

**TRIZEC PROPERTIES, INC.
CORPORATE GOVERNANCE COMMITTEE
CHARTER**

I. Purpose

The Corporate Governance Committee (the "Governance Committee") of the Board of Directors (the "Board of Directors") of Trizec Properties, Inc. (the "Corporation") shall (i) monitor significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies, (ii) establish a process for the Board of Directors and each committee in its annual self-evaluation, including establishing criteria to be used in connection with such self-evaluation, and (iii) assist the Board of Directors in developing, putting into practice, and monitoring a set of corporate governance principles and a code of business conduct and ethics applicable to the Corporation.

II. Membership Requirements

The Governance Committee shall be comprised of the number of directors the Board of Directors shall determine from time to time, such number not to be less than two in accordance with the Corporation's by-laws (the "By-Laws"). The membership of the Governance Committee shall meet all applicable requirements of the New York Stock Exchange and the Securities and Exchange Commission and any other applicable laws, rules and regulations with respect to independence, as determined by the Board of Directors. The members of the Governance Committee shall be appointed annually by the Board of Directors and may be removed at any time by the Board of Directors. Either the Board of Directors or the members of the Governance Committee may appoint the Chairman of the Governance Committee.

III. Authority

In discharging its responsibilities, the Governance Committee shall have authority to retain outside counsel or other consultants in the Governance Committee's sole discretion. The Governance Committee shall also have sole authority to approve the fees and other retention terms of such consultants and to terminate such consultants. The Governance Committee shall also have the authority to create subcommittees with such powers as the Governance Committee shall from time to time confer.

IV. Responsibilities and Duties

The following are the general responsibilities of the Governance Committee and are set forth only for its guidance. The Governance Committee may assume such other responsibilities as it deems necessary or appropriate in carrying out its purpose. The Governance Committee shall:

1. Monitor and safeguard the Board of Directors' independence.

2. Devise and recommend to the Board of Directors Corporate Governance Principles setting forth:
 - a. Standards regarding director qualifications;
 - b. Guidelines regarding director access to management and, as necessary and appropriate, to independent advisors;
 - c. Guidelines regarding director orientation and continuing education programs;
 - d. Requirements that the Board of Directors and each Committee conduct an annual self-evaluation to ensure that it and its committees are conducting themselves in an efficient manner; and
 - e. Such other matters as the Governance Committee deems necessary or appropriate.
3. Annually recommend to the Independent Directors, for their approval, a Presiding Independent Director, including any changes in the roles and responsibilities of such Presiding Independent Director, as necessary.
4. Review and establish, for approval by the Board, succession planning for executive officers of the Corporation.
5. Monitor compliance with the Corporate Governance Principles.
6. Devise and recommend to the Board of Directors a Code of Business Conduct and Ethics for directors, officers and employees addressing, at a minimum, conflicts of interest transactions and compliance with applicable laws, rules and regulations, including compliance and enforcement mechanisms.
7. Monitor compliance with the Code of Business Conduct and Ethics, and review and approve all requests by directors or officers for waivers of the code.
8. Regularly report to the Board of Directors its conclusions with respect to the matters that the Governance Committee has considered.
9. Annually undertake performance evaluations of the Board committees and the full Board of Directors, including a review and evaluation of the performance of the Governance Committee with the committee or individual designated by the Board of Directors to undertake such review.
10. Review and reassess the adequacy of this Charter of the Governance Committee annually and submit any proposed modifications to the Board of Directors for approval.

11. Ensure that this Charter, the Corporate Governance Principles, and the Code of Business Conduct and Ethics are posted on the Corporation's website.
12. Perform any other activities consistent with this Charter, the Corporation's By-Laws and governing law, as the Governance Committee or the Board of Directors deems necessary or appropriate.

V. Meetings

Subject to the By-Laws and resolutions of the Board of Directors, the Governance Committee shall meet at least two times annually at such times as the Chairman of the Governance Committee shall designate. At such meetings, the Governance Committee shall meet with such members of senior management as the Board of Directors shall designate, and shall separately meet in an executive session without any management present. The Governance Committee shall fix its own rules of procedure, and a majority of the number of members then serving on the Governance Committee shall constitute a quorum. The Governance Committee shall keep minutes of its meetings, and all action taken by it shall be reported to the Board of Directors.