

Heritage Property Investment Trust, Inc.

Corporate Governance Committee Composition

Robert J. Watson, Chairman
Chairman, CEO & Principal Stockholder, LPM Holding Co.

Richard C. Garrison
President, Bink, Inc.

Kenneth K. Quigley, Jr.
President, Curry College

Heritage Property Investment Trust, Inc.

Corporate Governance Committee Charter

A. Charter.

This charter ("**Charter**") governs the operations of the Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Heritage Property Investment Trust, Inc. (the "**Company**"). At least annually, the Committee shall review and reassess this Charter and recommend any proposed changes to the Board, which shall have sole authority to amend this Charter. The Company shall make this Charter available on its website at www.heritagerealty.com. The Company shall disclose such availability in its Annual Report on Form 10-K and also shall disclose that it will provide a printed copy of this Charter without charge to any Company stockholder who requests it.

B. Purpose of Committee.

The Committee shall be appointed by the Board to:

- (1) Develop and recommend to the Board the Corporate Governance Guidelines and the Code of Business Conduct and Ethics for the Company.
- (2) Monitor a process to assess the effectiveness of the Board.

C. Members and Qualifications.

The members of the Committee shall be appointed and replaced by the Board and shall be composed of at least three directors. The Committee shall be composed of at least three directors, each of whom is independent from the management of the Company under applicable requirements of the New York Stock Exchange and rules and regulations of the SEC. The Board shall make an affirmative determination that the members of the Committee do not have a material relationship with the Company.

D. Meetings.

- (1) The Committee shall meet separately from the Board; provided, however, the Committee may meet immediately before or after any meeting of the Board.
- (2) The Committee may hold meetings at such times and locations as the Committee may determine, but in no event shall the Committee meet less frequently than annually.

- (3) At any meeting of the Committee, a majority of its members shall constitute a quorum. When a quorum is present at any meeting, a majority of Committee members present may take any action.
- (4) The Committee may establish rules and procedures for the conduct of its meetings that are consistent with this Charter.

E. Committee Authority and Responsibilities.

- (1) The Committee shall have the sole authority to obtain advice and assistance from internal or external legal, accounting or other advisors, and shall have sole authority to approve any such advisor's fees and other retention terms.
- (2) The Committee shall develop and recommend to the Board an annual self-evaluation process of the Board and its committees, and shall oversee the self-evaluation of the Board and the evaluation of Company officers.
- (3) The Committee shall develop and annually review and reassess the adequacy of the Corporate Governance Guidelines and the Code of Ethics and Business Conduct of the Company and recommend any proposed changes to the Board for approval.
- (4) The Committee may form and delegate authority to subcommittees of one or more directors when appropriate.
- (5) The Committee shall make regular reports to the Board.
- (6) The Committee shall provide general advice to the Board on corporate governance matters.
- (7) The Committee shall have the resources and authority appropriate to discharge its responsibilities in accordance with this Charter.
- (8) Costs incurred by the Committee in performing its functions under this Charter shall be borne by the Company.

F. Effectiveness of the Committee.

At each meeting of the Committee, the Committee shall consider whether it should take any steps to improve the effectiveness of the Committee including, among other things, whether this Charter should be modified. The Committee shall annually review its own performance.