



CATELLUS

CORPORATE GOVERNANCE COMMITTEE CHARTER

1. PURPOSE

The primary purposes of the Corporate Governance Committee are to assist the Board by (1) developing and recommending to the Board the Company's Corporate Governance Guidelines and evaluating the implementation of the Guidelines, (2) overseeing the evaluation and overall function of the Board and Board Committees, and (3) recommending committee assignments.

2. RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

2.1 Review of Corporate Governance Guidelines

The Committee shall annually review and assess the adequacy of the Corporate Governance Guidelines of the Company and recommend changes to the Board of Directors when appropriate.

2.2 Review and Evaluation of the Board and Board Committees

The Committee shall recommend to the Board the criteria for an annual self-evaluation of the performance of the Board and all Board committees. The Committee shall oversee the annual evaluation process, which shall include a review and evaluation of its own performance. The Committee shall present the annual evaluation results to the Board.

Following the Board evaluation, or as the Committee deems appropriate, the Committee shall review the overall function of the Board and Board Committees, and make recommendations to the Board regarding the structure, size and operations of the Board and its Committees.

2.3 Recommendation of Board Membership Criteria

The Committee shall annually review with the Board the appropriate skills and other factors required of Board members in the context of the current composition of the Board.



2.4 Oversight of Director Orientation

The Committee shall oversee management's design and implementation of an orientation process for new Directors.

2.5 Recommendation of Committee Assignments

The Committee shall recommend committee and committee chair assignments for annual appointment by the Board at the first meeting of the Board following the annual meeting of stockholders. The Committee shall also recommend members to fill vacancies on any Board committee, and when appropriate, recommend the removal of a committee member from a committee.

2.6 Review and Evaluation of the Chair of the Board

The Committee shall annually evaluate, with input from the non-management Directors, the accomplishment of the CEO of the goals established by the Compensation and Benefits Committee related to the role of Chair of the Board. The Committee Chair shall coordinate with the Chair of the Compensation and Benefits Committee the evaluation of the CEO's performance as Chair of the Board and jointly communicate the evaluation to the CEO and the full Board.

2.7 Review and Evaluation of the Lead Independent Director

The Committee shall recommend to the Board criteria for evaluating the performance of the Lead Independent Director and annually evaluate the Lead Independent Director's performance, with input from the other non-management Directors. The Committee shall present to the Board an overall assessment of the Lead Independent Director's performance.

2.8 Review of Outside Activities of Principal Officers

The Committee shall also annually review the outside activities of the principal officers of the Company, including membership on the boards of other companies or charitable organizations, and other volunteer activities that would represent a material commitment of time for the officers affected.



CATELLUS

2.9 Recommendation and Review of Code of Ethics

The Committee shall develop and recommend to the Board a Code of Ethics and recommend changes to the Board when appropriate. The Committee shall review any requests by Directors or executive officers for a waiver of a provision in the Code of Ethics and present such request to the Board to determine if such waiver is appropriate under the circumstances.

2.10 Review of Shareholder Communications

The Committee shall oversee the shareholder communications procedures maintained by the Company by which interested parties may make concerns known to the Lead Independent Director or the non-management Directors as a group.

2.11 Review of Committee Charter

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

2.12 Performance of Additional Responsibilities

The Committee shall perform such other functions as the Board may from time to time assign to the Committee.

3. COMPOSITION

The Committee shall consist of three or more Directors, each of whom shall satisfy the applicable independence requirements of the New York Stock Exchange and applicable laws.

Committee members shall be elected annually by the Board at the first meeting of the Board following the annual meeting of stockholders, and the Lead Independent Director, elected by the Directors, shall serve as the Chair of the Committee. The Board may remove a member of the Committee, with or without a formal recommendation by the Committee, by a majority vote of the Board.

The Committee shall have the authority to delegate any of its responsibilities to a subcommittee, as the Committee may deem appropriate in its sole discretion.

4. MEETINGS



The Committee will meet as necessary to satisfy the purposes of the Corporate Governance Guidelines and this Charter.

Unless the Board or Committee adopts other procedures, the provisions of the Company's Bylaws pertaining to meetings of the Board shall govern the conduct of meetings of the Committee.

The Committee may invite Company officers or other persons to the meetings, as the Committee deems appropriate.

5. COMMITTEE RESOURCES AND ACCESS TO INDEPENDENT ADVICE

The Committee will have the authority to select and retain, independent external professionals (including consulting firms, counsel, accountants, and others) as the Committee may deem appropriate to carry out its duties under this Charter. The Company shall make available resources necessary for the Committee to carry out its duties.

Company counsel (both in-house and outside) will be responsible to provide the Committee with regularly updated advice covering the overall legal and regulatory responsibilities of the Committee, including any materials and analyses requested by the Committee.

6. COMMUNICATION WITH THE BOARD

The Committee will maintain full, open, and candid communications with the Board. Following each Committee meeting, the Committee will present to the Board a summary of the Committee's activities.

Adopted February 11, 2004