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

#### FORM 8-K CURRENT REPORT Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934 Date of Report (Date of earliest event reported): February 7, 2018

**Consolidated-Tomoka Land Co.** 

(Exact name of registrant as specified in its charter)

Florida

001-11350

**59-0483700** (IRS Employer Identification No.)

(State or other jurisdiction of incorporation)

(Commission File Number) 1140 N. Williamson Boulevard, Suite

**32117** (Zip Code)

140 Daytona Beach, Florida

(Address of principal executive offices) Registrant's telephone number, including area code: **(386) 274-2202** 

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12) [] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company  $\Box$ 

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.  $\Box$ 

#### Item 7.01. Regulation FD Disclosure.

A copy of material that will be used in investor presentations delivered by representatives of Consolidated-Tomoka Land Co. (the "Company") from time to time is attached to this Current Report on Form 8-K as Exhibit 99.1. These materials are dated February 7, 2018 and the Company disclaims any obligation to correct or update these materials in the future.

The information contained in this Current Report Form 8-K is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

#### Item 9.01. Financial Statements and Exhibits.

#### (d)Exhibits

99.1 Investor Presentation Q4 2017

#### 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 hereunto duly authorized.

Date: February 7, 2018

By: /s/Mark E. Patten Mark E. Patten Senior Vice President and Chief Financial Officer **Consolidated-Tomoka Land Co.** 

# MAKING WAVES



### FORWARD LOOKING STATEMENTS

If we refer to "we," "us," "our," or "the Company," we mean Consolidated-Tomoka Land Co. and its consolidated subsidiaries. Certain statements contained in this presentation (other than statements of historical fact) are forward-looking statements. Words such as "believe," "estimate," "expect," "intend," "anticipate," "will," "could," "may," "should," "plan," "potential," "predict," "forecast," "project," and similar expressions and variations thereof identify certain of such forward-looking statements, which speak only as of the dates on which they were made. Although forward-looking statements are made based upon management's expectations and beliefs concerning future Company actions and 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 uncertainties associated with the closing of pending land transactions or other dispositions of assets, including the likelihood, timing, and final transaction terms thereof, the estimate of the cost of completing improvements affiliated with certain investments, the impact of permitting or other transactional activities on the total estimated gain for land sales, as well as the timing of the recognition of such gains, our ability to obtain necessary governmental approvals for our land transactions or to satisfy other closing conditions, the ability to execute share repurchase transactions, the completion of 1031 transactions, the ability for the Company to convert to a real estate investment trust, the costs of improvements for the Golf Operations assets, the ability to achieve certain leasing activity including the timing and terms thereof, 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, 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.

Endnote references (A) through (I) provided in this presentation are found on Slide 45

CONSOLIDATED TOMOKA

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### WHY CTO

As of February 2, 2018 (unless otherwise noted)

Trading at Meaningful Discount to NAV

Land Sales Provide Organic Source of Capital

Faster Income Growth (vs Peers

Better Portfolio Balance/Diversification (vs Peers)

Income Portfolio in Stronger Markets (vs Peers)

Income Portfolio with Better Credit Tenants (vs Peers)

More Disclosure of Property Info (vs Peers)

Buying Back Shares & Increasing Dividends

Efficient Structure -14 Employees

As of December 31, 2017
Based on Q1 2018 quarterly dividend declared
Includes non-binding term sheet for mitigation bank joint venture

Discount to NAV | Organic Capital Source | Portfolio Quality

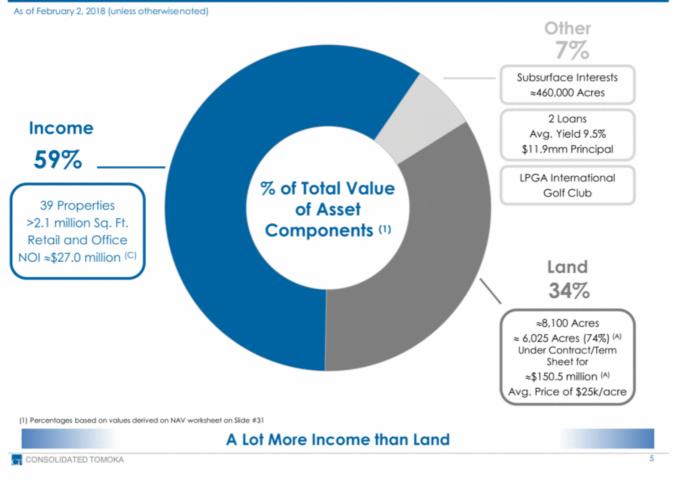
CONSOLIDATED TOMOKA

Equity Market Cap	\$ 365.8 million
Debt (E) (1)	\$ 200.0 million
Total Enterprise Value ('TEV') (E)	\$ 565.8 million
Cash (including 1031 restricted cash) (1)	\$ 12.1 million
Leverage (net debt to TEV) (E)	33.2%
Annual Dividend (2)	\$0.24
Closing Price	\$65.50
52-Week High	\$67.58
52-Week Low	\$49.73
Shares Outstanding (1)	5.584 million
Shares Outstanding (1)	5.584 million
Shares Outstanding <sup>(1)</sup> Income Property Portfolio	5.584 million
L.	5.584 million 39
Income Property Portfolio	
Income Property Portfolio Properties	39
Income Property Portfolio Properties States	39
Income Property Portfolio Properties States Land Holdings	39 12
Income Property Portfolio Properties States Land Holdings Acres (all in Daytona Beach, FL)	39 12 ≈8,100

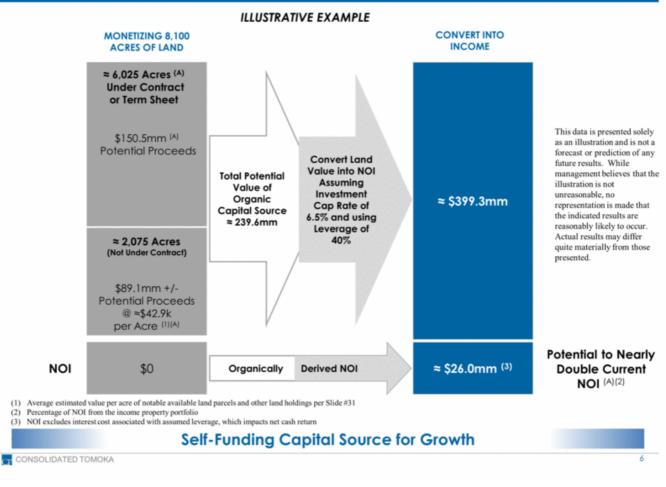
### TARGETED STRATEGY



### **CTO SNAPSHOT**



### ORGANIC SOURCE OF CAPITAI



### TRACK RECORD OF STRONG OPERATING RESULTS







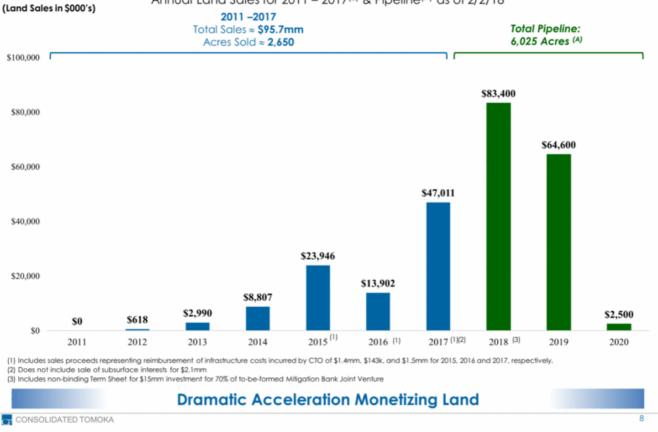


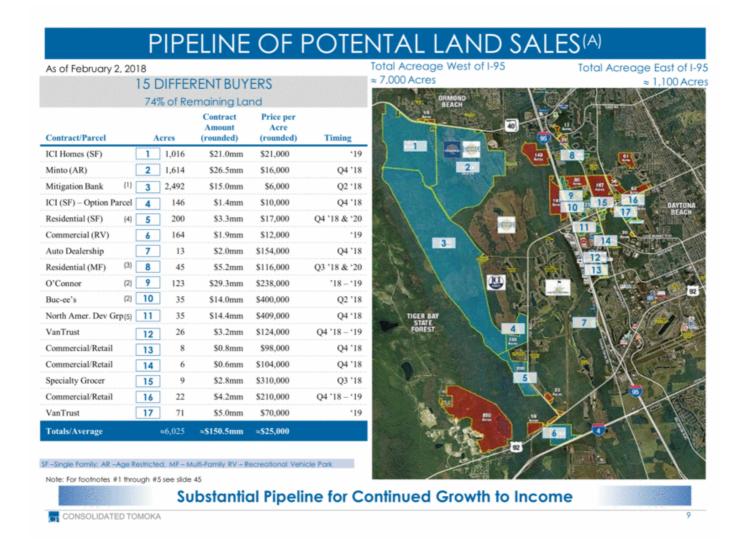
#### **Consistent Growth in Key Metrics**

CONSOLIDATED TOMOKA

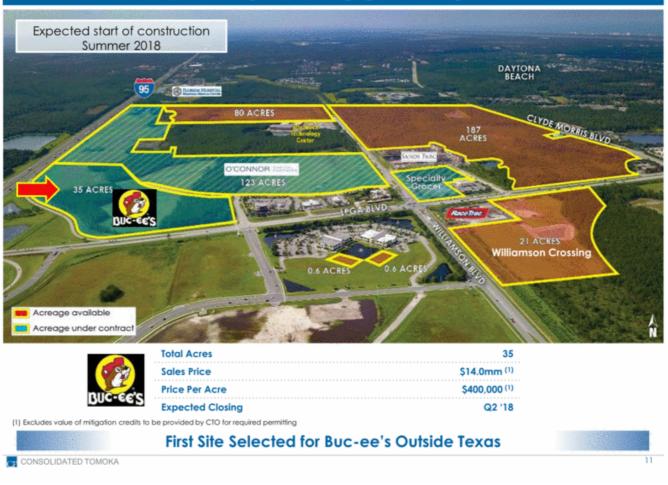
#### DMENTUM MONETIZING LAND M

# Monetizing Land With Tax Deferred Strategy Annual Land Sales for 2011 – 2017<sup>(2)</sup> & Pipeline<sup>(A)</sup> as of 2/2/18











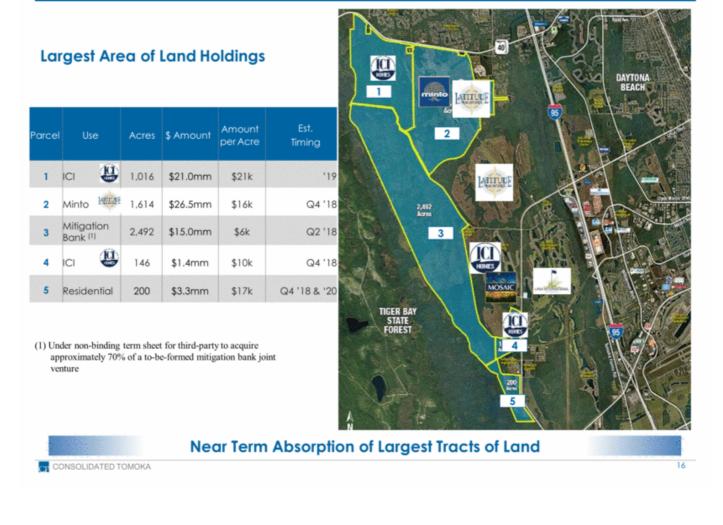






CONSOLIDATED TOMOKA

### ABSORPTION OF LAND WEST OF I-95(A)



### MITIGATION BANK OPPORTUNITY<sup>(A)</sup>

Opportunity: Convert approx. 2,500 acres into wetland mitigation bank in Tiger Bay Basin serving eastern Volusia & southern Flagler Counties.

#### Acres: 2,492

- ✓ Potential JV Closing: Q2 2018
- ✓ Est. Initial Credit Sales (1): Q3 2018

Status: Non-binding term sheet signed for the sale of an approximately 70% interest in a to-be-formed mitigation bank joint venture for \$15 million

Potential for CTO to have obligation to buy mitigation credits from the mitigation bank

 Subject to federal and state permitting and amount of credits produced by the mitigation bank

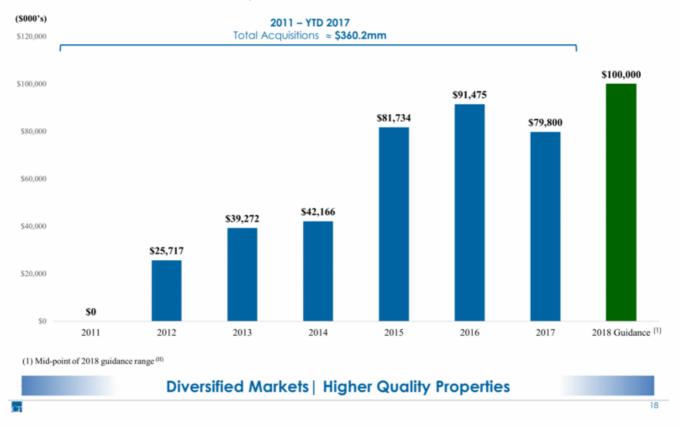


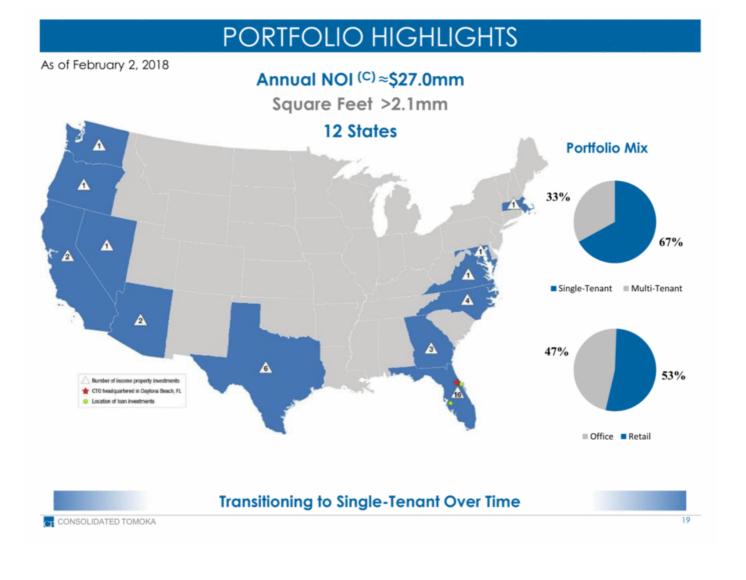
#### **Mitigation Bank Joint Venture**

### INCOME PROPERTY INVESTMENTS (1)

#### Converting into Income

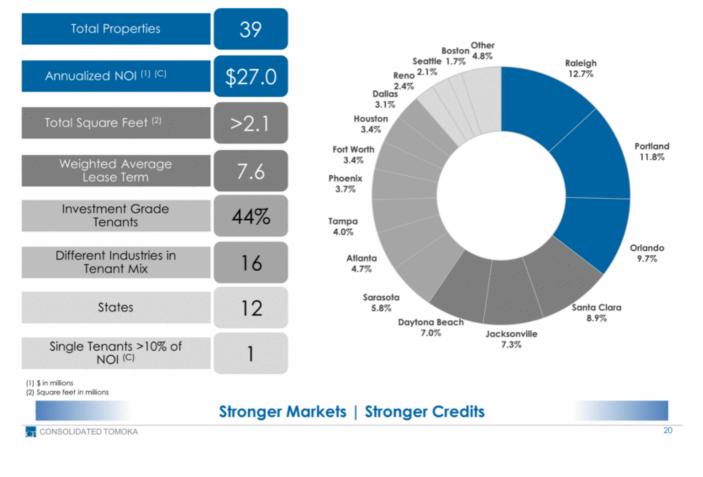
Annual Acquisitions for 2011 – 2017 and 2018 Guidance  $^{\left( H\right) }$ 





### PORTFOLIO HIGHLIGHTS

As of February 2, 2018





Barrent Martenar Martenar Martenar Martenar Martenar Martenar Martenar Martenar Martenar	LOCATION: SQ. FEET: TENANT: CREDIT: REMAINING TERM <sup>(1)</sup> : <b>% of CTO NOI:</b> PURCHASE PRICE: PRICE/Sq. Ft. : CAP RATE:	Jacksonville, FL 136,856 Multiple NR 3.9 <b>7.3%</b> \$25.1 million \$183 7.76%	As of December 31, 201 Multi-Tenant Office
Single-Tenant Office	LOCATION: SQ. FEET: TENANT: <b>CREDIT:</b> REMAINING TERM: % of CTO NOI: PURCHASE PRICE: PRICE/Sq. Ft. : CAP RATE:	Orlando, FL 133,914 Hilton Gr. Vacations <b>BB+</b> 8.9 <b>5.9%</b> \$14.6 million \$109 10.76%	Hiton Grand Vacations Hiton Grand Vacations Hiton Grand Vacations Date Acquired: January 2013
Date Acquired: October 2014	LOCATION: SQ. FEET: TENANT: <b>CREDIT:</b> REMAINING TERM <sup>(1)</sup> : % of CTO NOI: PURCHASE PRICE: PRICE/Sq. Ft. : CAP RATE:	Sarasota, FL 59,341 Whole Foods + Others <b>A+</b> 5.7 <b>4.5%</b> \$19.1 million \$322 6.30%	Multi-Tenant Retail
D	iversity & Balan	ce   Credit & Val	ue

Lawes Date Acquired: April 2014	LOCATION: SQ. FEET: TENANT: <b>CREDIT:</b> REMAINING TERM: <b>% of CTO NOI:</b> PURCHASE PRICE: PRICE/Sq. Ft. : CAP RATE:	Katy, TX (Houston) 131,644 Lowe's <b>A-</b> 7.0 <b>3.4%</b> \$14.7 million \$112 6.24%	As of December 31, 2017 Single-Tenant Retail
Multi-Tenant Retail	LOCATION: SQ. FEET: TENANT: CREDIT: REMAINING TERM <sup>(1)</sup> : <b>% of CTO NOI:</b> PURCHASE PRICE: PRICE/Sq. Ff. : CAP RATE:	Fort Worth, TX 136,185 Albertsons & others B 4,4 <b>3.4%</b> \$15.3 million \$112 6.02%	Date Acquired: March 2017
Date Acquired: April 2017	LOCATION: SQ. FEET: TENANT: CREDIT: REMAINING TERM: % of CTO NOI: PURCHASE PRICE: PRICE/Sq. Ft. : CAP RATE:	Brandon, FL (Tampa) 45,000 LA Fitness B+ 14.3 <b>3.2%</b> \$12.7 million \$282 6.70%	Single-Tenant Retail
D	iversity & Balan	ce   Credit & Value	(1) Weighted Average lease term

# **OPPORTUNISTIC INVESTMENTS**

### The Beach Parcel

2 Single-Tenant Net Lease Properties (restaurants)

#### Organic Income Growth in 2018

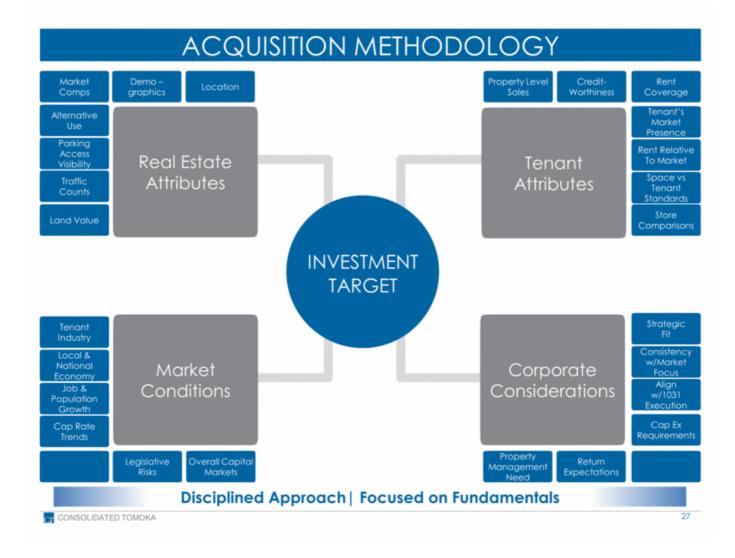
6.04 acres Daytona Beach

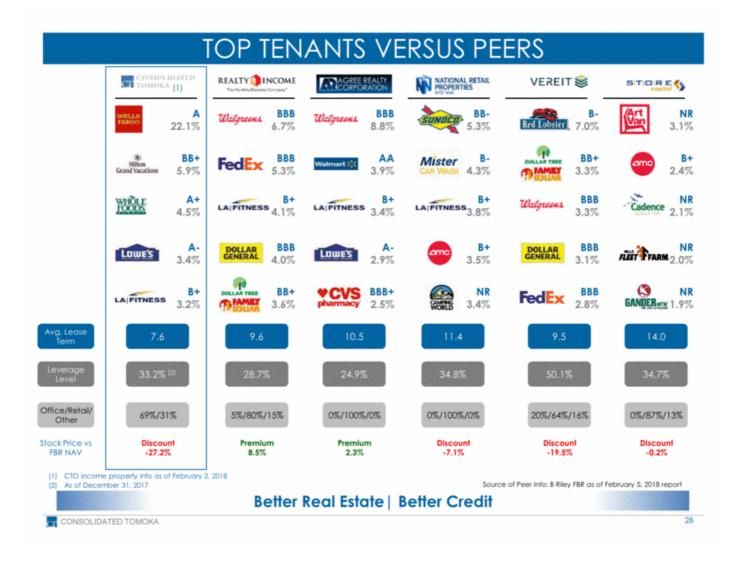




### TARGET MARKET MAP

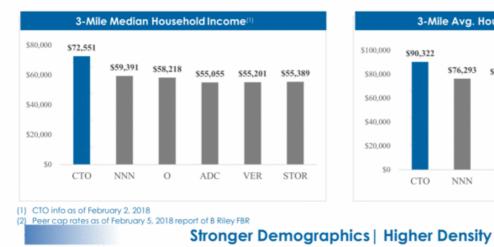


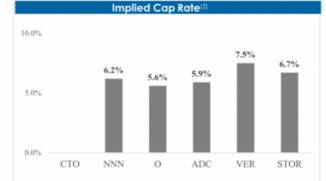


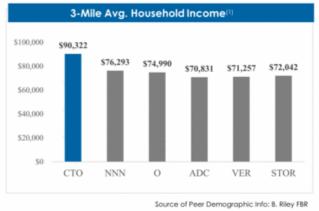


### HOW CTO'S PORTFOLIO STACKS UP





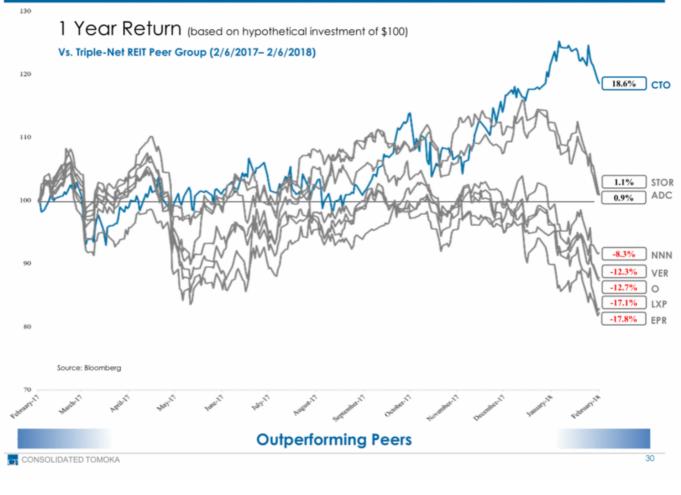






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### CTO'S SHAREHOLDER RETURN VS PEERS



# NAV WORKSHEET (A) (F) (I)

Highlighted Components of NAV	Basis for Value or Estimate	Approx. Acres	% of Total						Value	Rar	ige
Income Properties @ 6.5% Cap Rate ®	Cap Rate on NOI (1)(5)									s	404,200,0
The Grove at Winter Park	Book Value (Including CIP)	(3)								s	11,500,00
Land Pipeline	Pipeline Amount (2)(A)	6,025	74%							s	150,500,0
Commercial Loans	Book Value (3)									s	12,000,00
Subsurface Interests	Estimated Value (A)									s	15,000,0
Mitigation & Impact Fee Credits	Book Value (3)									s	1,100,0
Golf Asset (690 acres of land, 39 golf holes)	Book Value (3)									s	5,100,0
Cash + 1031 Restricted Cash	Book Value (3)									s	12,100,0
Total Value of Assets included in NAV										\$	611,500,00
Less: Debt and Other Liabilities											
Debt	Face Value (3)(E)									s	(200,000,0
Other Liabilities (Excluding Def. Tax Liability) (4)	Book Value									s	(14,100,0
Value of NAV Components - Excluding Availa								\$	397,400,000		397,400,00
	-			Est	timated Ra						
Plus: Estimated Value of Notable Available La	nd Parcels & Other Land H	oldings	-		per A	cre <sup>(</sup>	A)				
Industrial Parcel West of I-95	Estimated Value	850		S	30,000		50,000	s	, , , ,	s	42,500,0
North of LPGA Blvd. East of I-95	Estimated Value	80		s	150,000	-	225,000	s	12,000,000		18,000,0
E. of Williamson btwn LPGA & Strickland	Estimated Value	187		S	50,000	-	70,000	\$	9,400,000		13,100,0
Williamson Crossing	Estimated Value	23		s	200,000		210,000	\$	4,600,000		4,800,0
SW Corner - Clyde Morris & LPGA Blvd.	Estimated Value	13		S	150,000		175,000	S	2,000,000		2,300,0
Across from Florida Hospital	Estimated Value	26		S	175,000		225,000	S	4,600,000		5,900,0
Hand Avenue - East of Williamson Range of Value Estimates - Notable Available	Estimated Value	1.192	1.50/	S	145,000	s	215,000	<u>s</u>	1,900,000 60,000,000	<u>s</u>	2,800,0 89,400,0
Range of value Estimates - Notable Available	Land Farcels	1,192	15%						60,000,000		89,400,00
Subtotal of NAV Components								\$	457,400,000	\$	486,800,0
Other Land Holdings		883	11%	s	7,500	s	25,000	\$	6,600,000	s	22,100,0
Total Land Holdings		8,100									
Net Value of NAV Components								\$	464,000,000	\$	508,900,00
Current Equity Market Cap @ February 2, 20	18									\$	365,773,94
Cap Rate on NOI <sup>(C)</sup> Contract and non-binding term sheet amounts As of Febru		ember 31, 2017 stangible lease liabilit	ies	(5) E	cludes NOI	for Gr	ove at Winter	Park			
Indicativ	e of Meaning	ful Disco	unt i	n	our S	to	ck Pri	ce			
	e of meaning	IUI DISCO	UNTI	n	our S	10	CK Pri	ce			

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### LIQUIDITY & LEVERAGE

As of December 31, 2017 unless otherwise noted



- 65% of Debt at Fixed rate
- ≈73% Unsecured
- Weighted Average Rate <4.00%
  - Average Duration 5.1 years

#### Debt Schedule (\$ in millions)

	Borrowing Base Capacity	Amount Outstanding	Rate	Maturity in Years
Credit Facility (1)(3)	Pro Forma \$60.0	\$70.0	3.31%	3.7
Convertible Notes (2)		\$75.0	4.50%	2.2
CMBS Loan (4)		\$30.0	4.33%	16.8
Mortgage Loan (5)		\$25.0	3.17%	3.3
Totals/Average	\$60.0	\$200.0	3.89%	5.1

1. 2. 3.

Total Commitment of Credit Facility = \$130 million Amount Outstanding at face value for Convertible Notes Stated rate = 30-Day LIBOR plus 135-200 bps Maturity includes first 10 years I/O Variable Rate Mortgage Loan fixed with Interest Rate Swap 4.

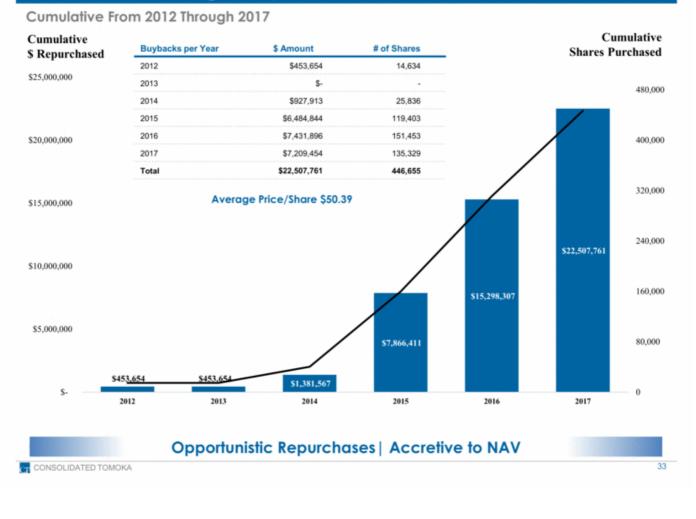
Borrowing base capacity is presented proforma as of February 2, 2018 to reflect increased commitment to total of \$130mm utilizing accordion feature 1.

#### Liquidity & Flexibility | Attractive Rates | Largely Unsecured

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# Returning Capital to Shareholders (B)(D)



## 2018 Guidance

#### 2018 Guidance

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Earnings Per Share (Basic) (1)(2)	\$7.25 - \$8.25		
Acquisition of Income-Producing Assets	\$80mm - \$120mm		
Target Investment Yield (Initial Yield – Unlevered)	5.75% - 7.25%		
Disposition of Income Properties	\$6mm - \$18 mm		
Target Disposition Yield	7.50% - 8.50%		
Land Transactions (Sales Value)	\$55mm - \$75mm		
Leverage Target (as % of Total Enterprise Value)	< 40% of TEV		

Heavily dependent upon closing of land transactions – particularly Buc-ee's, Minto, and Mitigation Bank
Excludes earnings impact of income property dispositions which, at above the mid-point of our guidance for dispositions could exceed \$0.50 per share, net of tax

#### Sustain Momentum | Recycling Capital | Growing NAV

# APPENDIX As of February 2, 2018

	Tenant/Building	Location	Property Type	Rentable Square Feet	Remaining Lease Term	% of NOI	
WILLIAM PRANTY	Wells Fargo	Hillsboro, OR	Office	211,863	8.0	11.8%	
WINELAN PROFESSION	Wells Fargo	Raleigh, NC	Office	450,393	6.8	10.3%	
Hilton Grand Vacations <sup>[1]</sup>		Orlando, FL	Office	133,914	8.9	5.9%	
Lowe's	Lowe's	Katy, TX	Retail	131,644	9.1	3.4%	
LA Fitness		Brandon, FL	Retail	45,000 45,089	14.3 10.3	3.2%	
Harris Teeter	Harris Teeter	Charlotte, NC					
CVS	CVS	Dallas, TX	Retail Retail Retail	10,340 52,474 23,329	24.1 1.9 12.2	2.6% 2.4% 2.4%	
ÇENTURY	Reno Riverside	Reno, NV					
The Container Store" The Original Storage and Organization Store"	Container Store	Phoenix, AZ					
at <u>heme</u>	At Home	Raleigh, NC	Retail	116,334	11.7	2.4%	
AID	Rite Aid	Renton, WA	Retail	16,280	8.6	2.1%	
LANDISH AND	Landshark Bar & Grill	Daytona Beach, FL	Retail	6,264	15.0	1.9%	
DICK S	Dick's Sporting Goods	McDonough, GA	Retail Retail	46,315 22,500	6.1 11.1	1.8%	
JO-ANN	Jo-Ann Fabric	Saugus, MA					
BEAT	Best Buy	McDonough, GA	McDonough, GA Retail		3.1	1.6%	
BARNES&NOBLE Barnes & Noble		Daytona Beach, FL	Retail	28,000	1.1	1.1%	
BIGLOTS!	Big Lots	Glendale, AZ	Retail	34,512	5.1	1.4%	
Walgreens	Walgreens	Alpharetta, GA Ro		Retail 15,120 Retail 5,780	7.8 15.0	1.4%	
COCINA 214 Cocina214		Daytona Beach, FL	Retail			1.3%	
BIGLOTS!	Big Lots	Germantown, MD	Retail	25,589	6.1	1.39	
Walgreens	Walgreens	Clermont, FL	Retail		11.3	1.2%	
Bank of America	Bank of America	Monterey, CA	Retail	32,692	2.9	1.19	
STAPLES	Staples	Sarasota, FL	Retail	18,120	4.1	1.39	
BLOOMIN'	Outback	Charlottesville, VA	Retail	7,216	13.8	1.19	
	Outback	Charlotte, NC	Retail	6.297	13.8	0.8%	
BLOOMIN'	Outback	Austin, TX	Retail	6,176	13.8	0.7%	
BLOOMIN'	Carrabas	Austin, TX	Retail	6,528	13.8	0.6%	
and and a second	Total Single Tenant		_	1,541,457	9.2	69.3%	
roperties 100%	eased Single-Tenant			1009	100% Occupied		
	Inc	ome Property Po	rtfolio				

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## APPENDIX As of February 2, 2018

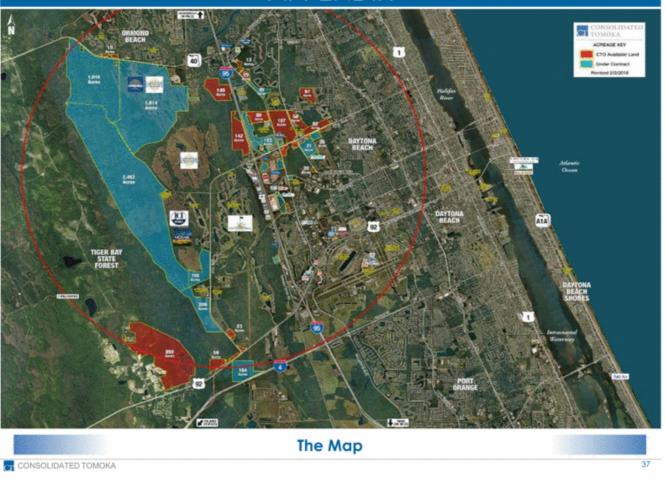
	Tenant/Building	Location	Property Type	Rentable Square Feet	Remaining Lease Term	% of NOI	% Occupancy
& Centrify adesto	3600 Peterson	Santa Clara, CA	Office	75,841	4.2	8.9%	100.0%
Northwestern Mutual	245 Riverside Ave	Jacksonville, FL	Office	136,856	3.9	7.3%	94.0%
WHOLE (	Whole Foods Centre	Sarasota, FL	Retail	59,341	5.6	4.5%	100.0%
Albertsons	Westcliff Shopping Center	Ft. Worth, TX	Retail	136,185	4.4	3.4%	96.0%
Merrill Lynch	Concierge Office	Daytona Beach, FL	Office	22,012	1.6	1.3%	100.0%
	Mason Commerce Center (1)	Daytona Beach, FL	Office	30,720	3.7	1.2%	100.0%
waltiber	Fuzzy's/World of Beer	Brandon, FL	Office	6,715	6.8	0.9%	100.0%
	7-11/Dallas Pharmacy	Dallas, TX	Retail	4,685	6.8	0.5%	100.0%
Germess Witwar	The Grove	Winter Park, FL	Retail	112,292	N/A	2.7%	63.0%
(LAMAR)	Williamson Business Park	Daytona Beach, FL	Office	15,360	6.6	0.2%	100.0%
	Total - Multi-Tenant			600,007	4.0	30.7%	

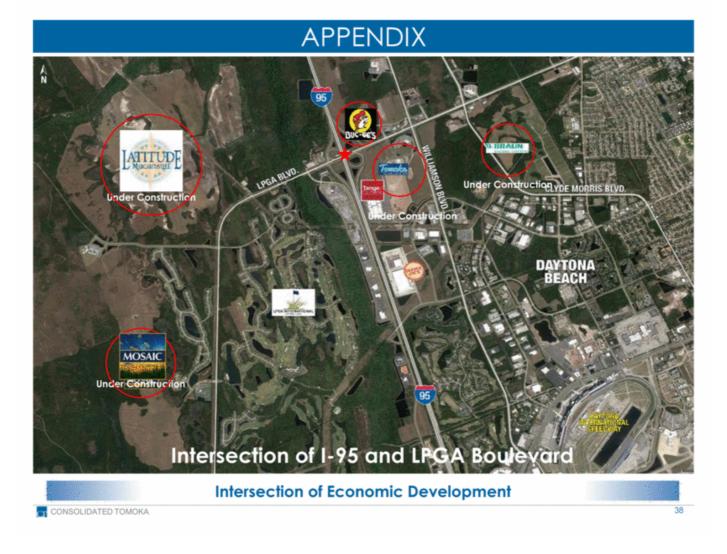
#### **Multi-Tenant**

(1) Two properties

#### Income Property Portfolio

36







300 Home Deliveries per Year Starting Q2 2018



#### Development in Progress on Land Sold by CTO



Projected development costs Final Site Approval expected Construction start date Opening expected \$39 million Feb '18 Spring '18 Q2 2019



41

### 276-Unit Luxury Rental Community

At Tomoka Town Center



## ≈400,000 Square Foot Distribution Center

42

Opening Q1 2018

#### Development in Progress on Land Sold by CTO



Single-Family Residential Community – 1,000+ homes

CONSOLIDATED TOMOKA

Homes Deliveries Starting in 2018

43

## Development in Progress on Land Sold by CTO



## Adjacent to CarMax



Honda Dealership

## END NOTES

#### End note references utilized in this presentation

- A. Certain transactions require the Company to incur the cost to provide mitigation credits necessary for applicable regulatory permits for the buyer. There can be no assurances regarding the value ultimately received for the Company's assets, or in the case of the transactions under contract or subject to a non-binding term sheet, the likelihood that such transactions will close or the timing or final terms thereof.
- B. There can be no assurances regarding the likelihood or timing of executing the Company's share repurchase program.
- C. Net operating income ("NOI") relates to our Income Property Operations segment and is calculated based on our current portfolio as of December 31, 2017 reflecting: (i) expected estimated annualized rents and costs as of and for the twelve months ended December 31, 2017, excluding non-cash items including straight-line rent and amortization of lease intangibles and depreciation plus annual revenue from billboard leases.
- D. As of the date of this presentation, the Company meets the required coverage ratio in the Credit Facility for repurchases of stock and anticipates, subject to customary restrictions on share repurchases, to be able to continue to make repurchases.
- E. Debt amount includes the face value of the Convertible Notes as of December 31, 2017.
- F. There can be no assurance that the cap rate range is the proper range for the Company's portfolio of income properties or that such cap rate range would equate to an appropriate valuation range that the Company might achieve should the income property portfolio be sold as a portfolio, individually, or as part of more than one smaller portfolios comprising the entirety of the Company's portfolio.
- G. Investment grade tenants are defined as tenants with a credit rating of BBB- or higher from the S&P rating agency and is based on our annualized rental revenue that is generated from income properties leased to investment grade tenants, including properties leased to subsidiaries of investment grade companies.
- H. There can be no assurances regarding the amount of our total investment or the timing of such investment.
- I. There can be no assurances regarding the likelihood or timing of achieving the potential stabilized yield or targeted investment yield for the investments.

#### Footnotes for Slide #9

- 1. The amount for the Mitigation Bank represents the amount set forth in the term sheet for the buyer's acquisition of approximately 70% of a to-be-formed joint venture that would own the Mitigation Bank, with the Company retaining 30%.
- 2. Land sales transactions which require the Company to incur the cost to provide the mitigation credits necessary for obtaining the applicable regulatory
- permits for the buyer, with such costs representing either our basis in credits that we own or potentially up to 5% 10% of the contract amount noted. The acres and amount include the buyer's option to acquire 19 acres for approximately \$2.0 million, in addition to the base contract of 26 acres for approximately \$3.2 million.
- The acres and amount include the buyer's option to acquire 71 acres for approximately \$574,000, in addition to the base contract of 129 acres for approximately \$2.75 million.
- 5. Includes, pursuant to contract, reimbursement of infrastructure costs incurred by CTO plus interest through December 31, 2017.

CONSOLIDATED TOMOKA

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# MAKING WAVES





