

Corporate Governance

Brookfield Properties' board of directors is strongly committed to sound corporate governance practices. The board continuously reviews its policies and benchmarks them against evolving governance legislation and the views of acknowledged leaders in the area. During 2008, the company continued to further its commitment to prudent corporate governance, ensuring that investors' interests are represented by a majority of independent directors on the board.

Brookfield Properties' shareholder-friendly corporate governance policies include:

- The board has a majority of independent directors
- The full board is elected annually; shareholders have cumulative voting rights in director elections
- The company does not have a poison pill in place
- The positions of CEO and Chairman are separated and a lead independent director has been designated
- The company has publicly disclosed board guidelines and the performance of the board is reviewed annually
- Independent directors routinely meet without the CEO or management present
- The audit committee and the governance and nominating committee are comprised solely of independent directors

The charters for the board of directors and each of the standing committees are in compliance with New York Stock Exchange ("NYSE") rules on corporate governance, the provisions of the Sarbanes-Oxley Act of 2002, and Canadian securities laws. Brookfield Properties, a Canadian company, has chosen to comply with NYSE rules as they apply to U.S. domestic companies and it has filed with the NYSE the most recent Annual CEO Certification as required by section 33A.12(a) of the NYSE Listed Company Manual. However, the company has elected to rely on an exemption from the NYSE rules with respect to certain independence requirements for its human resources and compensation committee. The board believes that it has an appropriate mix of directors on its committees to effectively oversee the business plan and management's performance.

The board strives to keep informed on governance developments as the regulatory and business climates continue to evolve, and to adopt measures as appropriate to ensure that the company's commitment to sound corporate governance remains intact.

Committee Membership

Audit Committee	Governance & Nominating Committee	Human Resources & Compensation Committee
Paul D. McFarlane, Chair William T. Cahill Allan S. Olson Robert L. Stelzl	Allan S. Olson*, Chair William T. Cahill Roderick D. Fraser Diana L. Taylor	J. Bruce Flatt, Chair Paul D. McFarlane Linda D. Rabbitt

* *Lead independent director*

Corporate Social Responsibility

Brookfield Properties believes that making a positive contribution to the communities in which it operates is fundamental to the way it does business. That is why the goal of its corporate social responsibility program is to use the company's human and financial resources to help enrich the lives of those in the cities where it has a presence. This is accomplished in three direct ways. First, the company owns, develops, and manages premier office properties that are sustainable, environmentally friendly, and technologically advanced. Second, it seeks to instill and support a culture of charitable giving and volunteerism amongst its employees. And third, it serves the larger community by animating the public spaces at flagship properties with top-quality concerts, exhibitions, fairs, and festivals, which are held year-round and free of charge.

Brookfield Properties issued its first Corporate Social Responsibility Report in 2008, available for download on the company's Web site at www.brookfieldproperties.com.

Board of Directors



Gordon E. Arnell
Calgary, Alberta
Chairman
Brookfield Properties Corporation

Chairman of Brookfield Properties since 1995; President 1990-1995; CEO 1990-2000; previously held senior executive roles at Oxford Development Group Ltd. and Trizec Corporation Ltd.



J. Bruce Flatt
Toronto, Ontario
Senior Managing Partner and CEO
Brookfield Asset Management Inc.

Current position since 2002; President and CEO of Brookfield Properties Corporation 2000–2001; President and COO 1995–2000; held other senior management positions since 1992.



William T. Cahill
Ridgefield, Connecticut
Managing Director, Independent Risk
Citi Community Capital

Current position since 2002. Previous positions include Managing Director, Citigroup Real Estate Inc., OREO 1996–2002 and Senior Asset Manager 1991–1996. Vice President and Senior Asset Manager, Mellon Real Estate Investment Advisors Inc., 1983–1991.



Roderick D. Fraser, Ph.D., O.C.
Edmonton, Alberta
President Emeritus
University of Alberta

President and Vice-Chancellor, University of Alberta 1995-2005; Dean of the Faculty of Arts and Science and Vice-Principal (Resources), Queen's University, Kingston. Officer of the Order of Canada. Director, Canada-U.S. Fulbright Program, the Aga Khan University and the Alberta Ballet.



Richard B. Clark
New York, New York
Chief Executive Officer
Brookfield Properties Corporation

Current position since 2002; President and CEO of U.S. operations 2000–2002; senior positions for Brookfield Properties and predecessor companies including COO, EVP and Director of Leasing. NAREIT and REBNY Executive Committee; Former Chairman, Real Estate Roundtable Tax Policy Advisory Committee.



Paul D. McFarlane
Mississauga, Ontario
Corporate Director

Retired from a Canadian chartered bank in 2002 after more than 40 years of service. From 1994 until retirement, served as Senior Vice President, Risk Management Division, Head Office. Held positions in numerous branch, regional and head office positions.



Jack L. Cockwell
Toronto, Ontario
Group Chairman
Brookfield Asset Management Inc.

Current position since 2002; President and CEO 1991–2001; senior executive of predecessor companies from 1969. Governor, Royal Ontario Museum and Ryerson University; Director Astral Media Inc and the Toronto Waterfront Corporation.



Allan S. Olson
Edmonton, Alberta
Chairman and CEO
First Industries Corporation

Current position since 1991. Chairman and CEO, Churchill Corp. 1989–1990 and Banister Construction Group 1990–1991. Various positions at Stuart Olson Construction including President and CEO 1965–1989. Director, ZCL Composites Inc.



Linda Rabbitt
Bethesda, Maryland
CEO, Founder and Chairman
Rand Construction Corporation

Current position since 1989. Executive Vice President, co-founder and co-owner, Hart Construction Co., 1985-1989. Director, Watson Wyatt Worldwide; Class C Director, the Federal Reserve Bank of Richmond. Trustee, George Washington University and Federal City Council. Director, the Greater Washington Board of Trade and the Economic Club of Washington, D.C.



Diana L. Taylor
New York, New York
Managing Director, Wolfensohn & Company

Current position since 2007. Previously Superintendent of Banks for the State of New York; Deputy Secretary to Governor of New York; CFO of Long Island Power Authority; Investment Banker with Smith Barney and Lehman Brothers; Founding Partner of M. R. Beal & Co.; Director, After School Corp., Hudson River Park Trust, Literacy Partners, New York Women’s Foundation, Mailman School of Public Health, Dartmouth College, ACCION International, Sotheby’s, Allianz Global Investors, and Fannie Mae. Member, Council on Foreign Relations.



Robert L. Stelz
Los Angeles, California

Retired from Colony Capital after 14 years as principal and member of the investment committee. Chairman, Brookfield Homes and Director, the Van Eck Family of Mutual Funds, New York. President, Bren Investment Properties 1982-1989; senior management positions with several international real estate companies including Cadillac Fairview and Cabot, Cabot and Forbes. Former Chairman, Aman Hotels.



John E. Zuccotti
New York, New York
Co-Chairman
Brookfield Properties Corporation

Current position since 2002. Chairman, Real Estate Board of New York 2004-2006; Senior Counsel, Weil, Gotshal and Manges since 1998; Deputy Chairman, Brookfield Properties 1999-2002; President and CEO, Olympia & York Companies U.S.A. 1990-1996; Partner, Brown & Wood 1986-1990 and Tufo & Zuccotti 1978-1986. First Deputy Mayor of the City of New York 1975-1977. Chairman, New York City Planning Commission 1973-1975. Trustee Emeritus, Columbia University.

Officers

CORPORATE

Richard B. Clark
Chief Executive Officer

Steven J. Douglas
President

Bryan K. Davis
Chief Financial Officer

Brett M. Fox
Chief Compliance and Administrative Officer
Corporate Counsel

Melissa J. Coley
Vice President, Investor Relations and
Communications

P. Keith Hyde
Vice President, Taxation

Dana E. Petitto
Vice President and Controller

PROPERTY OPERATIONS

UNITED STATES

Dennis H. Friedrich
President and Chief Executive Officer

Paul L. Schulman
Chief Operating Officer

Lawrence F. Graham
Executive Vice President

Edward F. Beisner
Senior Vice President and Controller

G. Mark Brown
Senior Vice President, Strategic Initiatives &
Finance

James E. Hedges
Senior Vice President, Acquisitions and
Dispositions

Kathleen G. Kane
Senior Vice President and General Counsel

Sabrina L. Kanner
Senior Vice President, Design and Construction

Daniel M. Kindbergh
Senior Vice President, Operations

Jeremiah B. Larkin
Senior Vice President, Director of Leasing

Paul H. Layne
Executive Vice President, Houston

Sara B. Queen
Senior Asset Manager

Joshua J. Sirefman
Senior Vice President, Development

David Sternberg
Senior Vice President, Midwest and Mountain
Region

Andrew W. Osborne
Vice President, Acquisitions and
Dispositions

Stephanie A. Schembari
Vice President, Human Resources

CANADA

Thomas F. Farley
President and Chief Executive Officer

T. Jan Sucharda
Chief Operating Officer

Stefan J. Dembinski
Senior Vice President, Asset Management
Eastern

Robert K. MacNicol
Senior Vice President, Office Leasing, Eastern

Ian D. Parker
Senior Vice President, Asset Management,
Western

Deborah R. Rogers
Senior Vice President, Legal, Eastern

Ryk Stryland
Senior Vice President, Development

T. Nga Trinh
Senior Vice President, Investments

N. Dwight Jack
Vice President, Office Leasing, Western

Ricky Tang
Vice President and Controller

RESIDENTIAL OPERATIONS

Alan Norris
President and Chief Executive Officer