



THE NOMINATING AND GOVERNANCE COMMITTEE CHARTER

February 18, 2004

The following shall constitute the Nominating and Governance Committee Charter (the "Charter") of the board of trustees (the "Board") of First Potomac Realty Trust (the "Company"):

I. ORGANIZATION

There shall be constituted a standing committee of the Board to be known as the Nominating and Governance Committee (the "Committee").

II. COMPOSITION AND SELECTION

The Committee shall be comprised of two or more trustees. The members of the Committee shall meet the independence requirements of the New York Stock Exchange as then in effect.

The members of the Committee shall be appointed by the Board annually on the recommendation of the Committee and may be removed by the Board. The members of the Committee shall serve until their successors are duly elected and qualified. Unless a Chairman is elected by the Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee.

The duties and responsibilities of the Committee shall be in addition to those duties otherwise required for members of the Board.

III. STATEMENT OF PURPOSE

The Committee shall (i) oversee the process by which individuals are nominated to become Board members, including the identification of individuals qualified to become board members (ii) develop and recommend to the Board a set of governance principles, and (iii) oversee matters of governance to ensure that the Board is appropriately constituted and operated to meet its fiduciary obligations, including advising the Board on matters of (A) board organization, membership and function and (B) committee structure and membership.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall have the authority to retain consultants to advise the Committee and to assist it in identifying suitable potential board nominees and shall have sole authority to approve the consultant's fees and other retention terms.

The Committee also shall have authority, to the extent it deems necessary or appropriate, to retain special legal, accounting or other consultants to advise the Committee. The Committee shall also have the authority to determine, and to receive from the Company, the appropriate compensation to be paid to any special legal, accounting or other consultant retained by the Committee.

The Committee may form and delegate authority to subcommittees comprised entirely of independent trustees when appropriate. In carrying out its responsibilities, the Committee shall:

1. Identify individuals who satisfy the criteria for selection to the Board and make recommendations to the Board on new candidates for Board membership.
2. Consider candidates recommended by shareholders, other members of the Board, officers and employees of the Company and other sources that the Committee deems appropriate.
3. Review the qualifications, performance and independence of existing Board members and make recommendations whether they should stand for re-election.
4. Recruit those candidates for Board membership that are approved by the Board.
5. Establish criteria for membership on the Board committees and make recommendations to the Board for appointments to and removal from committees.
6. Develop and recommend to the Board a set of Governance Guidelines and a Code of Business Conduct and Ethics, and review them annually and recommend such changes as may be appropriate.
7. Periodically review the Board's committee structure, committee operations, committee formations, and committee charters and make such recommendations to the Board as are determined to be consistent with best practices and the best interests of the Company.
8. Review and recommend policies with respect to composition, organization, processes, and practices of the Board, including policies with respect to the size of the Board; the types, function, size and membership of the Board committees; meetings of the Board (including executive sessions); and Board retirement and tenure policies.
9. To oversee the annual performance evaluation of the Board and each Board member, and of management and performance of the other Board committees.
10. Oversee the Company's positions on and policies in respect to significant shareholder relations issues, including all proposals submitted by shareholders for inclusion in the Company's proxy statement.
11. Identify and investigate emerging governance issues and trends which may affect the Company.

12. Review any proposed amendments to the Company's Declaration of Trust and Bylaws and recommend appropriate action to the Board.
13. Have such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

V. MEETINGS

The Committee shall meet separately in executive sessions without any members of management present at least quarterly, or as often as may be deemed necessary or appropriate in its judgment and that of the Board. The Chairman or a majority of the members of the Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. Following each meeting, the Committee shall report to the Board at the next regularly scheduled Board meeting, or sooner, as circumstances may dictate.

VI. CONSISTENCY WITH DECLARATION OF TRUST

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Declaration of Trust or the Bylaws of the Company, the Declaration of Trust or the Bylaws, as appropriate, shall fully control.

VII. CERTIFICATION

This Nominating and Governance Committee Charter was duly approved and adopted by the Board of the Company on the 18th day of February, 2004.