

CONSOLIDATED TOMOKA LAND CO  
Form DEFA14A  
April 07, 2017

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (As Permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

CONSOLIDATED-TOMOKA LAND CO.  
(Name of Registrant as Specified in its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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

(2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  - (4) Proposed maximum aggregate value of transaction:
-

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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The following press release was issued by Consolidated-Tomoka Land Co. on April 7, 2017.

Press

Release

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FOR CONSOLIDATED-TOMOKA FILES INVESTOR PRESENTATION HIGHLIGHTING PROVEN  
TRACK RECORD OF DELIVERING SHAREHOLDER VALUE  
IMMEDIATE

RELEASE

Sets the Record Straight Regarding Inaccuracies and Misrepresentations  
Put Forth by Wintergreen Advisers

Urges Shareholders to Vote “FOR” Each of CTO’s Highly Qualified Directors on the WHITE Proxy Card  
Today

DAYTONA BEACH, Fla. – April 7, 2017 – Consolidated-Tomoka Land Co. (NYSE: CTO) (the “Company” or “CTO”) today announced that it has filed an investor presentation with the Securities and Exchange Commission (“SEC”) outlining CTO’s track record of strong performance, commitment to shareholder value, ongoing execution of its strategic plan and why shareholders should support CTO’s nominees for election at the Company’s 2017 Annual Meeting of Shareholders (the “Annual Meeting”) on April 26, 2017.

CTO’s investor presentation also sets the record straight regarding the inaccuracies and misrepresentations put forth by Wintergreen Advisers (“Wintergreen”) in its most recent proxy disclosure, the details of which are below:

WINTERGREEN'S CLAIMS THE FACTS

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.  
Under the current Board and management team, delivered 12% annualized returns, exceeding peers and major indexes.

.  
CTO has consistently improved key operational metrics:

CTO's current Board and management have overseen continued poor performance and significant value destruction

o  
Revenue growth;

o  
Operating income growth;

CTO's Board has not held management accountable for poor performance and value destruction

o  
Earnings per share growth;

o  
Book value & book value per share growth;

o  
Pace of land sales & land sales under contract;

o  
Investments into income producing properties;

o  
Value enhancements in our income property portfolio.

.  
CTO has a strategy for building future value by:

o  
Continue monetizing CTO's land holdings;

o  
Investing in high-quality, income producing properties utilizing a tax-deferred strategy whenever possible;

o

Growing, improving and enhancing the income property portfolio;

o

Returning capital to shareholders by doubling the dividend and accelerating stock buybacks.

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6 of 7 CTO Director Nominees are independent.

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3 candidates were previously nominated by Wintergreen.

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CTO's Director Nominees have extensive relevant experience:

o

In-depth knowledge of real estate industry;

o

Current & past executives of public real estate companies;

o

Deep finance, accounting, tax and banking industry experience;

o

Critically important operational knowledge of land development companies.

CTO's Board members are not qualified, independent advocates for shareholder rights and interests, including corporate governance

Wintergreen's Nominees have no experience governing or running a public company or real estate company, or managing real estate assets.

Wintergreen's Nominees are qualified, independent advocates for all shareholders

Wintergreen's Nominees have ALL worked for or consulted to Wintergreen.

Wintergreen has acknowledged it may have conflicts and expects shareholders to trust that Wintergreen will "manage" them "fairly".

The Wintergreen Fund has a dismal track record of performance.

Wintergreen has repeatedly demanded an expedited sale or liquidation of CTO.

Wintergreen's objective is to run CTO in a thoughtful manner for long-term success

As recently as November 2016, Wintergreen has stated that its Nominees "will seek to complete the mandate to maximize shareholder value through the sale of CTO or through the liquidation of CTO's assets."

CTO's 2016 exploration of strategic alternatives with Deutsche Bank was "an unmitigated disaster" conducted "under the cloak of darkness"

Wintergreen's operating "plans" for CTO lack specifics, calling into doubt Wintergreen's understanding of CTO's core business and whether Wintergreen has really thought strategically about running CTO.

CTO announced commencement of Strategic Alternatives Process in February 2016.

CTO's Special Committee ran a deliberate, comprehensive and fair process.

CTO's Board provided no preferred transaction types or bidder requirements to Deutsche Bank.



Deutsche Bank was paid no retainer and would have been paid only on a successful transaction.

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Contacted more than 200 potential bidders.

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Two all-stock offers were received; the offers reflected a price-per-share for CTO's common stock of no greater than a 5% premium to the then trading price.

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CTO disclosed the results of the process shortly after it concluded in July 2016.

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CTO disclosed additional information at the request of shareholders in December 2016.

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CTO's executive compensation is excessive and not tied to performance

Under the current management team, Named Executive Officer compensation has always been aligned with performance targets.

In response to shareholder input and based on guidance from two nationally recognized compensation consultants, CTO introduced modified executive compensation practices for 2017.

Mr. Albright purchased a significant amount of CTO stock well before becoming CEO.

John Albright's stock sales show that he sees CTO as "his own personal piggy bank"

In 2014 and 2015, Mr. Albright's largest stock sales were to pay taxes and the strike price as applicable for vested share awards.

Mr. Albright's recent sales were the result of the Board implementing a policy (phased in beginning July 2016) prohibiting margin loans for executives and Board members on CTO stock.

Mr. Albright is one of CTO's largest individual shareholders with approximately 1.3% of the shares outstanding, representing a significant percentage of his net worth.

CTO is spending too much money on its new headquarters

CTO's new office space will be located in the vacant 7,500 square feet of the Williamson Business Park that the Company built in 2014.

This provides net savings of approximately \$200,000 per year.

The increase in Grant Thornton's audit fees are "alarming"

The fees paid to our auditor are in line with market and reflect the growth in CTO total assets.

Unclear how LPGA transaction benefits shareholders

Grant Thornton serves as an important protection to our shareholders.

Accretive transaction to CTO earnings from reduced operating lease expense.

Improved the value of the golf course operation.

The presentation and the Wintergreen inaccuracies and misrepresentations can also be found at [www.VoteCTO.com](http://www.VoteCTO.com) and on the SEC's website at [www.sec.gov](http://www.sec.gov).

CTO shareholders are reminded that their vote is extremely important, no matter how many shares they own. The CTO Board strongly urges shareholders to protect the value of their investment in CTO by using the WHITE proxy card to vote "FOR" each of CTO's seven nominees: John P. Albright, John J. Allen, Laura M. Franklin, William L. Olivari, Howard C. Serkin, Thomas P. Warlow, III and Casey R. Wold - TODAY by telephone, by Internet, or by signing and dating the WHITE proxy card.

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If you have any questions or require any assistance with voting your shares, please contact the Company's proxy solicitor listed below:

105 Madison Avenue

New York, New York 10016

Call Collect: 212-929-5500

or

Toll-Free (800) 322-2885

Email: [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com)

About Consolidated-Tomoka Land Co.

Consolidated-Tomoka Land Co. is a Florida-based publicly traded real estate company, which owns a portfolio of income investments in diversified markets in the United States including approximately 1.9 million square feet of income properties, as well as approximately 8,200 acres of land in the Daytona Beach area. Visit our website at [www.ctlc.com](http://www.ctlc.com).

We encourage you to review our most recent investor presentations for year end 2016 pertaining to the results for the quarter and year ended December 31, 2016, available on our website at [www.ctlc.com](http://www.ctlc.com).

#### SAFE HARBOR

Certain statements contained in this press release (other than statements of historical fact) are forward-looking statements. Words such as "believe," "estimate," "expect," "intend," "anticipate," "will," "could," "may," "should," "plan," "predict," "forecast," "project," and similar expressions and variations thereof are intended to identify certain of such forward-looking statements, which speak only as of the dates on which they were made, although not all forward-looking statements contain such words. Although forward-looking statements are made based upon management's expectations and beliefs concerning future developments and their potential effect upon the Company, a number of factors could cause the Company's actual results to differ materially from those set forth in the forward-looking statements. Such factors may include the completion of 1031 exchange transactions, the availability of investment properties that meet the Company's investment goals and criteria, the modification of terms of certain

land sales agreements, uncertainties associated with obtaining required governmental permits and satisfying other closing conditions, as well as the uncertainties and risk factors discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 as filed with the Securities and Exchange Commission. There can be no assurance that future developments will be in accordance with management's expectations or that the effect of future developments on the Company will be those anticipated by management. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release.

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IMPORTANT ADDITIONAL INFORMATION AND WHERE TO FIND IT

The Company, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from the Company's shareholders in connection with the matters to be considered at the Company's 2017 annual meeting of shareholders to be held on April 26, 2017. On March 21, 2017, the Company filed a definitive proxy statement (the "Proxy Statement") with the U.S. Securities and Exchange Commission (the "SEC") in connection with the solicitation of proxies from the Company's shareholders for the 2017 annual meeting. **INVESTORS AND SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ THE PROXY STATEMENT AND ACCOMPANYING WHITE PROXY CARD WITH RESPECT TO THE 2017 ANNUAL MEETING, AND OTHER DOCUMENTS FILED WITH THE SEC, CAREFULLY AND IN THEIR ENTIRETY AS THEY WILL CONTAIN IMPORTANT INFORMATION.** Shareholders may obtain the Proxy Statement, any amendments or supplements to the Proxy Statement and other documents filed by the Company with the SEC for no charge at the SEC's website at [www.sec.gov](http://www.sec.gov). Copies will also be available at no charge at the Investor Relations section of our corporate website at [www.ctlc.com](http://www.ctlc.com).

