March 31, 2024, none of our directors or executive officers adopted, modified or terminated any contract, instruction or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 Trading Plans trading arrangement".

67

[Table of Contents](#)

None.

Item 6. Exhibits

Index to Exhibits

Exhibit Number	Description
3.1	Restated and Amended Articles of Incorporation of the registrant (incorporated by reference to Exhibit 3.1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010).
3.2	Amended and Restated Bylaws of the registrant (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed on November 15, 2022).
*31.1	Certification of Principal Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002.
*31.2	Certification of Principal Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.
**32.1	Certification of Chief 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 Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*101.INS	Inline XBRL Instance Document.
*101.SCH	Inline XBRL Taxonomy Extension Schema Document.
*101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
*101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
*101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
*101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

** Furnished herewith.

8168

[Table of Contents](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE ST. JOE COMPANY
(Registrant)

Date: October 25, 2023April 24, 2024

/s/ Jorge Gonzalez
Jorge Gonzalez
President, Chief Executive Officer and Director
(Principal Executive Officer)

Date: October 25, 2023April 24, 2024

/s/ Marek Bakun
Marek Bakun
Executive Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

8269

Exhibit 31.1

CERTIFICATION

I, Jorge Gonzalez, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended **September 30, 2023** **March 31, 2024** of The St. Joe Company;
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 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 and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **October 25, 2023** **April 24, 2024**

/s/ Jorge Gonzalez

Jorge Gonzalez

President, Chief Executive Officer and Director

Exhibit 31.2

CERTIFICATION

I, Marek Bakun, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended **September 30, 2023** **March 31, 2024** of The St. Joe Company;
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 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 and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **October 25, 2023** **April 24, 2024**

/s/ Marek Bakun

Marek Bakun

Executive Vice President and Chief Financial Officer

Exhibit 32.1

CERTIFICATION

Pursuant to 18 USC §1350, the undersigned officer of The St. Joe Company (the "Company") hereby certifies that the Company's Quarterly Report on Form 10-Q for the period ended **September 30, 2023** **March 31, 2024** (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Jorge Gonzalez

Jorge Gonzalez

President, Chief Executive Officer and Director

Dated: **October 25, 2023** **April 24, 2024**

Exhibit 32.2

CERTIFICATION

Pursuant to 18 USC §1350, the undersigned officer of The St. Joe Company (the "Company") hereby certifies that the Company's Quarterly Report on Form 10-Q for the period ended **September 30, 2023** **March 31, 2024** (the "Report") fully complies with the requirements of

Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Marek Bakun

Marek Bakun

Executive Vice President and Chief Financial Officer

Dated: **October 25, 2023** April 24, 2024

DISCLAIMER

THE INFORMATION CONTAINED IN THE REFINITIV CORPORATE DISCLOSURES DELTA REPORT™ IS A COMPARISON OF TWO FINANCIALS PERIODIC REPORTS. THERE MAY BE MATERIAL ERRORS, OMISSIONS, OR INACCURACIES IN THE REPORT INCLUDING THE TEXT AND THE COMPARISON DATA AND TABLES. IN NO WAY DOES REFINITIV OR THE APPLICABLE COMPANY ASSUME ANY RESPONSIBILITY FOR ANY INVESTMENT OR OTHER DECISIONS MADE BASED UPON THE INFORMATION PROVIDED IN THIS REPORT. USERS ARE ADVISED TO REVIEW THE APPLICABLE COMPANY'S ACTUAL SEC FILINGS BEFORE MAKING ANY INVESTMENT OR OTHER DECISIONS.

©2024, Refinitiv. All rights reserved. Patents Pending.