

REGENCY CENTERS CORPORATION

NOMINATING & GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating & Governance Committee (the “Committee”) is:

1. to assist the Board in establishing criteria and qualifications for potential Board members;
2. to identify high quality individuals who have the core competencies and experience to become members of the Company’s Board and to recommend to the Board the director nominees for the next annual meeting of shareholders;
3. to establish corporate governance practices in compliance with applicable regulatory requirements and consistent with the highest standards, and recommend to the Board the corporate governance guidelines applicable to the Company;
4. to lead the Board in its annual review of the Board’s performance and establish appropriate programs for director development and education; and
5. to review committee membership and recommend to the Board director nominees for each committee on an annual basis.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange or any other securities exchange on which the shares of the Company’s stock are traded, as well as the requirements of the Securities & Exchange Commission and any other regulatory authority applicable to the Company.

The members and Chair of the Committee shall be selected by a majority vote of the Board of Directors at its annual meeting and shall serve on the Committee until the next annual meeting or until their successors shall be duly elected and qualified, or their earlier resignation or removal by the Board, with or without cause.

Meetings

- The Committee shall meet at least two times annually and more frequently as circumstances may dictate.
- The Committee shall meet periodically with the Company’s senior management and with the independent directors of the Board in separate executive sessions.

- The Committee will meet at the call of its Chairman or the Chairman of the Board.
- A majority of the Committee members will be quorum for the transaction of business.
- The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.
- Any action required to be taken at a meeting of the Committee will be deemed the action of the Committee without a meeting if all of the Committee members executed, either before or after the action is taken, a written consent and the consent is filed with the Corporate Secretary.
- Minutes shall be taken at each meeting of the Committee and included in the permanent minutes of the Company.
- A report of the Committee shall be presented to the Board on a regular basis and no less frequently than annually.

Committee Authority and Responsibilities

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Committee shall establish criteria and core competencies for potential director candidates and actively seek qualified and experienced individuals for recommendation to the Board as nominees. The Committee shall develop procedures for shareholders to submit recommendations for nominees. The Committee will consider and apply the same criteria to any candidates submitted to the Committee by shareholders that the Committee applies to its own candidates.
3. The Committee shall review and make recommendations to the Board concerning the size, structure and composition of the Board and its committees.
4. The Committee shall assist the Board in establishing a "job description" for Board members, setting forth the responsibilities and expected participation from directors. The Committee shall develop and implement a new board member orientation program and continuing education program for all directors.
5. The Committee shall assist the Board in establishing criteria and review guidelines for determining whether a director is "independent" for regulatory compliance purposes.
6. The Committee shall have the authority and responsibility to monitor and advise as to compliance by the Board and management with corporate governance policies and regulations. The Committee shall assist the Board in establishing and reviewing, on at least

an annual basis, appropriate procedures and processes for Board meetings and Committee meetings in light of “best practices” in corporate governance.

7. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board’s performance, to be discussed with the full Board following the end of each fiscal year.
8. The Committee shall review and reassess the adequacy of all corporate governance guidelines of the Company, including the *Code of Business Conduct and Ethics*, the *Stock Ownership Policy and Guidelines*, the *Conflicts of Interest Policy and Guidelines* and *Related Party Transaction Policies and Procedures*, and recommend any proposed changes to the Board for approval.
9. The Committee may approve any waivers of the Code of Conduct for executive officers or directors. If the Committee so chooses, it may refer a requested waiver for action by the Board or another Board committee and shall do so if the waiver is requested by a member of the Committee.
10. The Committee may form and delegate authority to subcommittees when appropriate, subject to applicable requirements under Florida law.
11. The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
12. The Committee shall review its own performance on a periodic basis.