

**THE MILLS CORPORATION**

**GOVERNANCE AND NOMINATING COMMITTEE**  
**AMENDED AND RESTATED CHARTER**

This AMENDED AND RESTATED CHARTER (the “**Charter**”) of the GOVERNANCE AND NOMINATING COMMITTEE (the “**Committee**”) has been adopted by the Board of Directors (the “**Board**”) of The Mills Corporation (“**Mills**” or the “**Company**”) on December 1, 2004.

- A. Purpose. The purpose of the Governance and Nominating Committee shall be to assist the Board in identifying qualified individuals to become Board members, in determining the composition of the Board and its committees, in monitoring a process to assess the effectiveness of the Board and Management, and in developing and implementing the Company's corporate governance guidelines.
- B. Members. The Committee shall be comprised of at least three but not more than five members, each of whom shall be an “Independent Director” of the Board. Members of the Committee shall be appointed and may be removed by the Board. For purposes of this Charter, “**Independent Director**” shall mean directors who are determined by the Board to comply with standards of independence established by the Board consistent with applicable statutes, SEC regulations, and listing standards of the New York Stock Exchange.

The Committee’s chair shall be designated by the Board.

- C. Duties, Responsibilities and Authority. The Committee shall have the following duties, responsibilities and authority:
1. Recommend to the Board nominees for election as directors at the annual meeting of stockholders;
  2. Recommend and periodically evaluate criteria for Board membership and selection of new directors, including the establishment of “independence” standards, and recommend to the Board the skills, experience, perspective and background required for the effective functioning of the Board, considering the Company’s strategy, and its regulatory, geographic and market environments;
  3. Search for, recruit, screen, interview and recommend candidates for new directors as necessary to fill vacancies or the additional needs of the Board, consistent with criteria approved by the Board, and consider management’s and stockholder’s recommendations for director candidates;
  4. Have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm’s fees and other retention terms;
  5. Oversee the evaluation of the Board and management, including the development and recommendation to the Board for its approval of an annual self-evaluation process of the Board and its committees, which evaluation process may include a review of (a) the Board’s effectiveness, (b) the composition, organization (including its committee structure, membership and leadership) and practices of

the Board, and (c) tenure and other policies related to the directors' service on the Board, and monitor the annual self-evaluations;

6. Using the periodic evaluation process described in paragraph 5 and other relevant information, report to the Board on the qualifications and performance of incumbent directors when making recommendations for or against such directors' re-election to the Board;
7. Recommend annually to the Board director nominees for each Board committee, taking into account the qualifications, skills and background of such director, as well as the listing standards of the New York Stock Exchange and applicable laws, rules and regulations and advise the Board on the appropriate composition of each Board committee;
8. Recommend to the Board desired skills and characteristics of Board members, including independence, skills, knowledge, perspective, broad business judgment and leadership, relevant specific industry or regulatory affairs knowledge, business creativity and vision, experience, age and diversity, all in the context of an assessment of the perceived needs of the Board at that time.
9. Review and discuss with the Board relationships between the Company and the directors and non-Board services provided by directors to the Company, its subsidiaries and affiliates;
10. Periodically review and discuss with the Board whether individual independent directors continue to satisfy the independence standards adopted by the Board, the SEC, and the New York Stock Exchange;
11. Recommend to the Board the resignation or removal of a director where appropriate;
12. Periodically evaluate, and report to the Board its evaluation of, the quality, sufficiency and currency of information furnished by management to the directors in connection with Board and committee meetings and other activities of the directors and make appropriate recommendations;
13. Develop and recommend to the Board a set of corporate governance principles applicable to the Company, including procedures to assure compliance with the principles, and review at least annually the principles and recommend appropriate changes, and initiate and oversee a periodic evaluation of corporate governance matters generally; and, based on the foregoing, recommend action to the Board where appropriate;
14. Periodically review and discuss with the Board the compliance by Management with the Company's corporate governance principles;
15. Develop and recommend to the Board a Code of Business Conduct and Ethics (the "**Code of Ethics**") applicable to the Company, including procedures for assuring compliance with the Code of Ethics, and review at least annually the Code of Ethics and recommend appropriate changes;

16. Establish and administer, in conjunction with the Audit Committee (which shall be responsible for administering procedures for reporting potential violations of the Code of Ethics relating to financial reporting matters), procedures for employees of the Company to report, on a confidential basis, potential violations of the Code of Ethics;
17. Develop and periodically report to the Board succession plans for the CEO and other key executives, including succession in the case of emergencies or retirement; working with the Board and the Executive Compensation Committee, identify, evaluate and recommend potential successors to the CEO and other key executives;
18. Review the Board's policies for director compensation and stock ownership, and recommend to the Board compensation programs for directors;
19. Monitor the orientation and continuing training needs of directors and recommend action to the Board where appropriate;
20. Evaluate the Committee's performance and Charter at least annually, and recommend to the Board such modifications to the Charter as the Committee deems necessary or appropriate;
21. Evaluate the charters of the Audit Committee and Compensation Committee periodically, in consultation with the chairmen of each of those committees, and recommend to the Board such modifications of those charters as the Committee deems necessary or appropriate;
22. Publish on the Company's website, the charters of each committee of the Board, the Company's Corporate Governance Guidelines and the Code of Ethics;
23. Where appropriate, obtain advice and assistance from internal or outside legal, accounting or other advisors;
24. Form and delegate authority to subcommittees of the Committee if determined to be necessary or advisable;
25. Make reports to the Board at its next regularly scheduled meeting as appropriate following meetings of the Governance and Nominating Committee, accompanied by any recommendations to the Board; and
26. Perform such other functions within the scope of the foregoing which the Committee deems appropriate to undertake from time to time.