Role of the Board of Directors

The role of the Board of Directors of Forest City Realty Trust, Inc. (the "Company") is to direct the Company's business affairs in the best interests of the Company and its shareholders. The Board of Directors believes that the best interests of the Company and its shareholders will be well served when the Board of Directors considers the interests of the Company's other corporate constituencies, including associates, customers, suppliers and creditors, as well as other permissible interests, to the extent provided by law. The Board of Directors believes in establishing a corporate culture of accountability, responsibility and ethical behavior through the careful selection and evaluation of senior management and members of the Board of Directors and by carrying out the responsibilities of the Board of Directors with honesty and integrity.

In discharging their obligations, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisers and auditors. Members of the Board of Directors are expected to prepare for, attend, and participate in all meetings of the Board of Directors and meetings of the committees on which they serve and to devote the time necessary to discharge their responsibilities appropriately. Each member of the Board of Directors is expected to ensure that other commitments do not materially interfere with the member's service as a director.

In performing its role, the principal functions of the Board of Directors, or the appropriate committees thereof, will be the following:

- develop procedures for the succession planning for the Chief Executive Officer and other senior executive officers, review and evaluate the Company's executive succession plan and the Company's progress related to its succession planning for senior management, and oversee and execute such succession, which shall be within the function of the Compensation Committee; review the Company's diversity plan and progress;

- review, approve and monitor the Company's major objectives and its strategies to achieve those objectives, and evaluate the Company's performance against those objectives and strategies;

- authorize all fundamental corporate changes and major transactions, such as mergers, acquisitions and changes in capital structure, subject to shareholder approval when and as required by law and subject to the Company's governing documents and instruments;

- oversee the Company's overall risk management program, with the Board concentrating on strategic and other significant risks and delegating the review of accounting risks, cybersecurity risks and the Company's Enterprise Risk Management Program to the Audit Committee, with the Compensation and Corporate Governance and Nominating Committees undertaking the review of risks relevant to their governance duties and responsibilities.

- advise management on significant issues facing the Company and oversee the conduct of the Company's business to evaluate whether the business is being properly managed, which shall be within the function of the Audit Committee;

- review and, where appropriate, approve major changes in, and determinations of other major issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements, which shall be within the function of the Audit Committee;

- oversee processes for evaluating the adequacy of internal controls, risk management, financial reporting and legal compliance, which shall be within the function of the Audit Committee;

- oversee the Company's charitable and political activities, including corporate political spending and lobbying activities, which shall be within the function of the Corporate Governance and Nominating Committee;

- assist management with the evaluation and reassessment of the Code of Legal and Ethical Conduct required by the Sarbanes-Oxley Act of 2002 and the New York Stock Exchange, Inc. ("NYSE") which shall be within the function of the Corporate Governance and Nominating Committee and monitor compliance with the Code, which shall be within the function of the Audit Committee;

- facilitate the performance of the Board of Directors' fiduciary obligations by promoting an open, positive dialogue among members of the Board of Directors; and

- nominate directors and ensure that the structure and practices of the Board of Directors provide for sound corporate governance, which shall be within the function of the Corporate Governance and Nominating Committee.

I. Composition of the Board of Directors

A. Size of the Board of Directors.

The Board of Directors shall have thirteen (13) members. The Company's Bylaws require that the Board of Directors consist of not fewer than eleven (11) but no more than fifteen (15) directors. The Board of Directors believes that the current size allows it to function effectively, and permits diversity of experience without hindering effective discussion or diminishing individual accountability. The Board will periodically review the size of the Board based on recommendations of the Corporate Governance and Nominating Committee.

B. Board of Directors' Determination of Director Independence.

The Corporate Governance and Nominating Committee is responsible for annually reviewing and evaluating the relevant facts, circumstances and relationships of all current and potential directors, and for making a recommendation to the full Board of Directors as to the independence of each director. In making this recommendation, the Corporate Governance and Nominating Committee will review the appropriate standards of independence imposed by applicable laws and regulations, including, but not limited to, Sections 303A(1) and 303A(2) of the NYSE Listed Company Manual and other applicable listing standards of the NYSE. Prior to the meeting at which the Board of Directors considers this recommendation, the Board of Directors shall be provided with sufficient information regarding each director's direct or indirect business relationships with the Company or its management to enable it to evaluate the director's independence as a member of the Board and each committee on which he or she serves. Based upon the Corporate Governance and Nominating Committee's recommendation and the relevant facts and circumstances, the Board of Directors, in its business judgment, will determine whether a director has a direct or indirect relationship with the Company or its management that would interfere with (i) such director's exercise of independent judgment or (ii) such compensation committee member's ability to be independent from management in connection with the duties of a compensation committee member. Only those directors who the Board of Directors affirmatively determines have no such material relationship will be considered independent directors and, as applicable, independent compensation committee members.

C. Director Qualification Criteria and Selection of Directors.

The Corporate Governance and Nominating Committee is responsible for reviewing, at least annually, and selecting potential directors who possess the skills, knowledge and understanding necessary for the Board of Directors to successfully perform its role in corporate governance. In general, the desired attributes of individual directors are as follows:

- integrity and demonstrated high ethical standards;
- the ability to express opinions, raise tough questions and make informed, independent judgments;
- knowledge, experience and skills in at least one specialty area, for example:
  - accounting and finance;
  - strategic planning;
  - corporate management;
  - knowledge of the real estate industry (development, management, operations, marketing, competition, etc.); and
  - international, legal or governmental expertise;
- ability to devote sufficient time to prepare for and attend Board of Directors meetings (service on no more than four other public company Boards of Directors, subject to the Board of Directors' review);
- willingness and ability to work with other members of the Board of Directors in an open and constructive manner;
- ability to communicate clearly and persuasively; and
- diversity in gender, ethnic background, geographic origin or personal and professional experience.

In addition, the Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. Furthermore, the Board does not believe that age alone should determine whether an individual should serve as a director and therefore does not believe that a mandatory retirement age for directors is appropriate.

D. Directors Who Change Their Present Job Responsibility.

The Board of Directors believes that an individual director who significantly changes his or her principal business or professional responsibility outside of the Company should submit a conditional letter of resignation to the Board of Directors. In such a case, it is the responsibility of the Corporate Governance and Nominating Committee to review the continued appropriateness of membership on the Board of Directors for that individual and to determine whether or not the resignation will be accepted.

II. Board of Directors Operating Procedures

A. Establishment of Agenda for Board of Directors Meetings.

The Chairman or Co-Chairmen of the Board of Directors and the Chief Executive Officer establish the agenda for Board of Directors meetings. Each member of the Board of Directors is free to suggest alternate or additional meeting dates or additional items for inclusion on the agenda for any meeting.

B. Distribution of Materials in Advance of Meetings.

The meeting agenda and other information and materials that are important to the Board of Directors' understanding of the financial performance of the Company or its understanding of any strategic plan or transaction or any other agenda items will be distributed, to the extent reasonably practicable, prior to all meetings.

C. Board of Directors Access to Senior Management, Consultants and Advisers.

At the invitation of the Chairman or Co-Chairmen of the Board, members of senior management and independent consultants and advisers will attend Board of Directors meetings, or portions thereof, for the purpose of providing information and participating in discussions. Generally, presentations by management of matters to be considered by the Board of Directors are to be made by a senior executive or other manager responsible for that area of the Company's operations. In addition, members of the Board of Directors have complete access to all other members of management and associates of the Company. The Secretary of the Company will, whenever requested, assist in arranging and facilitating such contacts. It is assumed that members of the

Board of Directors will use judgment to be sure that this contact is not distracting to the business operation of the Company and that such contact, if in writing, will be copied to the Chairman or Co-Chairmen of the Board and Chief Executive Officer.

D. Executive Sessions of Independent, Non-Management Directors.

The independent, non-management directors will meet in an executive session (i.e., outside the presence of management) at least twice each year and otherwise at regularly scheduled Board of Directors meetings or at such other times as the Board of Directors may determine. One of the executive sessions is dedicated to the review and evaluation of the Chief Executive Officer. The Chair of the Corporate Governance and Nominating Committee, or such other appointed independent, non-management director, shall preside over each executive session. The Company will publish the name of the presiding director, along with a means for interested parties to communicate with the independent, non-management directors, in its annual proxy statement.

E. Evaluation of the Chief Executive Officer.

It is the policy of the Board of Directors that the independent, non-management directors meet in an executive session no less than once a year to discuss the Compensation Committee's evaluation of the performance of the Chief Executive Officer. The evaluation is based on objective and subjective criteria, including an assessment of business performance, accomplishment of long-term strategic objectives, and management development. A clear understanding between the independent, non-management directors and the Chief Executive Officer regarding the Company's expected performance and the measurement of such performance is critical to the process.

F. Committee Structure and Operations.

1. Number and Structure of Board Committees. It is the general policy of the Company that all major decisions are to be considered by the Board of Directors as a whole. Consequently, the committee structure of the Board of Directors is limited to those committees considered to be basic or required for the operation of a public company. Currently these committees are the Audit Committee, Compensation Committee, and Corporate Governance and Nominating Committee. The members and chairs of these committees are recommended to the Board of Directors by the Corporate Governance and Nominating Committee. In compliance

with the rules promulgated by the Securities and Exchange Commission and the NYSE, the Board Committees shall be composed entirely of independent directors.

Committees shall receive authority exclusively through delegation from the Board of Directors through their charters, resolutions or as provided by these Corporate Governance Guidelines. All committee actions must be ratified by the Board of Directors before becoming effective unless any actions are taken pursuant to an express delegation of authority. In addition to the authority granted hereunder or under each committee's charter, the Board of Directors and each committee have the power to hire independent legal, financial or other advisers as they may deem necessary without consulting or obtaining the approval of senior management.

2. Rotation of Committee Members. The Corporate Governance and Nominating Committee is responsible for rotating the membership of the committees from time to time.

3. Committee Meetings and Agenda. The Chair of each committee, in consultation with the committee members, determines the frequency (consistent with such committee's charter), agenda and length of all committee meetings. The Board of Directors as a whole is free to suggest matters for addition to committee agendas, and to recommend more or less frequent committee meetings, as appropriate, from time to time.

4. Function of Individual Committees.

(a) Audit Committee.

The Audit Committee's Charter sets forth its duties and responsibilities. Generally, the purposes of the Audit Committee are to (a) assist the Board of Directors in fulfilling its oversight responsibilities with respect to (i) the integrity of the Company's financial statements, including the Company's system of internal controls, accounting controls and disclosure controls, (ii) the Company's Enterprise Risk Management System, (iii) the Company's compliance with legal, ethical and regulatory requirements, (iv) the outside auditors' qualifications and independence, and (v) the performance of the outside auditors and (vi) the Company's internal audit function; (b) produce the

Audit Committee's report, made pursuant to the Securities Exchange Act of 1934, to be included in the Company's annual proxy statement; and (c) oversee cybersecurity risks for the Company on behalf of the Board.

(b) Compensation Committee.

The Compensation Committee's Charter sets forth its duties and responsibilities. Generally, the Compensation Committee (a) establishes and oversees compensation of the Company's executive officers and senior management, including, without limitation, salaries and incentive awards, pursuant to authority delegated to the Committee by the Board; (b) approves the Company's equity incentive plans; (c) in accordance with federal securities laws, produces an annual report on executive compensation for inclusion in the proxy statement relating to the Company's annual meeting of shareholders; (d) oversees, together with the Corporate Governance and Nominating Committee, the Company's succession planning for senior management; and (e) oversees, together with the Corporate Governance and Nominating Committee, the Company's diversity plans and progress.

(c) Corporate Governance and Nominating Committee.

The Corporate Governance and Nominating Committee's Charter sets forth its duties and responsibilities. Generally, the purposes of the Corporate Governance and Nominating Committee are to (a) to assist the Board by identifying individuals qualified to become Board members consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (b) to recommend to the Board the director nominees for each committee; (c) to serve in an advisory capacity to the Board and Co-Chairmen of the Board on matters of organizational and governance structure of the Company and in such capacity to develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; (d) to develop and recommend to the Board the Company's Code of Legal and Ethical Conduct; (e) to lead the Board in its annual review of the Board's performance; (f) to annually review and establish the compensation of the Board; (g) to ensure that appropriate procedures are developed to evaluate the performance of the Chief Executive Officer; (h) to oversee the evaluation of the Board, its committees and management, (i) to oversee, together with the Compensation Committee, the Company's succession planning for senior management; (j) to oversee, together with the Compensation Committee, the Company's diversity plans and progress; and (k) to oversee the Company's charitable and political activities. The Committee shall report to the Board on a regular basis and not less than once a year.

G. Invitation to Join the Board of Directors, Orientation of New Directors and Continuing Education.

When a new director is to be elected to the Board of Directors, the Chairman or Co-Chairmen of the Board is responsible for extending the offer, on behalf of the entire Board of Directors, to the new director to join the Board of Directors. The Corporate Governance and Nominating Committee is responsible for conducting an orientation program for all new directors, which consists of meetings with the Chief Executive Officer and other members of senior management including the senior officer who acts as the liaison for the committee upon which the new director will serve, if any. All directors will also be invited to participate in the orientation program.

Periodically, the Company will provide opportunities for directors to visit the Company's significant facilities in order to provide greater understanding of the Company's business and operations. Additionally, a portion of every regularly scheduled Board meeting will be devoted to educating the Board on subjects that would assist the directors in discharging their duties, including compliance and corporate governance matters, business-specific learning opportunities through presentations and site visits, briefings on topics that present special risks or opportunities to the Company or the real estate industry in general and presentations by directors and senior management that summarize relevant educational conferences that they attended during the quarter.

H. Conflicts of Interest.

If a director deems any invitation to serve on another corporate or not-for-profit board or with a government or advisory group to be an actual or potential conflict of interest, then the director shall report the matter to the Chairman of the Corporate Governance and Nominating Committee for evaluation and appropriate resolution.

If an actual or potential conflict of interest develops because of a change in the business operations of the Company or any of its subsidiaries, or in a director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director is affiliated), the director shall report the matter to the Chairman of the Corporate Governance and Nominating Committee for evaluation and appropriate resolution.

If a director has a personal interest in a matter before the Board of Directors, the director shall disclose the interest to the full Board of Directors, excuse himself or herself from participation in the discussion, and shall not vote on the matter.

I. Transactions with Directors or their Affiliates.

Except for employment arrangements with the Chief Executive Officer and other management directors, certain relationships and/or transactions arising from the RMS, Limited Partnership, an Ohio limited partnership, and certain development transactions with Bruce C. Ratner, the Company does not engage in transactions with directors or their affiliates if a transaction would cast into doubt the independence of a director, present the appearance of a conflict of interest, or is otherwise prohibited by law, rule or regulation. This includes, directly or indirectly, any extension, maintenance or renewal of an extension of credit to any director or member of management of the Company. This prohibition also includes significant business dealings with directors or their affiliates, and consulting contracts with, or other indirect forms of compensation to a director. Any waiver of this policy may be made only by the Board of Directors (or a special committee of the Board created in connection with such "related party" transaction) or the Corporate Governance and Nominating Committee and shall be disclosed to the Company's shareholders in accordance with the applicable federal and state securities law requirements and NYSE's rules. Additionally, charitable contributions in excess of Fifty Thousand Dollars ($50,000) to organizations with which an independent director is affiliated shall require the approval of the Corporate Governance and Nominating Committee and will be disclosed in the proxy statement relating to the Company's annual meeting of shareholders as required by federal securities laws.

J. Review of Corporate Governance Guidelines.

The Corporate Governance and Nominating Committee is responsible for periodically updating the Board of Directors on selected corporate governance matters affecting the Company. The Corporate Governance and Nominating Committee is also responsible for reviewing these Corporate Governance Guidelines and reporting its findings to the full Board of Directors, including any recommended changes. If necessary, the full Board of Directors should revise and update these Corporate Governance Guidelines based upon the recommendations of the Corporate Governance and Nominating Committee.

K. Communication with the Public, Shareholders and Others.

The Board of Directors believes that the Company's senior management should speak for the Company. Communications with the public, the press, customers, securities analysts and shareholders should typically flow through, and be coordinated by, the Chief Executive Officer or other senior management. Where circumstances require communication from the Board of Directors, the Chairman of the Board, after consultation with other Board members, should speak for the Board of Directors.

The Board of Directors encourages senior management to meet periodically with significant investors to discuss the Company's corporate governance practices. Senior management will report the results of these meetings to the Board of Directors so that they can more readily consider the views of significant investors when the Board of Directors shapes its corporate governance practices.

L. Succession Planning and Senior Management Development.

The Compensation and Corporate Governance and Nominating Committees shall develop procedures for the succession plan of the Chief Executive Officer and other senior executive officer positions held in the Company. The Committees shall consider the views of the Chief Executive Officer and Chairman or Co-Chairmen of the Board, as appropriate. The Committees shall submit an annual report to the independent, non-management directors. Among other matters, this report should identify and comment on non-associates of the Company who are considered potential successors to the current Chief Executive Officer or potential candidates for other senior executive officer positions. Finally, this report should identify any senior management needs of the Company that are not being fulfilled by members of existing senior management. The Chief Executive Officer will continuously keep the independent, non-management directors apprised of whom he or she recommends to assume the Chief Executive Officer's role in the event the Chief Executive Officer becomes unable to perform his or her duties, along with a review of any development plans recommended for such individuals. The Compensation and Corporate Governance and Nominating Committees shall oversee and execute the succession plan.

M. Diversity.

The Corporate Governance and Nominating Committee and the Compensation Committee shall jointly oversee the Company's diversity plan and progress.

III. Board of Directors Compensation

Compensation Determinations.

The Corporate Governance and Nominating Committee is responsible for reviewing the size and structure of director compensation packages. In performing its review, the Compensation Committee should compare the Company's director compensation levels to those of similar companies in like industries. The Corporate Governance and Nominating Committee may employ an independent consultant to perform that comparison. The Compensation Committee will set reasonable compensation levels for directors and shall present these actions to the full Board of Directors for ratification. Management directors will not participate in Board of Director compensation programs. The current fees and noncash compensation for non-associate directors are set forth in the Company's annual proxy statement.

IV. Board of Directors Self-Evaluation

A. Self-Evaluation of the Board of Directors.

The Board of Directors, with guidance from the Corporate Governance and Nominating Committee, annually reviews and evaluates its performance based upon completion by all members of the Board of Directors of an evaluation form that includes, among other things, an assessment of the Board of Directors' structure, size, governance principles, composition, agenda, processes and schedule. The purpose of the review is to consider whether the Board of Directors and its committees are functioning well in view of their responsibilities and the evolving circumstances facing the Company and to identify specific areas, if any, in need of improvement or strengthening.

B. Retention of Materials.

It is the Company's policy that Board of Directors evaluation materials be prepared and used only for internal evaluation purposes. Accordingly, the Board of Directors will not retain copies of written evaluation materials.

V. Confidentiality Acknowledgement by the Board of Directors.

Pursuant to their fiduciary duties of loyalty and care, Directors are required to protect and hold confidential all non-public information obtained due to their directorship position, absent any legal duty or the express or implied permission of the Board of Directors to disclose such information. Accordingly,

i. No Director shall use Confidential Information (defined below in paragraph [ii]) for his or her own personal benefit or to benefit persons or entities outside the Company; and

ii. No Director shall disclose Confidential Information outside the Company, either during or after his or her service as a Director of the Company, except with authorization of the Board of Directors or as may be otherwise required by law.

"Confidential Information" is all non-public information entrusted to or obtained by a Director by reason of his or her position as a Director of the Company. It includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed, such as:

- Non-public information about the Company's financial condition, business prospects or plans;
- Non-public information concerning possible transactions with other companies or information about the Company's customers, suppliers or joint venture partners, which the Company is under an obligation to maintain as confidential; and
- Non-public information about discussions and deliberations relating to business issues and decisions between officers and Directors.

VI. Indemnification of Board Members

All directors are entitled to indemnification to the fullest extent permitted under the laws of Maryland and the Company's charter documents. In addition, all directors are covered by the Company's directors and officers liability insurance policy. Copies of this insurance policy are available upon request.

VII. Amendment, Modification and Waiver

These guidelines may be amended, modified or waived by the Corporate Governance and Nominating Committee, on behalf of the Board, with Board ratification of substantial modifications. Waivers of these guidelines may also be granted by the Corporate Governance and Nominating Committee, subject to disclosure and other provisions of the Securities Exchange Act of 1934, as amended by the Sarbanes-Oxley Act of 2002, and the applicable rules of the NYSE.

VIII. Availability of Corporate Governance Guidelines

Consistent with NYSE listing requirements, these guidelines will be included on the Company's website and will be made available upon request sent to the Company's Secretary. The proxy statement relating to the Company's annual meeting of shareholders will also state that these Guidelines are available on the Company's website and will be available upon request sent to the Company's Secretary.

Adopted:	March 12, 2003
Amended:	March 22, 2007
Amended:	March 26, 2009
Amended:	June 4, 2009
Amended:	March 24, 2011
Amended:	March 21, 2012
Amended:	December 20, 2012
Amended:	June 13, 2013
Amended:	May 12, 2014
Amended:	December 31, 2015