#### 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)

November 9, 2017

## RAYONIER INC.

COMMISSION FILE NUMBER 1-6780

Incorporated in the State of North Carolina I.R.S. Employer Identification Number 13-2607329

1 Rayonier Way Yulee, Florida 32097 (Principal Executive Office)

Telephone Number: (904) 357-9100

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

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o 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))
- o 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

О

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.

o

#### RAYONIER INC.

#### TABLE OF CONTENTS

		PAGE
Item 7.01.	Regulation FD Disclosure	1
Item 9.01.	Financial Statements and Exhibits	2
	<u>Signature</u>	3
	Exhibit Index	4

#### ITEM 7.01.

#### **Regulation FD Disclosure**

On November 9, 2017, Rayonier Inc. (the "Company") posted presentation materials on the investor relations section of the Company's website at http://phx.corporate-ir.net/phoenix.zhtml?c=91500&p=irol-irhome. Members of the Company's management may use all or portions of these materials from time to time during the fiscal year ending December 31, 2017 in meetings with or when making presentations to the investment community, current or potential stakeholders and others. The presentation materials are furnished herewith as Exhibit 99.1.

By filing this Current Report on Form 8-K and furnishing the information contained herein, the Company makes no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD. The information contained in the investor presentation is summary information that it is intended to be considered solely in the context of the Company's Securities and Exchange Commission ("SEC") filings and other public announcements that the Company may make, by press release or otherwise, from time to time. The Company undertakes no duty or obligation to publicly update or revise the information contained in this report, although it may do so from time to time as management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

The information presented in Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, unless the Company specifically states that the information is to be considered "filed" under the Exchange Act or specifically incorporates it by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act.

By filing this, certain statements in this presentation regarding anticipated financial outcomes including Rayonier's earnings guidance, if any, business and market conditions, outlook, expected dividend rate, Rayonier's business strategies, including expected harvest schedules, timberland acquisitions, sales of non-strategic timberlands, the anticipated benefits of Rayonier's business strategies, and other similar statements relating to Rayonier's future events, developments or financial or operational performance or results, are "forward-looking statements" made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. These forward-looking statements are identified by the use of words such as "may," "will," "should," "expect," "estimate," "believe," "intend," "project," "anticipate" and other similar language. However, the absence of these or similar words or expressions does not mean that a statement is not forward-looking. While management believes that these forward-looking statements are reasonable when made, forward-looking statements are not guarantees of future performance or events and undue reliance should not be placed on these statements.

The following important factors, among others, could cause actual results or events to differ materially from those expressed in forward-looking statements that may have been made in this document: the cyclical and competitive nature of the industries in which we operate; fluctuations in demand for, or supply of, our forest products and real estate offerings; entry of new competitors into our markets; changes in global economic conditions and world events; fluctuations in demand for our products in Asia, and especially China; various lawsuits relating to matters arising out of our previously announced internal review and restatement of our consolidated financial statements; the uncertainties of potential impacts of climaterelated initiatives; the cost and availability of third party logging and trucking services; the geographic concentration of a significant portion of our timberland; our ability to identify, finance and complete timberland acquisitions; changes in environmental laws and regulations regarding timber harvesting, delineation of wetlands, and endangered species, that may restrict or adversely impact our ability to conduct our business, or increase the cost of doing so; adverse weather conditions, natural disasters and other catastrophic events such as hurricanes, wind storms and wildfires, which can adversely affect our timberlands and the production, distribution and availability of our products; interest rate and currency movements; our capacity to incur additional debt; changes in tariffs, taxes or treaties relating to the import and export of our products or those of our competitors; changes in key management and personnel; our ability to meet all necessary legal requirements to continue to qualify as a real estate investment trust ("REIT") and changes in tax laws that could adversely affect beneficial tax treatment; the cyclical nature of the real estate business generally; a delayed or weak recovery in the housing market; the lengthy, uncertain and costly process associated with the ownershi

For additional factors that could impact future results, please see Item 1A - Risk Factors in the Company's most recent Annual Report on Form 10-K and similar discussion included in other reports that we subsequently file with the Securities and Exchange Commission (the "SEC").

Forward-looking statements are only as of the date they are made, and the Company undertakes no duty to update its forward-looking statements except as required by law. You are advised, however, to review any further disclosures we make on related subjects in our subsequent reports filed with the SEC.

#### Table of Contents

#### ITEM 9.01.

#### Financial Statements and Exhibits.

(d) Exhibits.

The following is filed as an Exhibit to this Report.

Exhibit No.Exhibit Description99.1Investor Presentation, dated November 2017.

#### SIGNATURE

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.

RAYONIER INC. (Registrant)

BY: /s/ APRIL TICE

April Tice

Director, Financial Services and Corporate Controller

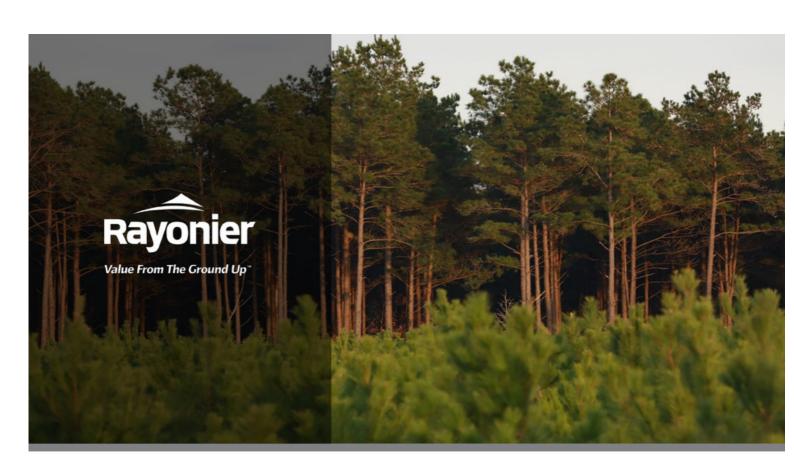
November 9, 2017

Table of Contents

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION LOCATION

99.1 <u>Investor Presentation, dated November 2017.</u> Furnished herewith.



Investor Day Presentation | November 2017

## Safe Harbor Statement

Forward-Looking Statements - Certain statements in this presentation regarding anticipated financial outcomes including Rayonier's earnings guidance, if any, business and market conditions, outlook, expected dividend rate, Rayonier's business strategies, including expected harvest schedules, timberland acquisitions, sales of non-strategic timberlands, the anticipated benefits of Rayonier's business strategies, and other similar statements relating to Rayonier's future events, developments or financial or operational performance or results, are "forward-looking statements" made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. These forward-looking statements are identified by the use of words such as "may," "will," "should," "expect," "estimate," "believe," "intend," "project," "anticipate" and other similar language. However, the absence of these or similar words or expressions does not mean that a statement is not forward-looking. While management believes that these forward-looking statements are reasonable when made, forward-looking statements are not guarantees of future performance or events and undue reliance should not be placed on these statements.

The following important factors, among others, could cause actual results or events to differ materially from those expressed in forward-looking statements that may have been made in this document; the cyclical and competitive nature of the industries in which we operate; fluctuations in demand for, or supply of, our forest products and real estate offerings; entry of new competitors into our markets; changes in global economic conditions and world events; fluctuations in demand for our products in Asia, and especially China, various lawsuits relating to matters arising out of our previously announced internal review and restatement of our consolidated financial statements; the uncertainties of potential impacts of climate-related initiatives; the cost and availability of third party logging and trucking services; the geographic concentration of a significant portion of our timberland; our ability to identify, finance and complete timberland acquisitions; changes in environmental laws and regulations regarding timber harvesting, delineation of wetlands, and endangered species, that may restrict or adversely impact our ability to conduct our business, or increase the cost of doing so; adverse weather conditions, natural disasters and other catastrophic events such as hurricanes, wind storms and wildfires, which can adversely affect our timberlands and the production, distribution and availability of our products; interest rate and currency movements; our capacity to incur additional debt; changes in tariffs, taxes or treaties relating to the import and export of our products or those of our competitors; changes in key management and personnel; our ability to meet all necessary legal requirements to continue to qualify as a real estate investment trust ("REIT") and changes in tax laws that could adversely affect beneficial tax treatment; the cyclical nature of the real estate business generally; a delayed or weak recovery in the housing market; the lengthy, uncertain and costly process associated with the ownership, entitlement and development of real estate, especially in Florida, which also may be affected by changes in law, policy and political factors beyond our control; unexpected delays in the entry into or closing of real estate transactions; changes in environmental laws and regulations that may restrict or adversely impact our ability to sell or develop properties; the timing of construction and availability of public infrastructure; and the availability of financing for real estate development and mortgage loans.

For additional factors that could impact future results, please see Item 1A - Risk Factors in the Company's most recent Annual Report on Form 10-K and similar discussion included in other reports that we subsequently file with the Securities and Exchange Commission ("SEC"). Forward-looking statements are only as of the date they are made, and the Company undertakes no duty to update its forward-looking statements except as required by law. You are advised, however, to review any further disclosures we make on related subjects in our subsequent reports filed with the SEC.

Non-GAAP Financial Measures - To supplement Rayonier's financial statements presented in accordance with generally accepted accounting principles in the United States ("GAAP"), Rayonier uses certain non-GAAP measures, including "cash available for distribution," and "Adjusted EBITDA," which are defined and further explained in this communication. Reconciliation of such measures to the nearest GAAP measures can also be found in this communication. Rayonier's definitions of these non-GAAP measures may differ from similarly titled measures used by others. These non-GAAP measures should be considered supplemental to, and not a substitute for, financial information prepared in accordance with GAAP.



Investor Day | November 2017

.

# **Today's Presenters and Agenda**

Rayonier Today	Dave Nunes   President & Chief Executive Officer		
Deconstructing Timberland Returns	Mark McHugh   SVP & Chief Financial Officer		
Timber Segments Overview	Doug Long   SVP, U.S. Operations		
Real Estate / HBU Strategy	Chris Corr   SVP, Real Estate & Public Affairs		
Portfolio Management Strategy	Rhett Rogers   VP, Portfolio Management		
Closing Remarks, Q&A	Dave Nunes		



,

# **Rayonier Today**



## **Rayonier At A Glance**



\$1.6 billion of timberlands acquired since 2011







Sustainable
yield of
~10 million
tons
annually



100% certified



## Mission:

Provide industry-leading returns through intensive asset management and effective capital allocation

Rayonier

Investor Day | November 2017

## The Rayonier Roadmap to Success

#### MISSION STATEMENT

Provide industry-leading returns through intensive asset management and effective capital allocation

#### **STRATEGY**

Long-term strategy focused on creating value from our timberlands and HBU portfolio

#### CULTURE

Working together as a team with empowered people and strong core values

#### VISION

- Preferred timberland investment vehicle for institutional investors
- Best-in-class assets, operations, disclosure and transparency
- Preferred employer for forestry and land management professionals

## CAPITAL ALLOCATION

Building long-term value per share through nimble capital allocation

Our focused long-term strategy, coupled with our strong culture, will chart the path to achieving our vision.



## **Rayonier's Strategic Priorities**

## MANAGE FOR LONG-TERM VALUE

- Design harvest strategy to achieve long-term, sustainable yield
- Balance biological growth, harvest cash flow and responsible stewardship

## ACQUIRE HIGH-QUALITY TIMBERLANDS

- Pursue acquisitions that improve portfolio quality and sustainable yield
- Maintain disciplined approach to acquisitions, minimize HBU speculation

## OPTIMIZE PORTFOLIO VALUE

- Opportunistically monetize lands where premium valuations can be achieved
- Pursue value creation activities on select properties to enhance long-term value

# FOCUS ON QUALITY OF EARNINGS

- Focus on harvest operations and rural land sales to support dividends
- De-emphasize sale of "non-strategic" timberlands to augment cash flow

### ENHANCE DISCLOSURE

- Establish Rayonier as industry leader in transparent disclosure
- Provide investors with meaningful information about timberland portfolio



Investor Day | November 2017

## **Execution Against Strategy (since 2014 spin-off)**

## MANAGE FOR LONG-TERM VALUE

- Long range plan based on a sustainable yield harvest, with full investor visibility
- Demonstrated flexibility to adjust harvest levels to optimize long-term value
- Deferred 500,000 tons in 2016 to capitalize on stronger markets in 2017

## ACQUIRE HIGH-QUALITY TIMBERLANDS

- Acquired ~\$800 MM of timberland since spin-off (89% U.S. / 11% NZ)
- Focused acquisition efforts on high quality, CAD\* accretive properties based on market quality, site index, species mix, and merchantable timber stocking

## OPTIMIZE PORTFOLIO VALUE

- 2015 2017 YTD Real Estate sales of \$234 MM at average price of \$2,750 per acre
- Launched Wildlight and Belfast Commerce Park Improved Development projects
- Redeployed \$250 MM from Large Dispositions to partially fund major acquisitions

# FOCUS ON QUALITY OF EARNINGS

- Dividend fully funded from recurring harvest and HBU land sales
- · Reduced reliance on sales of non-HBU timberland to augment cash flow
- Created "Large Dispositions"\* category to address sale of assets for capital allocation

### ENHANCE DISCLOSURE

Committed to industry leadership in transparent investor disclosure

Investor Day | November 2017

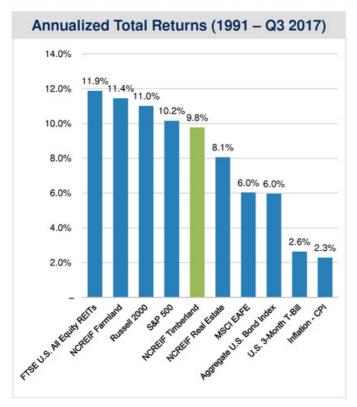
 Improved disclosures in key areas such as forest productivity, sustainable yield, EBITDA\* per ton, age class profile, and regional supply / demand dynamics

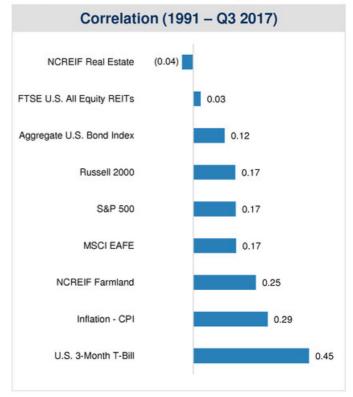


\* Non-GAAP measure or pro forma item (see Appendix for definitions and RYN reconciliations).

## **Historical Returns / Correlation by Asset Class**







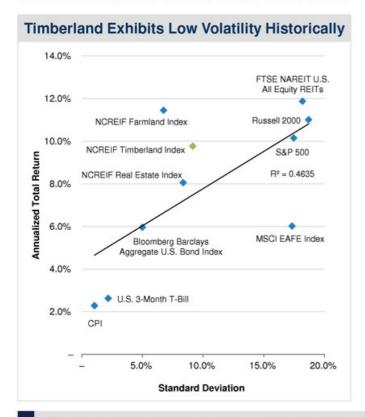
Timberland investment has consistently provided durable total returns with low correlation to the broader market and alternatives.

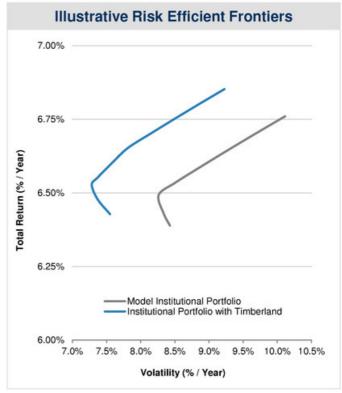


Source: NCREIF, FTSE, NAREIT, Bloomberg, SNL Datasource, Factset.

## Timberland Risk vs. Return







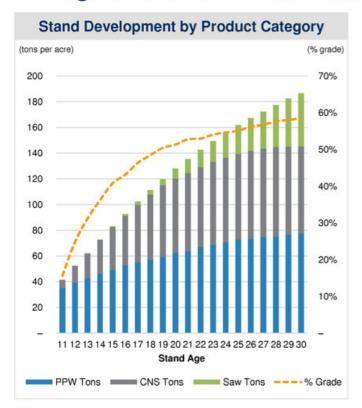
Timberland has historically achieved strong relative returns while exhibiting materially lower volatility, thus reducing portfolio risk.



Source: NCREIF, FTSE, NAREIT, Bloomberg, SNL Datasource, Factset, Hancock Natural Resource Group.

## **Biological Growth Drives Returns / Mitigates Risk**







Stand development increases total volume and the proportion of grade products. The shift toward higher-value products increases total value and average composite price per ton.



cource: TimberMart-South, Plantation Management Research Cooperative (PMRC), Rayonier Analysis.

lote: TimberMart-South 2016 South-wide average prices by product used for all stand ages; yields modeled using PMRC 1996 – LCP – Loblolly (SI-75).

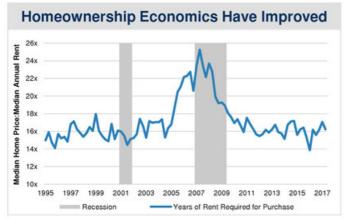
1 (

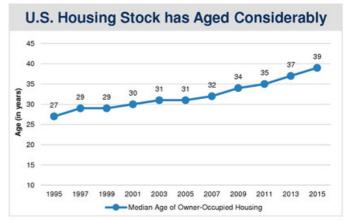
## **Housing Indicators Are Improving**









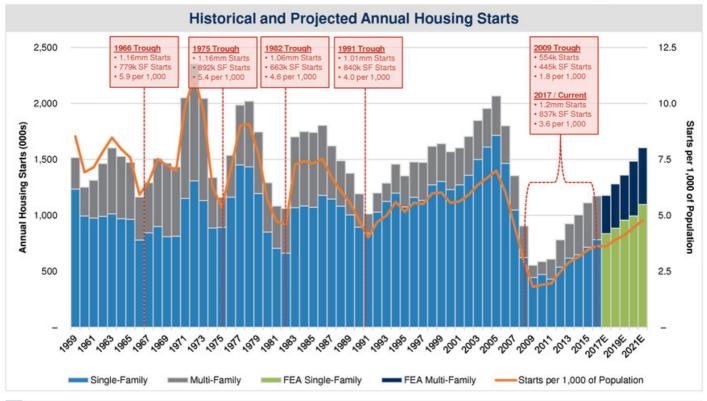




Rayonier Source: Forest Economic Advisors.

## Housing Starts Poised to Move Higher, Led by Single-Family





Forest Economic Advisors projects that annual housing starts will reach 1.6 million by 2021, led by single family construction.

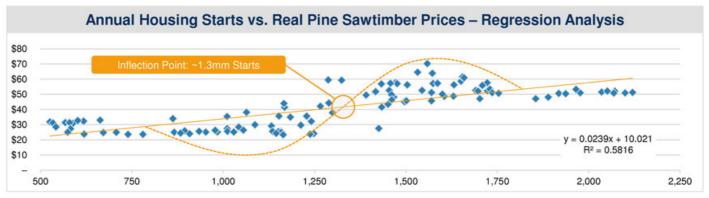


Source: U.S. Census Bureau, Forest Economic Advisors.

## **Housing Starts Are Key Driver of Sawtimber Pricing**







U.S. South sawtimber pricing has historically trended in line with residential construction, with a discernible inflection point at  $\sim$ 1.3 million starts.

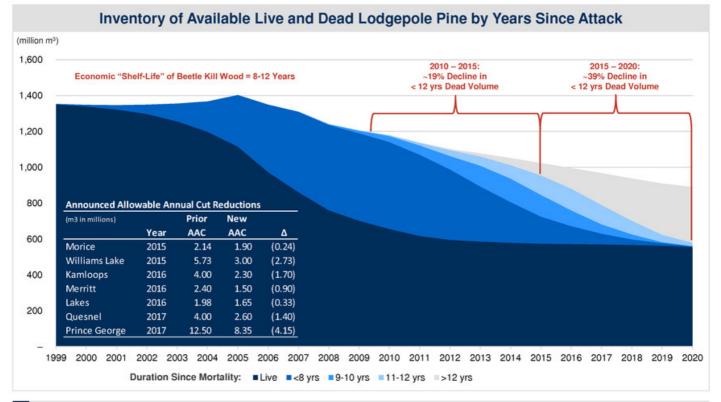


ource: TimberMart-South South-wide average sawtimber prices.
ote: Prices are adjusted for inflation and converted to 2014 dollars based on the Consumer Price Index (CPI).

Investor Day | November 2017

## Availability of Viable B.C. Timber Is Expected to Decline Rapidly





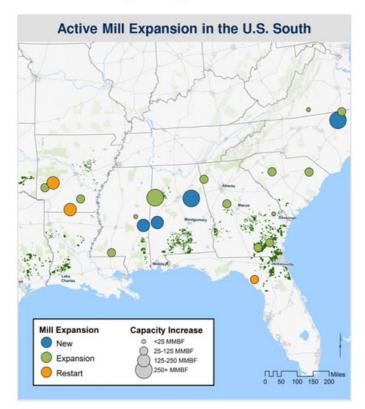
The mountain pine beetle epidemic is expected to significantly constrain the availability of economically viable pine inventory in B.C. for many decades.

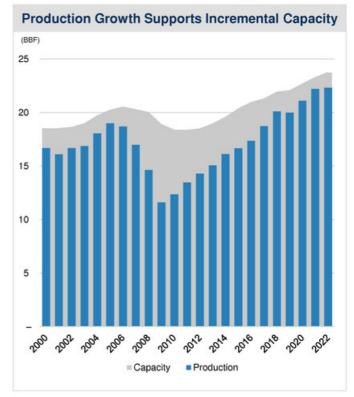


Source: B.C. Ministry of Forests, Forest Economic Advisors.

## Lumber Capacity in the U.S. South Continues to Expand







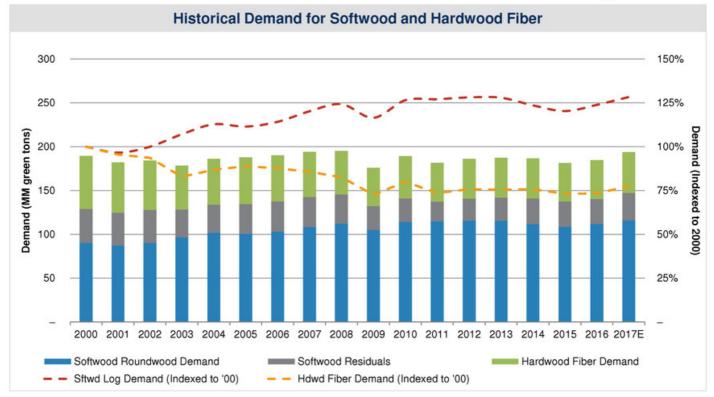
Lumber production and capacity in the U.S. South is expected to grow significantly over the next five years.



Source: Forisk Consulting, Rayonier Analysis, Forest Economic Advisors.

## Softwood Pulpwood Demand Growth Has Been Strong





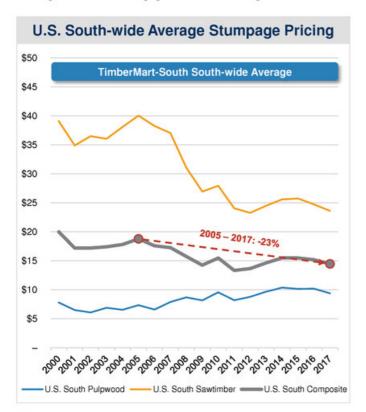
U.S. South growth in demand for softwood pulpwood has remained strong and is poised to accelerate on expanding OSB capacity investments.

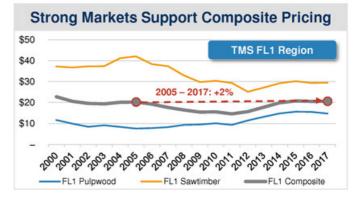


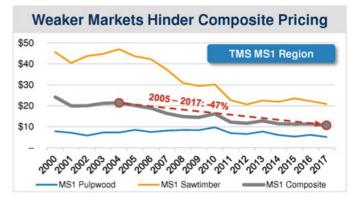
Source: Forest Economic Advisors.

## **Pulpwood Supports Composite Prices in Strong Markets**









As sawtimber pricing has eroded in the U.S. South, increased pulpwood pricing has offset the overall composite price decline in strong markets where Rayonier focuses its ownership.

Investor Day | November 2017

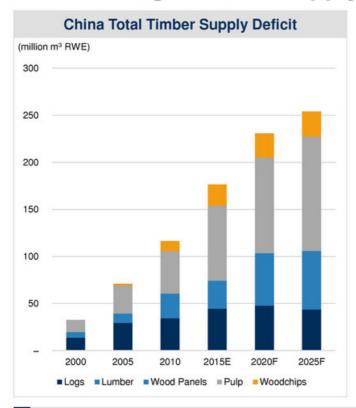


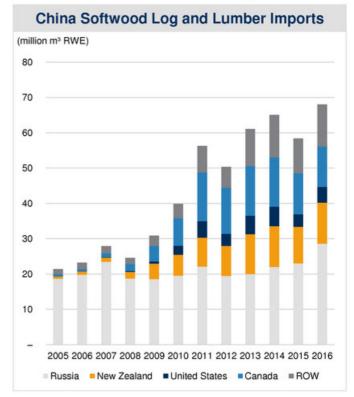
Source: TimberMart-South.

Note: Composite pricing assumes 50% pulpwood, 30% chip-n-saw and 20% sawtimber.

## **China's Large Timber Supply Deficit Growing**







Softwood log and lumber imports to China are expected to remain strong given its growing timber supply deficit.

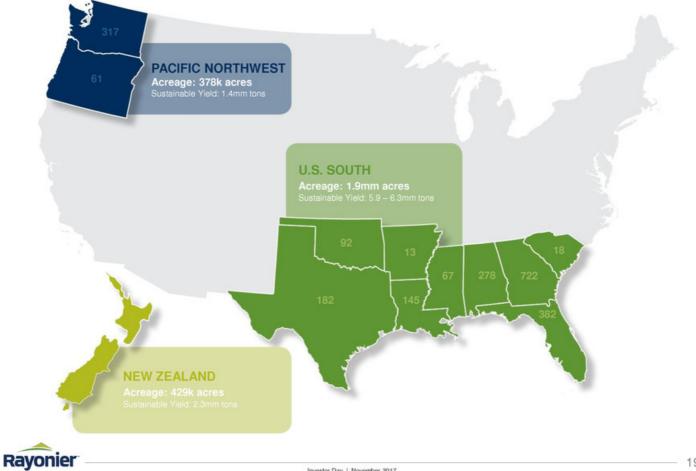


Source: RISI. RWE defined as roundwood equivalent.

# **Highly Productive, Geographically Diversified Timberlands**





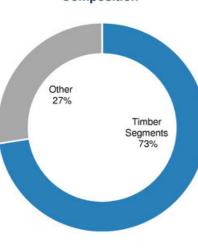


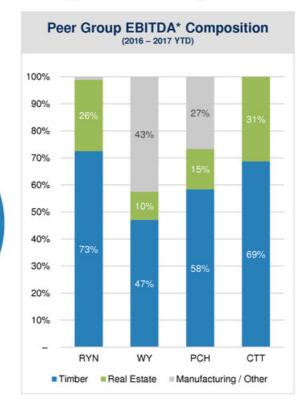
Investor Day | November 2017

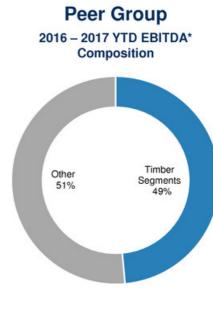
## Rayonier is the Leading "Pure Play" Timber REIT











Over the last two years, Rayonier has generated 73% of its EBITDA\* from timber operations (versus 49% for the peer group).



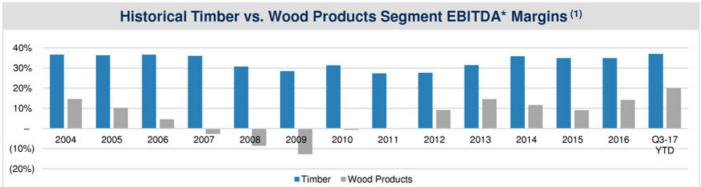
Note: Timberland REIT Peer Group comprised of WY, PCH and CTT. Figures reflect aggregate Timberland REIT Peer Group EBITDA for 2016 to Q3-2017 year-to-date, excluding corporate expenses. Other includes real estate, manufacturing and other reported segments.

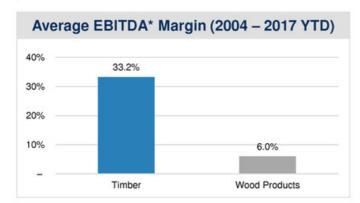
\* Non-GAAP measure or pro forma item (see Appendix for definitions and RYN reconciliations).

ion-GAAP measure or pro formalitem (see Appendix for definitions and HYN reconciliations) Investor Day | November 2017

## **Timberland vs. Wood Products Volatility**









Timberland operations generally yield high EBITDA\* margins with very low volatility relative to wood products manufacturing.

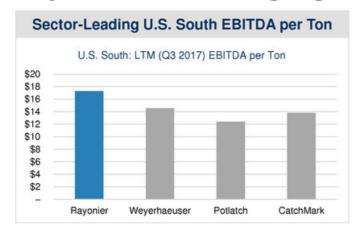


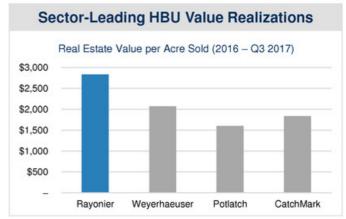
Based on aggregate U.S. timber segments EBITDA margin versus aggregate manufacturing segments EBITDA margin of Timber REIT peer group, including Rayonier, Weyerhaeuser, legacy Plum Creek and Potlatch.
 Calculated as ratio of standard deviation to average.
 Non-GAAP measure or pro forma item (see Appendix for definitions and RYN reconciliations).

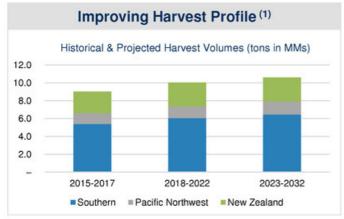
Investor Day | November 2017

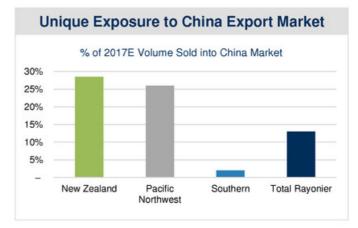
## **Rayonier Portfolio Highlights**













Based on Rayonier estimates; assumes current portfolio with no acquisitions or divestitures.

## **Prudent Capital Structure and Financial Policy**



### **Credit Highlights & Ratio Targets**

#### **Current Credit Ratings**

S&P: BBB- / StableMoody's: Baa3 / Stable

#### **Credit Highlights**

- Strong Adj. EBITDA\* margins
- High EBITDA-to-FCF conversion
- Significant asset coverage
- 3.3% weighted avg. cost of debt / 95% fixed

#### **Credit Ratio Targets**

- Committed to maintaining an investment grade credit profile
- Target credit metrics include:

Net Debt / Adj. EBITDA\*: ~4.5xNet Debt / Asset Value: < 30%</li>

#### Capitalization & Maturity Profile (\$ in millions) 9/30/2017 Total Debt \$1,033.4 (-) Cash (104.1)Net Debt \$929.3 **Credit Data** LTM Adjusted EBITDA\* \$265.4 LTM Interest Expense \$34.2 **Credit Statistics** Net Debt / LTM Adjusted EBITDA\* 3.5x LTM Adj. EBITDA\* / Interest Expense 7.8x Net Debt / Enterprise Value (1) 20% \$400 \$300 \$200 \$100 2018 2019 2020 2021 2022 2023 2024 2025 2026 2027+

Rayonier has a strong, investment grade credit profile with significant asset coverage.



Enterprise value based on market capitalization plus net debt as of 9/30/2017.
 Non-GAAP measure or pro forma item (see Appendix for definitions and RYN reconciliations).

Investor Day | November 2017

## Nimble Approach to Capital Allocation



#### **Invest in Our Business**

- ~\$34 million invested annually in silviculture and regeneration
- Capital focused on highest IRR opportunities
- Targeted investments to unlock HBU value

#### **Timberland** Acquisitions

- Acquired ~\$800 million of timberlands since spin-off
- Acquisitions complementary to age-class profile
- Improved portfolio site index and inventory stocking

#### Share Buybacks/ **Equity Issuance**

- \$101 million of stock buybacks @ \$23.76/share
- \$160 million of equity issuance @ \$27.75/share
- Focused on generating NAV accretion

#### **Dividends**

- Dividend of \$1.00
   Restructured per share since Q4 2014
- Funded from recurring timber and real estate operations
- Large Dispositions\* excluded from CAD\*

#### Manage Our **Balance Sheet**

- \$155 million of New Zealand debt
- 95% of debt fixed; 3.3% avg. rate
- Maintained investment grade rating with higher debt threshold

\$34MM(1) annually for silviculture

\$800MM acquisitions since spin-off

\$59MM net share issuance since spin-off

3.2% yield(2) \$1.00 per share annual dividend

3.3% rate average debt cost



Represents average annual investment in silviculture and replanting from 2013-2016.

(2) Based on share price of \$31.18 as of 11/7/2017.

\*Non-GAAP measure or pro forma item (see Appendix for definitions and RYN reconciliations).

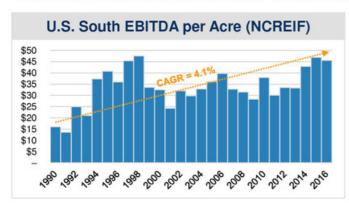
# **Deconstructing Timberland Returns**

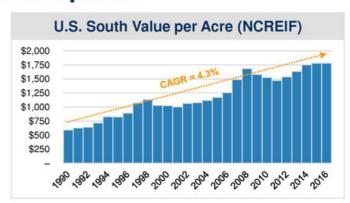


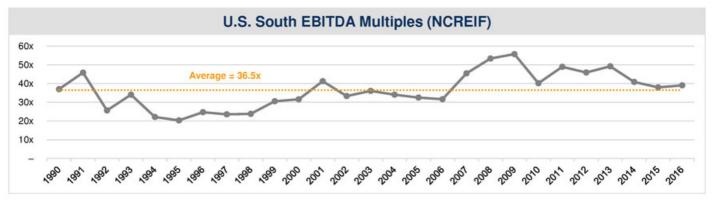
or Day | November 2017

0.5

## **U.S. South Historical Valuation Snapshot**





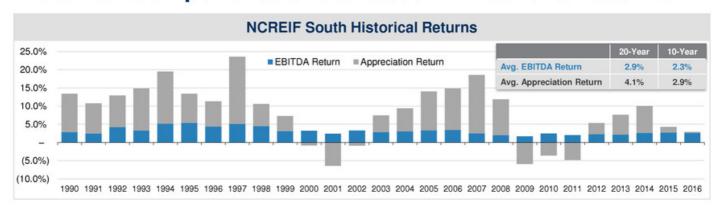


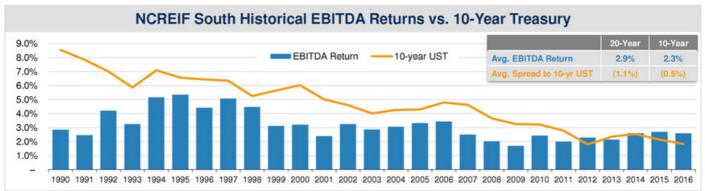
U.S. South timberlands have traded at an average EBITDA multiple (excluding land sales) of  $\sim$ 36x over the last 25 years.



Source: National Council of Real Estate Investment Fiduciaries.

## **Historical Components of U.S. South Timberland Returns**





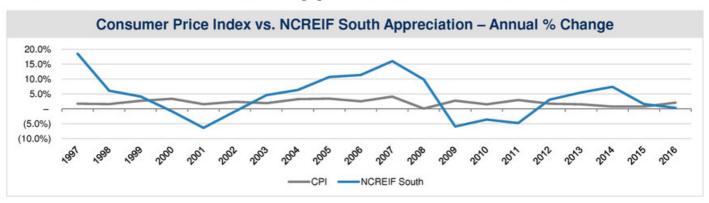
U.S. South timberlands have historically been bid to a sub-3% EBITDA cap rate and have generally exhibited a negative spread to treasuries.

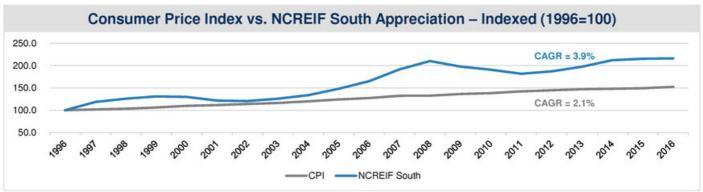
Investor Day | November 2017



Source: National Council of Real Estate Investment Fiduciaries.

## U.S. South Timberland Appreciation vs. Inflation





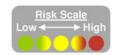
Timberland is generally considered a good inflation hedge – timberland values have increased in excess of inflation in 13 of the last 20 years.



Source: National Council of Real Estate Investment Fiduciaries.

Investor Day | November 2017

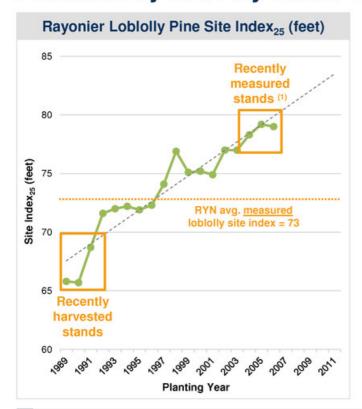
# **Components of Timberland Return – U.S. South**



Return Component	Value Range	Risk to Achieve	Comments			
Cash Return Expectation						
EBITDA Return	2.0% - 4.5%		EBITDA yield for Southern timber, including timber harvest and non-timber income			
(-) Capex Investment	(0.5%)		Average annualized cost of replanting / silviculture			
Current Cash Flow Return	1.5% – 4.0%	00000	Varies based on market quality, site index / productivity, stocking, etc.			
Other Components of Return						
Productivity Gains	0.5% - 1.0%	00000	Based on improved silviculture; higher gain potential on lower quality properties			
HBU Uplift	0.0% - 1.0%		Requires market for rural property; proximity to population centers is key			
Return to Trend Pricing	0.5% - 1.5%		Higher "return-to-trend" expectation is common in more depressed markets			
Long-Term "Real" Price Growth	0.0% - 1.0%	00.00	Long-term expectation of real price increases above inflation			
Total Return Expectation						
Typical "Real" Return Expectation	5.0% - 6.0%	Varies	Represents typical timberland real discount rate range			
(+) Assumed Inflation	~2.0%	00.00	Based on approximate spread between treasuries and TIPS			
"Nominal" Return Expectation	7.0% - 8.0%	Varies	Represents expected long-term, unlevered return on timberland investments			



### Productivity is a Key Driver of Timberland Value







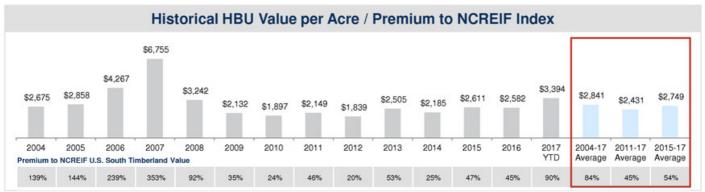
Higher site index properties generate greater harvest yields and a more valuable product mix. Improving site index by 10 feet over a 25-year harvest rotation implies ~1% annual productivity gain.



 First physical site index measurement taken at age 11.
 Growth and yield predictions based on PMRC 1996 (Loblolly PMRC TR-1996-1 and Stash PMRC TR-1996-3) with FMRC Fastlob 3.0 Fertilizer response equations. Assumes mix of plantation / hardwood acreage and loblolly / stash species based on Rayonier portfolio averages.

### Rayonier Historical Real Estate / HBU Summary





Rayonier has generally sold 1.0% to 2.0% of its Southern land base annually at premiums in the range of 50% above timberland value, with premiums improving more recently.



Votes: Excludes Large Dispositions. 2007 includes a 3,100 acre sale in west central Florida at \$15,000 per acre.

investor Day | November 2017

### **Illustrative HBU Economics**

#### **Example: 1 Million Acre U.S. South Portfolio**

(\$ in 000s, excepts per acre values)

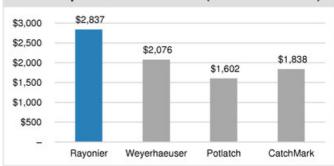
Sales Pace / Premium	1.0% / 50.0%	1.5% / 75.0%
Illustrative Asset Profile		
U.S. South Portfolio Acres (000s)	1,000	1,000
Timberland Value per Acre (1)	\$1,777	\$1,777
Implied Total Asset Value	\$1,777,000	\$1,777,000
Implied HBU Inputs		
# of Acres Sold Annually	10,000	15,000
Implied HBU Price per Acre	\$2,666	\$3,110
HBU Premium per Acre	\$889	\$1,333
HBU Contribution to Return		
HBU Sales Revenue	\$26,655	\$46,646
(-) Real Estate Overhead Costs (2)	(2,666)	(4,665)
Implied Adjusted EBITDA	\$23,990	\$41,982
(-) Acquire Replacement Timberlands (3)	(17,770)	(26,655)
Residual Cash Flow	\$6,220	\$15,327
Residual Cash Flow / Total Asset Value	0.4%	0.99

#### **HBU Incremental Return Sensitivity Analysis**

(% incremental return)

		Premium to Timberland Value				
11	1020	-	25%	50%	75%	100%
	0.50%	(0.1%)	0.1%	0.2%	0.3%	0.4%
% of	0.75%	(0.1%)	0.1%	0.3%	0.4%	0.6%
Acreage	1.00%	(0.1%)	0.1%	0.4%	0.6%	0.8%
Sold	1.25%	(0.1%)	0.2%	0.4%	0.7%	1.0%
	1.50%	(0.2%)	0.2%	0.5%	0.9%	1.2%

#### Peer Group Real Estate Prices (2016 - YTD 2017) (4)



A well-designed HBU program should be able to generate roughly 0.5% to 1.0% of incremental return relative to underlying timberland returns (depending on the quality of HBU product).



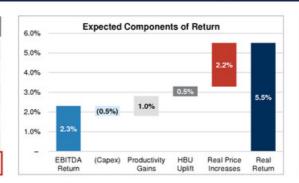
- Based on NCREIF U.S. South Timberland index average value per acre as of Q3 2017. Assumes overhead costs of 10% of sales. Assumes additional timberlands acquired to replace acreage sold as HBU. Represents average Real Estate segment sales price per acre for 2016 YTD 2017.

Investor Day | November 2017

### **Deconstructing Timberland Returns – Illustrative Acquisitions**

#### Illustrative Acquisition Scenario A - Low Productivity / Bottom Quartile Market

Assumed Portfolio Profile			
Location	MS-1		
Composite Stumpage Price (1)	\$11.30		
Site Index	65		
Volume per Acre per Year (2)	3.2		
Implied EBITDA per Acre (3)	\$36		
Assumed Value per Acre	\$1,600		

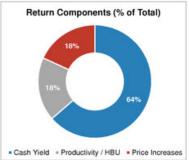




#### Illustrative Acquisition Scenario B - High Productivity / Top Quartile Market

Assumed Portfolio Pro	file
Location	GA-2
Composite Stumpage Price (1)	\$19.25
Site Index	80
Volume per Acre per Year (2)	5.0
Implied EBITDA per Acre (3)	\$96
Assumed Value per Acre	\$2,400







Based on TimberMart-South 2016 regional average composite stumpage price assuming mix of 50% pulpwood, 30% chip-n-saw and 20% sawtimber. Growth and yield predictions based on PMRC 1996 (Loblolly PMRC TR-1996-1 and Slash PMRC TR-1996-3) with FMRC Fastlob 3.0 Fertilizer response equations. Assumes mix of plantation / hardwood acreage and loblolly / slash species based on Rayier portfolio averages. Assumes non-timber income roughly offsets timber management costs for illustration purposes.

Investor Day | November 2017

### **Valuing Publicly Traded Timber REITs**

#### **Timberlands**

- Sum-of-the-parts / NAV most common approach
  - Per-acre value inputs should take account of relative asset quality
- EBITDA multiples useful only if applying the right multiple to the right EBITDA
  - Appropriate timber multiple should be applied to timber segment EBITDA
- Important to assess rate of harvest relative to EBITDA for peer comparability

#### **Real Estate**

- Difficult to bifurcate HBU acreage and apply separate per-acre value
- Nominal HBU value lift is reflected in comparable sales values
- Evaluating premium to timberland value is critical
- Cap rate on recurring premium realization is a sensible valuation approach
- Not conducive to multiplebased valuation

#### Manufacturing

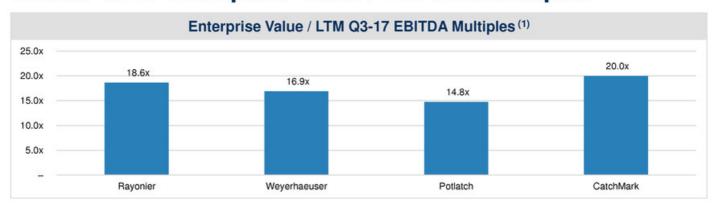
- EBITDA multiples and/or multiples of installed capacity are common valuation metrics
- Manufacturing typically trades at a much lower EBITDA multiple than timberlands (e.g., 6x-8x)
  - High volatility relative to timberlands
  - Taxable business
  - Significant ongoing capital requirements

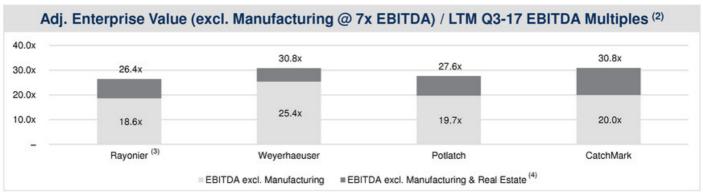
Understanding Timber REIT valuations necessitates a distinct approach to each segment.



Investor Day | November 2017

### **Timber REIT Enterprise Value / EBITDA Multiples**





Adjusting for manufacturing assets and real estate sales, the Timber REITs currently trade at a range of 26x to 31x "timber segments" EBITDA.



Enterprise Value based on market capitalization (shares outstanding x share price) plus net debt; share prices as of 11/7/17; shares outstanding and net debt as of 9/30/17. Adjusted Enterprise Value excludes Manufacturing assets at 7x LTM Q3-17 EBITDA. New Zealand land sales EBITDA of \$2.38. million in Q2 2017 reclassified to Real Estate for purposes of multiple calculation. Multiple of EBITDA excluding Manufacturing EBITDA and Real Estate EBITDA (i.e., Timber segments only).

Investor Day | November 2017

# **Timber Segments Overview**

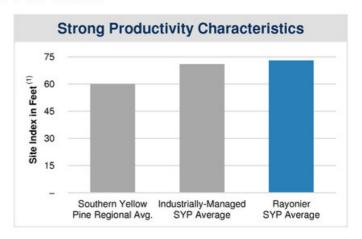


Investor Day | November 2017

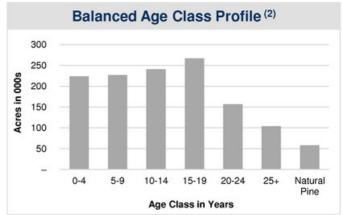
### Southern Timber - Portfolio Overview

#### Highlights / Location

- · Acreage: 1.9 million acres
- Sustainable Yield: 5.9 6.3 million tons
- · Planted / Plantable: 68%
- Average Site Index: 73 feet at age 25(1)
- 2016 EBITDA\*: \$93 million
- · YTD Q3 2017 EBITDA\*: \$72 million
- · Sustainable Forestry Initiative Certification









Source: U.S. Dept. of Agriculture, Society of American Foresters Journal of Forestry.

(1) Site index reflects the average height of the dominant and codominant trees at a base age of 25 (U.S. South).

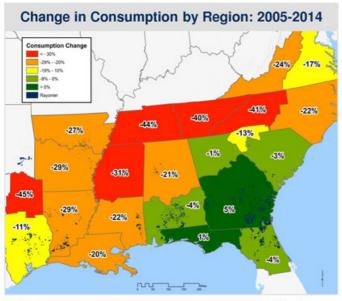
(2) Age class profile as of 9/30/16 per 2016 10-K.

\*Non-GAAP measure (see Appendix for definitions and RYN reconciliations).

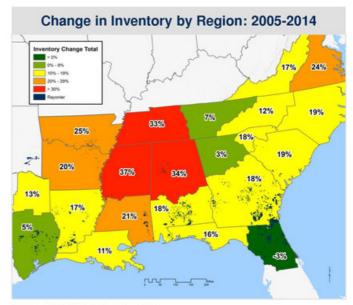
Investor Day | November 2017

### Consumption & Inventory Changes Vary Across U.S. South

- Recession-induced demand declines have led to large drops in consumption for most areas
- Differences in consumption declines have caused regional market performance to vary
- Timberland portfolio performance will be influenced by geographic distribution



Source: USDA FIA Timber Product Output; University of Georgia, Wood Demand Report; Rayonier estimates,



Source: USDA FIA data; Rayonier analysis.



Investor Day | November 2017

### **RYN Concentrated in Strongest U.S. South Markets**

- Supply / demand dynamics are highly localized, as logs generally travel less than 100 miles
- Timber consumption vs. inventory growth remains much more tensioned in Coastal Atlantic markets



Approximately 62% of Rayonier's Southern timberlands are located in the top three markets (ranked by TimberMart-South composite stumpage pricing).

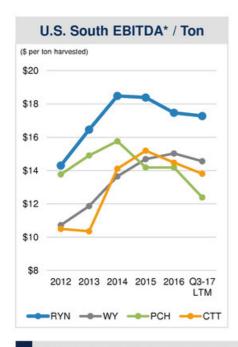


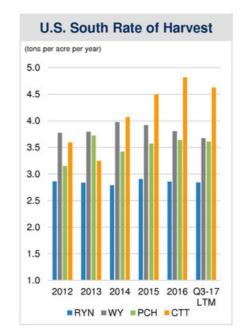
Source: TimberMart-South.

Note: Composite pricing assumes mix of 50% pulpwood, 30% chip-n-saw and 20% sawtimber.

### Rayonier Leads the Sector In U.S. South EBITDA\* / Ton

- EBITDA\* per ton best captures profitability per unit of sales
- EBITDA\* per acre can be misleading due to differential rates of harvest







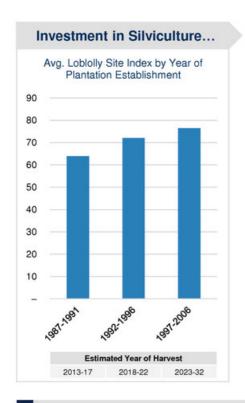
Rayonier's sector-leading EBITDA\* per Ton has increased by over 20% since 2012, while its rate of harvest has remained relatively stable.

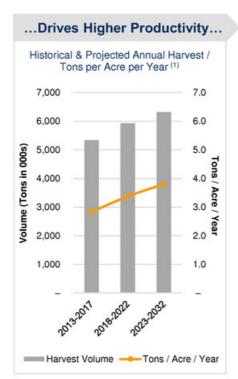


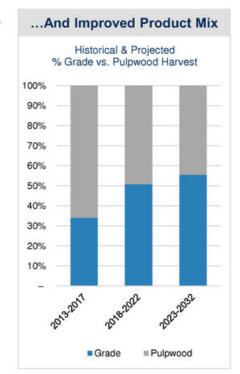
Source: WY figures pro forma for PCL combination. EBITDA, harvest volume and acreage data for all peers based on public filings. Per acre data calculated based on estimated average acres for each year (i.e., average of year-end and prior year-end acres), adjusted for major acquisitions/dispositions (i.e., pro-rated from date of transaction).

\* Non-GAAP measure or pro forma item (see Appendix for definitions and RYN reconcilitations).

### Productivity Gains + Mix Shift = Poised for Cash Flow Growth







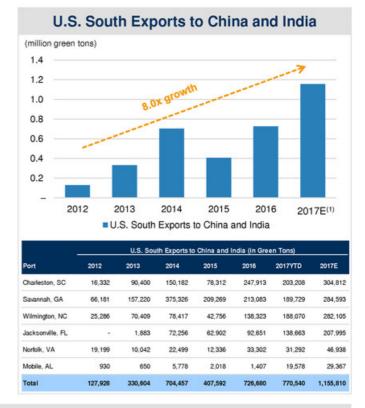
As higher site index stands reach maturity, Rayonier anticipates that its harvest volume will increase and its product mix will improve.



Based on Rayonier estimates; assumes current portfolio with no acquisitions or divestitures.

### **Growing U.S. South Export Demand**





Exports to China and India from the U.S. South have grown considerably, and Rayonier is well positioned to capitalize on this trend given its proximity to ports.



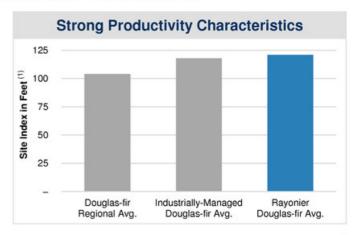
Source: GATS (1) 2017E is based on data from January through August, annualized.

Investor Day | November 2017

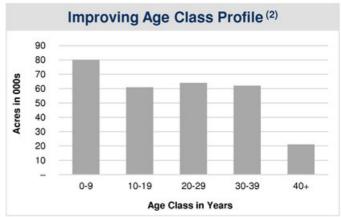
### Pacific Northwest Timber - Portfolio Overview

#### Highlights / Location

- · Acreage: 378,000 acres
- · Sustainable Yield: 1.4 million tons
- · Planted / Plantable: 78%
- Average Site Index: 109 feet at age 50(1)
- 2016 EBITDA\*: \$21 million
- YTD Q3 2017 EBITDA\*: \$23 million
- · Sustainable Forestry Initiative Certification









Source: U.S. Dept. of Agriculture, Society of American Foresters Journal of Forestry.

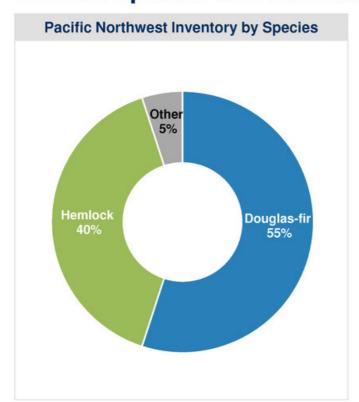
(1) Site index reflects the average height of the dominant and codominant trees at a base age of 50 (Pacific Northwest).

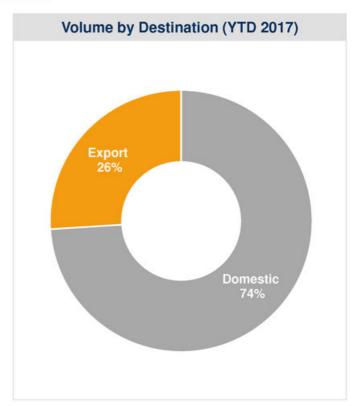
(2) Age class profile as of 9/30/16 per 2016 10-K.

\* Non-GAAP measure (see Appendix for definitions and RYN reconciliations).

Investor Day | November 2017

# **Diverse Species and End Markets**



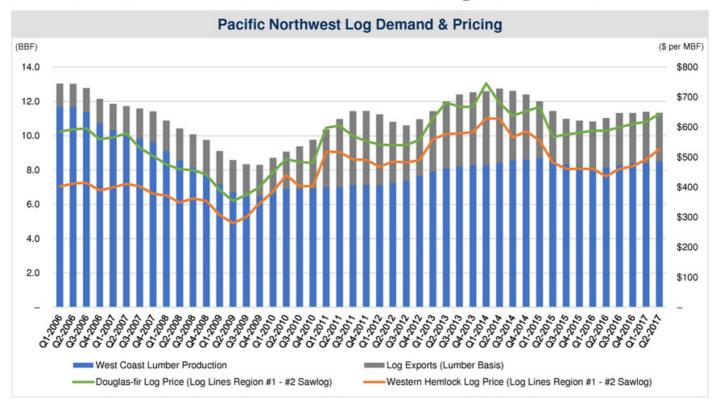


Rayonier's Pacific Northwest portfolio provides diversity of products and end-markets.



\_\_ 44

### **Pacific Northwest Demand and Pricing Have Recovered**



Pacific Northwest log prices have recovered to above pre-recession levels driven by increased export demand.

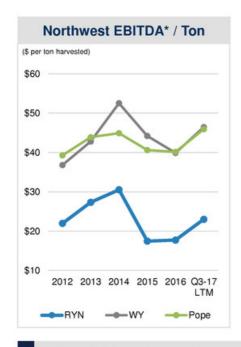


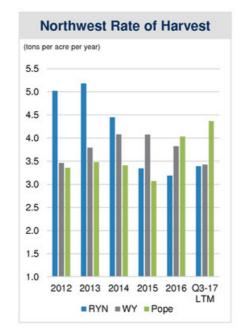
Source: Forest Economic Advisors, RISI.
Note: Log exports converted to lumber basis assuming 2.35 recovery rate.

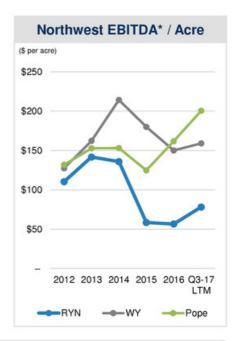
Investor Day | November 2017

### Rayonier's Northwest EBITDA\* / Ton Is Improving

- Following November 2014 announcements, Rayonier reduced its rate of harvest in the Northwest
- EBITDA\* per ton and EBITDA\* per acre both declined as a result, but have improved since







Rayonier's Northwest EBITDA\* per ton has been below the peer group due to its historical proportion of hemlock volume (vs. Doug-fir) and, more recently, due to its reduced rate of harvest.

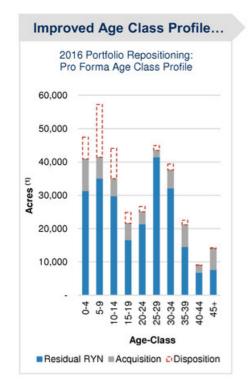


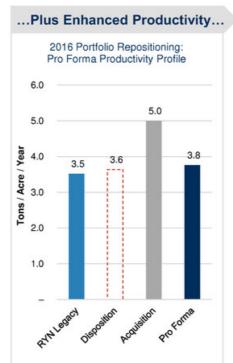
Source: WY EBITDA based on historical public filings, excludes PCL contribution in 2012-15; Pope EBITDA based on historical public filings. Volume and acreage data for all peers based on historical public filings; assumes 8.0 tons per MBF for Pope.

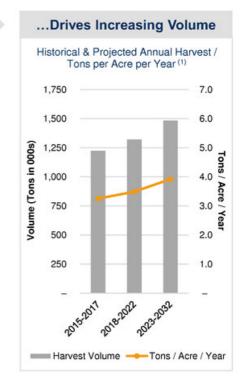
\* Non-GAAP measure or pro forma item (see Appendix for definitions and RYN reconciliations).

Investor Day | November 2017

### 2016 Portfolio Repositioning = Poised for Cash Flow Growth







Rayonier's 2016 Pacific Northwest Portfolio Repositioning significantly improved both its near-term and long-term harvest outlook.



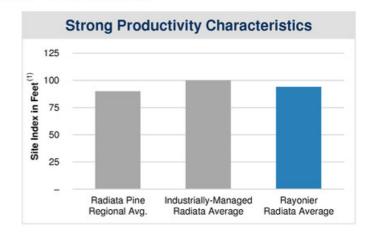
Based on Rayonier estimates; assumes current portfolio with no acquisitions or divestitures.

-

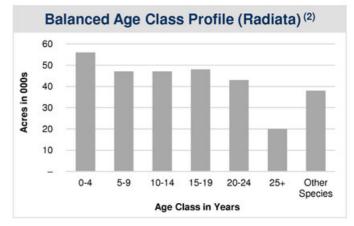
### **New Zealand Timber – Portfolio Overview**

#### Highlights / Location

- Acreage: 429,000 acres
- · Sustainable Yield: 2.3 million tons
- · Planted / Plantable: 69%
- Average Site Index: 94 feet at age 20<sup>(1)</sup>
- 2016 EBITDA\*: \$58 million
- · YTD Q3 2017 EBITDA\*: \$86 million
- · Forest Stewardship Council Certification









Source: NZ Ministry for Primary Industries, New Zealand Journal of Forestry.

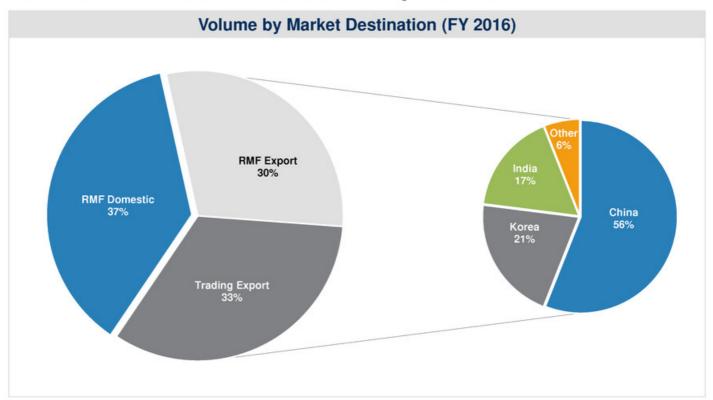
(1) Site index reflects the average height of the dominant and codominant trees at a base age of 20 (New Zealand).

(2) Age class profile as of 123/116 per 2016 10-K.

\* Non-GAAP measure (see Appendix for definitions and RYN reconcilitations).

Investor Day | November 2017

# **Diversified Mix of Domestic & Export Markets**

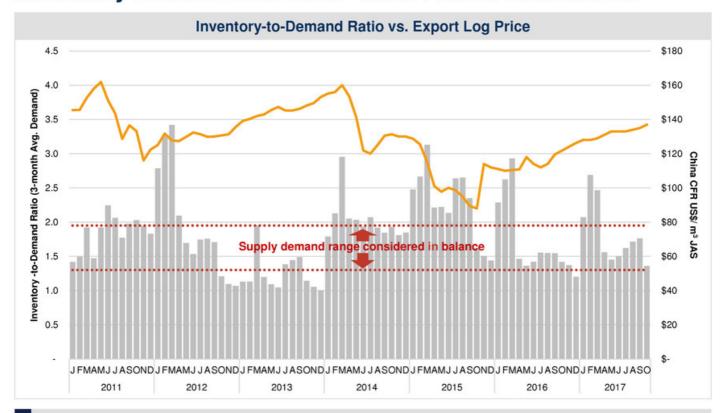


Over 60% of the New Zealand segment's volume (including Trading volume) is sold into export markets, with China being the largest source of demand.



- 49

### **Inventory Levels Drive Near-Term Price Fluctuations**



Export supply / demand is generally considered in balance when the ratio of port inventory to average monthly demand is between 1.3 and 2.0 times. Inventory typically spikes around the Chinese New Year.

Investor Day | November 2017



Source: Rayonier estimates.

# **New Zealand Log Prices Trending Upward**



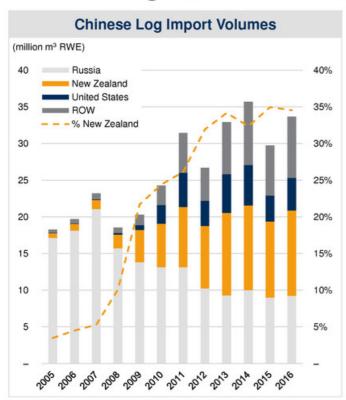
Over the last 10 years, New Zealand log prices have been trending upward based primarily on growing export market demand.

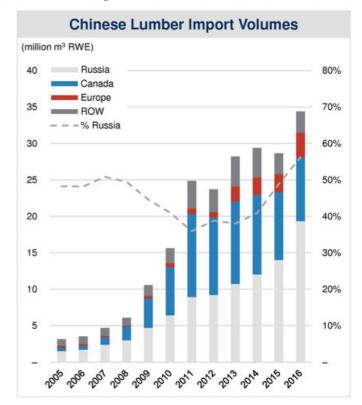


Rayonier Source: NZ Ministry of Primary Industries

Investor Day | November 2017

### Chinese Log and Lumber Imports Rely on NZ and Russia





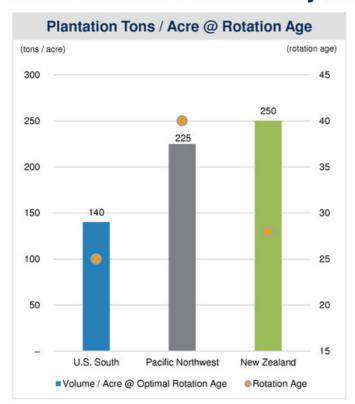
New Zealand has captured a significant share of the growth in China's log import volume.

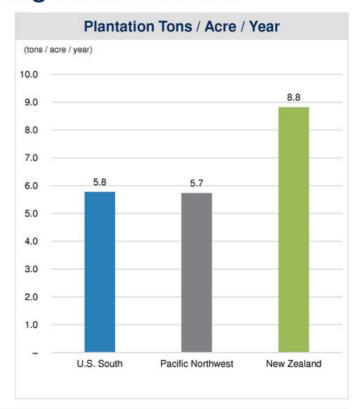


Source: RISI. RWE defined as roundwood equivalent.

Investor Day | November 2017

### New Zealand Productivity Strong Relative to U.S.





In addition to providing market diversification, New Zealand offers superior softwood plantation productivity relative to the U.S.



Source: Rayonier estimates based on long-range harvest forecast.

# Real Estate / HBU Strategy



Investor Day | November 2017

### Rayonier Real Estate uniquely positioned to unlock value

#### "One Rayonier" – collaboration drives value **COLLABORATIVE** Ownership and empowerment **CULTURE** True transparency, industry leading Optimize value and create optionality FOCUSED Market-informed, granular analysis **STRATEGY** Portfolio-wide, asset and market specific Real Estate **EXPERIENCED** Project management TEAM Marketing Market + process driven, maintain flexibility DISCIPLINED Capex paced with sales EXECUTION Early innings of strategy implementation



Rayonier is now executing a disciplined and focused Real Estate strategy with the experience and capabilities to create long term value.



### Real Estate strategy: optimize value & create optionality

#### **Timberlands Real Estate Rural Places** Unimproved **Improved** Development **Properties** Development Sale of properties with Strategic sales of Sale of non-strategic and Sale of rural Sale of developed timberland timberland assets properties development rights land parcels Opportunistic-only for Timberland: capture a Stable and recurring Invest in securing Invest in infrastructure capital allocation financial premium source of cash flows development rights and amenities Upgrade portfolio Non-Strategic: Build a pipeline of Build a pipeline of Enhance value and monetize and enhanced rural entitled properties in create optionality of Excluded from Adj. repurpose "deadproperties in higher higher potential adjacent RYN EBITDA and procapital" potential markets markets properties forma financials HBU premium + ROI Timberland value **Timberland premium** HBU premium + ROI HBU premium + ROI + optionality Grow in Grow in Opportunistic Reduce reliance Grow moderately select markets very select markets

Land Resources



Sale of access to use properties / extract resources

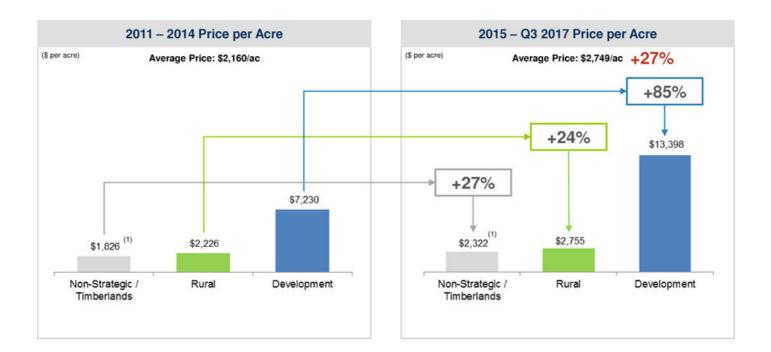
- Maximize and grow annual gross margin/ac
- Build diverse portfolio of cash flows
- Develop new business growth

Annual gross margin per acre

Grow moderately



### Making progress and just getting started: price growth



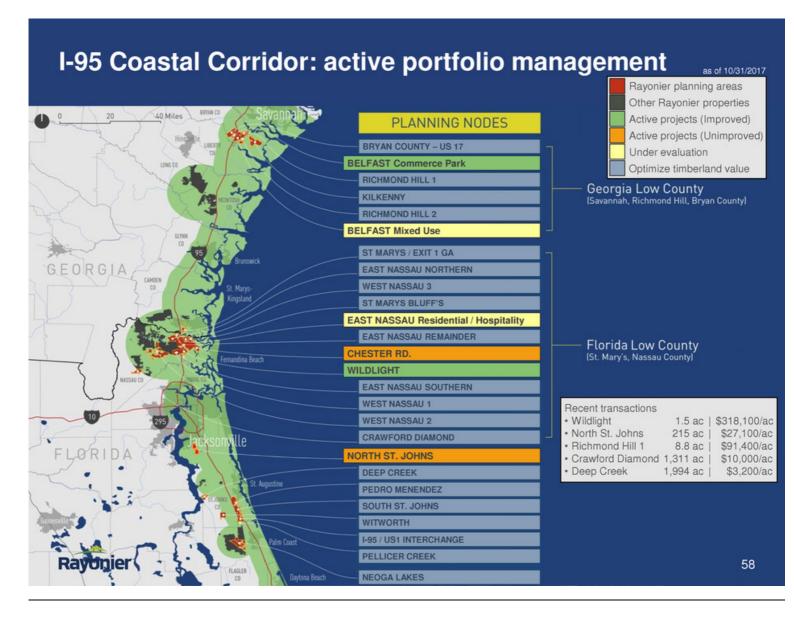
Rayonier has realized stronger pricing on real estate than its timber REIT peers. Excluding Large Dispositions, Rayonier's real estate sales are heavily focused on HBU properties.



Note: Price per acre based on weighted average sales price over the periods shown.

(1) Acres sold and price per acre for NS / Timberlands only, excludes large dispositions.

Investor Day | November 2017



### **Overview of Wildlight Community Development**

# WILDLIGHT

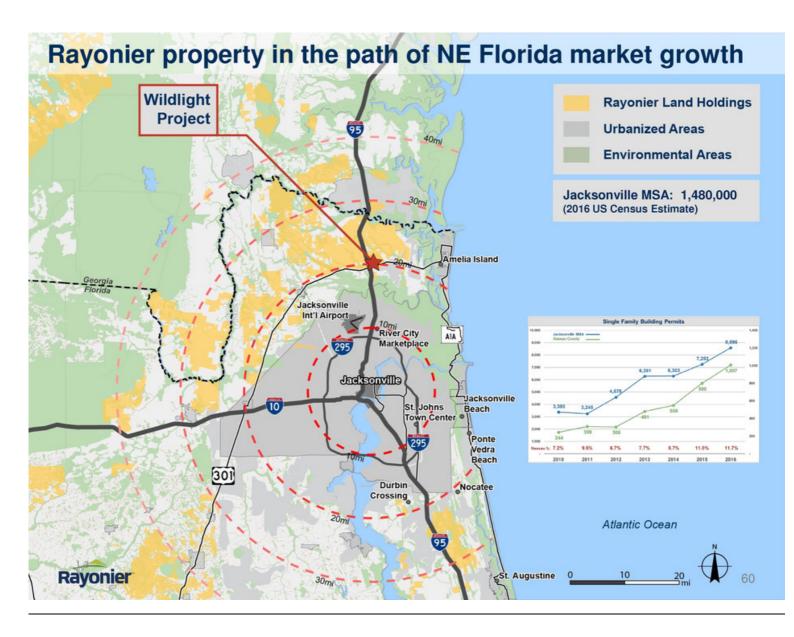
- FLORIDA LOWCOUNTRY LIVING
- 261 net-acre master planned community north of Jacksonville, Florida
- Well positioned in a growing sub-market
- Initial infrastructure nearing completion
- Rayonier owns ~25,000 acres in a 5-mile radius
- Land use entitlements in place to support future growth
- Catalytic projects complete or underway





Our strategy is to target Northeast Florida market demand and catalyze value across our significant land holdings over time.





### Wildlight progress

#### Past 12 Months

- Wildlight Elementary School
- Rayonier office building
- Significant infrastructure
- First commercial sale
- Announced two homebuilders
- First residential sale
- Strategic Alliance with the University of Florida to construct health facilities
- Stewardship District legislative approval
- AT&T to provide gigabit speed network
- Prospect pipeline building







The Wildlight project is well positioned as we head into 2018.

Rayonier

# Significant catalytic projects now complete or underway











# **Portfolio Management Strategy**



### **Creating Value Through Active Portfolio Management**

#### Leverage Expertise

- Team of experts able to evaluate complex deals
- Assumptions come from people closest to asset
- Collaborative decision process where each acquisition / disposition is debated

#### Be Nimble

- Pursue bolt-on and large strategic acquisitions
- Use staged gating process to efficiently evaluate acquisitions
  - Assess risk / reward on a caseby-case basis

#### Focus on Right Opportunities

- Softwood regions with tensioned wood baskets
- Only enter new markets when sufficient scale is possible
- Leverage NAV analysis to understand portfolio at granular level

#### Be Disciplined

- Don't pay for synergies
- Consider
  alternative uses of capital when determining value
- Sell when others are willing to pay more than intrinsic value

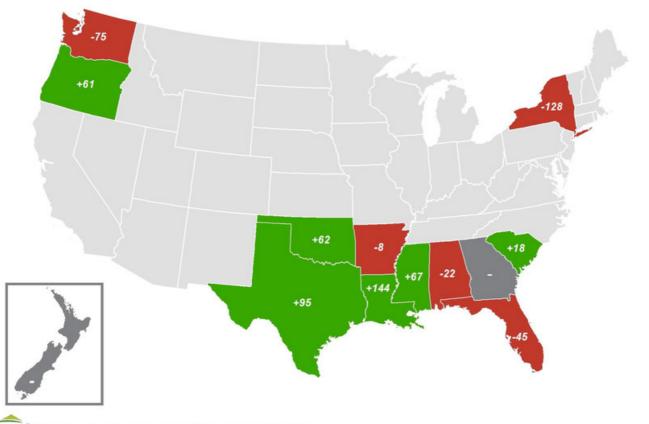
Never satisfied with portfolio and processes – constantly monitoring, adapting and improving to create long-term value.



- 64

# ~\$1.6 Billion Acquired and ~\$800 Million Sold Since 2011





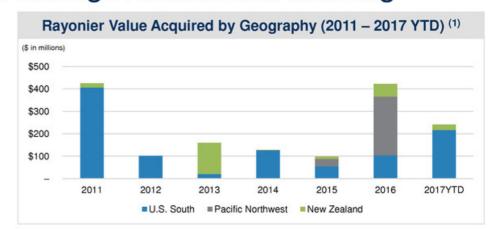
Rayonier Note: Map reflects net change in ownership from 2011 to September 2017.

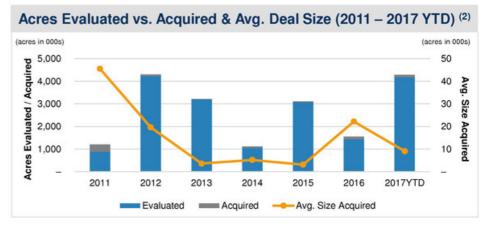
Investor Day | November 2017

### **Success Achieved Through Flexible Deal Sourcing**

#### **Key Stats**

- 57 deals, \$1.6 billion acquired since 2011
  - 65% U.S. South
  - 19% Pacific Northwest
  - 16% New Zealand
- Approx. 60% of value acquired through direct negotiations, 40% bid sales
- 50 transactions, 2.6MM acres evaluated on average per year
- 8 transactions, 105K acres acquired on average per year
- Average transaction size acquired = 13K acres







Value acquired includes acquisition of 39% interest in New Zealand JV for \$140 million in 2013 and acquisition of 12% interest in New Zealand JV for \$56 million in 2016.
 Acres acquired exclude pro rata acres associated with acquisition of New Zealand JV equity interests in 2013 and 2016, respectively.

Investor Day | November 2017

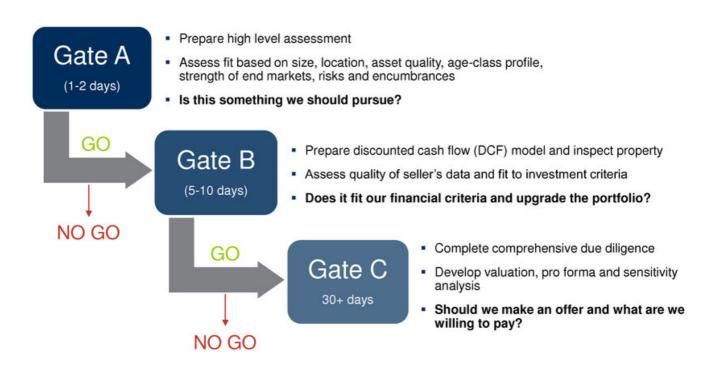
## Focus On High-Quality Softwood Properties in Strong Markets

LOCATION	<ul> <li>Timber end markets with favorable supply / demand tension</li> <li>Well-developed infrastructure, access to ports &amp; other transportation hubs</li> </ul>
ASSET QUALITY	<ul> <li>Softwood investments in regions with strong biological growth</li> <li>Complementary age-class distribution that improves sustainable harvest</li> </ul>
OPTIONALITY	<ul> <li>Fee simple ownership, preferably without wood supply agreements</li> <li>Ability to market timber through delivered log or stumpage sales</li> </ul>
VALUE CREATION	<ul> <li>Ability to enhance returns through intensive silviculture and genetics</li> <li>Properties with HBU and non-timber income upside potential</li> </ul>
FINANCIAL PROFILE	<ul> <li>Accretive to Cash Available for Distribution (CAD)*</li> <li>Focus on acquisitions with returns in excess of our cost of capital</li> </ul>



Non-GAAP measure or pro forma item (see Appendix for definition)

### **Staged Gating Process Streamlines Decision Making**



Staged gating process gets company focused on right opportunities, ensures alignment, reduces due diligence expenses and provides for a transparent process to evaluate acquisitions.



### **Portfolio Management Valuation Framework**

#### Cost Approach:

- Quickest valuation methodology
- Current market prices used to value merchantable timber
- Land Expectation Value (LEV) used to value land and premerchantable timber

#### Comparable Sales:

- Backward looking, but good to bracket value
- Helpful to identify arbitrage opportunities

#### DCF Analysis:

- Underwriting assumptions developed by subject matter experts
- Discount rate varies by property and geography
- Sensitivity analysis used to refine assumptions, quantify risks

Used to develop initial valuation

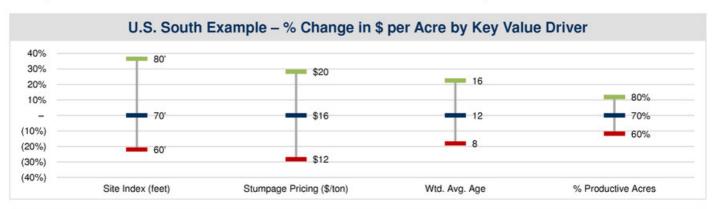
Used to develop final valuation

Rayonier employs a rigorous, multi-faceted valuation analysis in arriving at its bid / ask values for timberland acquisitions / dispositions.

Investor Day | November 2017



## **Key Drivers of Value – Illustrative Examples**





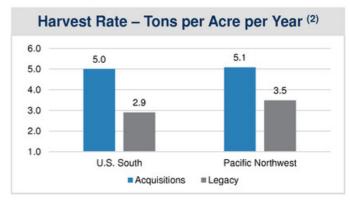
Timberland value per acre is significantly impacted by productivity (site index) and stumpage prices. Other major drivers of value include age-class distribution and % productive acres.

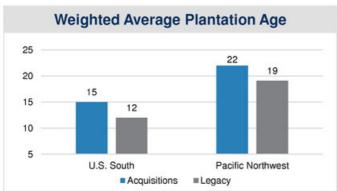


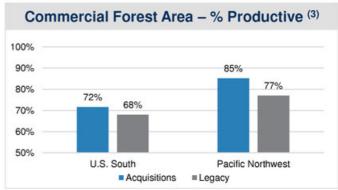
- 70

## **Disciplined Acquisition Process = Improved Portfolio**









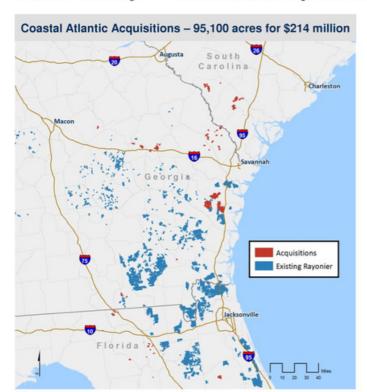
Rayonier seeks to acquire properties that improve quality of portfolio and produce strong recurring cash flow from sustainable harvest.

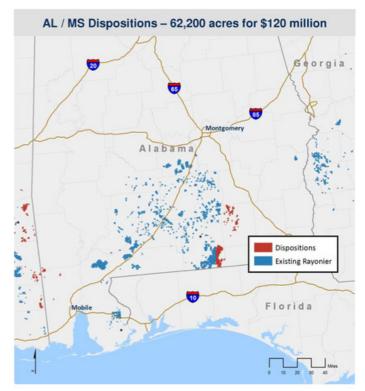


Comparison charts reflect data for U.S. legacy per 2014 10-K and acquisitions from 2014 to September 30, 2017.
Site index base age = 25 years for U.S. South and 50 years for Pacific Northwest.
Harvest rate for FWN Legacy assumes sustainable yield of 54 to 5.7 million tons for Southern Timber and 1.3 million tons for Pacific Northwest Timber (per 2014 10-K). Harvest rate for acquisitions ball projected 10-year harvest.
Includes land classified as natural plantable for Southern Timber segment.

Investor Day | November 2017

## Case Study - Coastal Acquisitions and AL / MS Dispositions





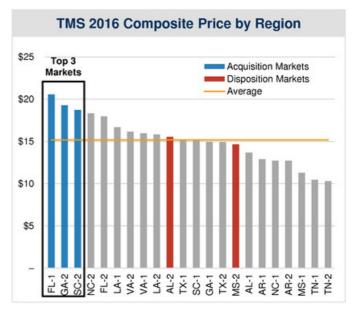
Rayonier enhanced its Southern Timber portfolio through the disposition of 62,200 acres of predominantly premerchantable timber in Alabama and Mississippi in 2016 and 2017 for ~ \$120 million and the subsequent acquisition of 95,100 acres of mature, highly productive timberland in the Coastal Atlantic area in 2017 for \$214 million.



#### **Acquisitions Located in Strongest U.S. South Markets**

- Timber consumption vs. inventory growth remains much more tensioned in Coastal Atlantic markets as compared to other U.S. South timber investment regions
- The 2017 Coastal Atlantic Acquisitions are located in the top 3 markets, while the Dispositions are located in markets ranked in the second and third quartiles<sup>(1)</sup>





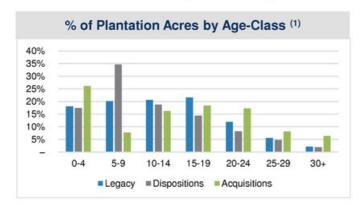
The Acquisitions are located in the top three U.S. South timber markets, ranked by Timber Mart-South average composite stumpage price by region.

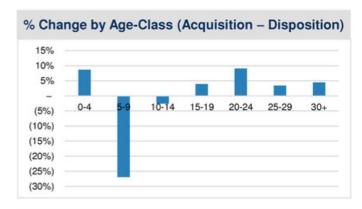


Source: TimberMart-South.
(1) Composite pricing assumes mix of 50% pulpwood, 30% chip-n-saw and 20% sawtimber.

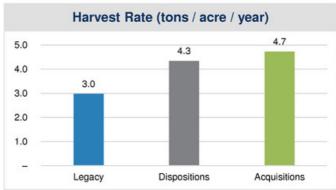
Investor Day | November 2017

#### **Transactions Improve Age-Class Distribution and Rate of Harvest**









Capital from the Dispositions was used to partially fund the Coastal Atlantic Acquisitions, which have a more mature age-class distribution and higher rate of harvest.



Legacy data from 2015 Form 10-K. Harvest rate based on Company estimate of sustainable yield for Dispositions / Acquisitions and 2015 Form 10-K estimate of 5.5 to 5.8 million tons for Legacy Southern Timber segment.

Investor Day | November 2017

## **Appendix**



#### **Biographies**



#### David L. Nunes | President and CEO

Service since: 2014

Mr. Nunes has more than three decades of forest products industry experience. He has served in key leadership positions at several timber and real estate companies, including CEO and president, and has substantial background in the areas of timberland management and investments, marketing, strategic planning, mergers and acquisitions and capital planning.



#### Mark McHugh | SVP and CFO

Service since: 2014

Mr. McHugh has 17 years of experience in finance and capital markets focusing on the timberland and REIT sectors. Mark joined Rayonier from Raymond James, where he served as Managing Director in the firm's Real Estate Investment Banking group, responsible for the firm's timberland and agriculture sector coverage.



#### Douglas M. Long | SVP, U.S. Operations

Service since: 1995

Mr. Long joined Rayonier in 1995 as a GIS Forestry Analyst, and has held multiple positions of increasing responsibility within the forestry division. From 2003-2007, he was a Forest Services Manager and a Regional Manager in Rayonier's New Zealand operations. In 2007, he returned to the U.S., where he served as Southwest Resource Unit Leader. In 2014, he was promoted to lead U.S. Forest Resources.



#### Christopher T. Corr | SVP, Real Estate and Public Affairs

Service since: 2013

Mr. Corr joined Rayonier in 2013. Prior to joining, he served as Executive Vice President, Buildings and Places for AECOM, a global provider of technical and management support services, including real estate planning and development. Chris previously served as Executive Vice President and Chief Strategy Officer of The St. Joe Company. He was also an executive at The Walt Disney Company.



Rhett Rogers | VP, Portfolio Management

Service since: 2001

Mr. Rogers joined Rayonier in 2001 as a District Technical Forester, and has held multiple positions of increasing responsibility. From 2005-2007, he was a Timberland Acquisitions Supervisor in Hoquiam, Washington. In 2007, he was promoted to Resource Unit Leader of Rayonier's Coastal Resource Unit based in Yulee, Florida and most recently served as Director, Land Asset Management since August 2014. He was promoted to his current position in February 2017.



Investor Day | November 2017

#### **Definitions of Non-GAAP Measures and Pro Forma Items**

Adjusted EBITDA is defined as earnings before interest, taxes, depreciation, depletion, amortization, the non-cash cost of land and improved development, costs related to shareholder litigation, the gain on foreign currency derivatives, Large Dispositions, internal review and restatement costs, costs related to spin-off of the Performance Fibers business, the gain related to the consolidation of the New Zealand JV and discontinued operations. Adjusted EBITDA is a non-GAAP measure that management uses to make strategic decisions about the business and that investors can use to evaluate the operational performance of the assets under management. It removes the impact of specific items that management believes do not directly reflect the core business operations on an ongoing basis.

**EBITDA** by segment is calculated as operating income before depreciation, depletion, amortization and specific items that are not indicative of ongoing operating results. EBITDA by segment for Rayonier is equal to Adjusted EBITDA.

Last twelve months (LTM) Adjusted EBITDA is a non-GAAP financial measure that Rayonier believes provides investors with useful information to evaluate the Company's ability to service its debt. For purposes of this calculation LTM Adjusted EBITDA is used as an indicator of the Company's performance over the most recent twelve months and debt net of cash is presented as an indicator of Rayonier's current leverage.

Cash Available for Distribution (CAD) is defined as cash provided by operating activities adjusted for capital spending (excluding timberland acquisitions and spending on the Rayonier office building) and working capital and other balance sheet changes. CAD is a non-GAAP measure that management uses to measure cash generated during a period that is available for dividend distribution, repurchase of the Company's common shares, debt reduction and strategic acquisitions. CAD is not necessarily indicative of the CAD that may be generated in future periods.

Costs related to shareholder litigation is defined as expenses incurred as a result of the securities litigation, the shareholder derivative demands and the Securities and Exchange Commission investigation. See Note 10 — Contingencies of Item 8 — Financial Statements and Supplementary Data in the Company's most recent Annual Report on Form 10-K. In addition, these costs include the costs associated with the Company's response to a subpoena it received from the SEC in November 2014. In July 2016, the Division of Enforcement of the SEC notified the Company that it had concluded its investigation into the Company.

Gain on foreign currency derivatives is the gain resulting from the foreign exchange derivatives the Company used to mitigate the risk of fluctuations in foreign exchange rates while awaiting the capital contribution to the New Zealand JV.

**Large Dispositions** are defined as transactions involving the sale of timberland that exceed \$20 million in size and do not have a demonstrable premium relative to timberland value.



\_\_\_\_ 77

# **Reconciliation of LTM Adjusted EBITDA**

(\$ in millions)	Q4 2016	Q1 2017	Q2 2017	Q3 2017	Total
(\$ III IIIIIIO113)	2010	2017	2017	2017	Total
Net income	\$50.5	\$35.1	\$30.8	\$28.8	\$145.2
Interest, net	8.2	7.9	8.2	8.1	\$32.4
Income tax expense	2.8	6.3	7.5	3.0	\$19.6
Depreciation, depletion and amortization	31.5	30.8	37.1	28.7	\$128.1
Non-cash cost of land and improved development	1.6	4.5	2.8	1.3	\$10.2
Costs related to shareholder litigation (1)		0.7			\$0.7
Large Dispositions (1)	(42.6)	(28.2)	-		(\$70.8
Adjusted EBITDA (1)	\$52.0	\$57.1	\$86.4	\$69.9	\$265.4

(1) Non-GAAP measure or pro forma item (see page 77 for definition).



# Reconciliation of Operating Income (Loss) to Adjusted EBITDA by Segment

	72 S S S S S S S S S S S S S S S S S S S	Pacific					
	Southern	Northwest	New Zealand			Corporate	
(\$ in millions)	Timber	Timber	Timber	Real Estate	Trading	and Other	Total
Q3 2017 LTM							
Operating Income	\$43.2	(\$4.4)	\$68.0	\$106.6	\$3.9	(\$20.4)	\$196.9
Depreciation, depletion & amortization	49.7	34.0	35.6	8.2		0.6	128.1
Non-cash cost of land and real estate sold			0.1	10.1			10.2
Non-operating income		-	0.3	-		-	0.3
Costs related to shareholder litigation (1)						0.7	0.7
Large Dispositions (1)		-		(70.8)	-	-	(70.8
Adjusted EBITDA (1)	\$92.9	\$29.6	\$104.0	\$54.1	\$3.9	(\$19.1)	\$265.4
Q3 2017 YTD							
Operating Income	\$35.0	(\$1.3)	\$56.3	\$57.3	\$3.4	(\$15.3)	\$135.4
Depreciation, depletion & amortization	37.1	23.8	29.3	5.9	φο.4	0.5	96.6
Non-cash cost of land and real estate sold		-	0.1	8.5		-	8.0
Non-operating income		-	0.3				0.3
Costs related to shareholder litigation (1)			-		-	0.7	0.3
Large Dispositions (1)			-	(28.2)	-	-	(28.2
Adjusted EBITDA (1)	\$72.1	\$22.5	\$86.0	\$43.5	\$3.4	(\$14.1)	\$213.4
2016							
Operating Income	\$43.1	(\$4.0)	\$33.1	\$202.4	\$2.0	(\$20.8)	\$255.8
Depreciation, depletion & amortization	49.8	25.2	23.4	16.3		0.4	115.1
Non-cash cost of land and real estate sold			1.8	9.9			11.7
Costs related to shareholder litigation (1)		-	-	-		2.2	2.2
Gain on foreign currency derivatives (1)					32	(1.2)	(1.2
Large Dispositions (1)	-	-		(143.9)		-	(143.9
Adjusted EBITDA (1)	\$92.9	\$21.2	\$58.3	\$84.7	\$2.0	(\$19.4)	\$239.7
1) Non-GAAP measure or pro forma item (see page 77 for definition).							



# Reconciliation of Operating Income (Loss) to Adjusted EBITDA by Segment

		Pacific					
(6 to 100 )	Southern	Northwest	New Zealand	De el Fereiro	Total Comme	Corporate	Total
(\$ in millions)	Timber	Timber	Timber	Real Estate	Trading	and Other	Total
2015							
Operating Income	\$46.7	\$6.9	\$2.8	\$44.3	\$1.2	(\$24.1)	\$77.8
Non-operating expense	-	-	-	-	-	(0.1)	(0.1
Depreciation, depletion & amortization	54.3	14.8	29.7	14.5	2	0.4	113.7
Non-cash cost of land and real estate sold			0.5	12.0			12.5
Costs related to shareholder litigation (1)		-			-	4.1	4.1
Adjusted EBITDA <sup>(1)</sup>	\$101.0	\$21.7	\$33.0	\$70.8	\$1.2	(\$19.7)	\$208.0
2014							
Operating Income	\$45.7	\$29.5	\$9.5	\$47.5	\$1.7	(\$35.6)	\$98.3
Depreciation, depletion & amortization	52.2	21.3	32.2	13.4		0.9	120.0
Non-cash cost of land and real estate sold		-	4.3	8.9			13.2
Large Dispositions (1)			-	(21.4)	2		(21.4
Internal review and restatement costs (1)		-		-	-	3.4	3.4
Adjusted EBITDA (1)	\$97.9	\$50.8	\$46.0	\$48.4	\$1.7	(\$31.3)	\$213.5
2013							
Operating Income	\$37.8	\$32.7	\$10.6	\$55.9	\$1.8	(\$30.1)	\$108.7
Depreciation, depletion & amortization	49.4	21.4	27.7	17.4	-	1.0	116.9
Non-cash cost of land and real estate sold				10.2	-		10.2
Large Dispositions (1)				(25.7)			(25.7
Gain on Consolidation of New Zealand JV (1)		-	-		-	(16.2)	(16.2
Adjusted EBITDA <sup>(1)</sup>	\$87.2	\$54.1	\$38.3	\$57.8	\$1.8	(\$45.3)	\$193.9
2012	F 9,000000	F 42-5513-00	6925-010	2000	852 (2000)	022705.000	100000000000000000000000000000000000000
Operating Income	\$23.4	\$20.6	\$2.0	\$32.0	(\$0.1)	(\$45.8)	\$32.1
Depreciation, depletion & amortization	52.7	22.2	0.2	8.1	-	1.4	84.6
Non-cash cost of land and real estate sold		-		4.7	-		4.7
Adjusted EBITDA (1)	\$76.1	\$42.8	\$2.2	\$44.8	(\$0.1)	(\$44.4)	\$121.4

(f) Non-GAAP measure or pro forma item (see page 77 for definition)



Investor Day | November 2017