

REGENCY CENTERS CORP
Form DEF 14A
April 03, 2006
Table of Contents

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

REGENCY CENTERS CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.

Edgar Filing: REGENCY CENTERS CORP - Form DEF 14A

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

(6)

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:

Table of Contents

REGENCY CENTERS CORPORATION

NOTICE AND PROXY STATEMENT

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD MAY 2, 2006

TO THE HOLDERS OF COMMON STOCK:

PLEASE TAKE NOTICE that the annual meeting of shareholders of Regency Centers Corporation will be held on Tuesday, May 2, 2006, at 11:00 A.M., eastern time, in The River Room, Salon One of the River Club, 35th Floor of the Modis Building, One Independent Drive, Jacksonville, Florida.

The meeting will be held for the following purposes:

1. To elect a board of directors to serve until the 2007 annual meeting of shareholders and until their successors have been elected and qualified.
2. To ratify the appointment of KPMG LLP as Regency's independent registered public accountants for the year ending December 31, 2006.
3. To transact such other business as may properly come before the meeting or any adjournment.

The shareholders of record at the close of business on March 17, 2006 will be entitled to vote at the annual meeting.

We hope you will be able to attend the meeting, but in any event we would appreciate your dating, signing and returning the enclosed proxy as promptly as possible. You may also vote via the Internet, or by telephone, as instructed on the enclosed proxy. If you attend the meeting, you may revoke your proxy and vote in person.

By Order of the Board of Directors,

J. Christian Leavitt
Senior Vice President, Secretary
and Treasurer

Dated: April 3, 2006

Table of Contents

TABLE OF CONTENTS

	Page
<u>ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS</u>	1
<u>VOTING ELECTRONICALLY OR BY TELEPHONE</u>	2
<u>VOTING SECURITIES</u>	2
<u>Stock Ownership Policy for Officers and Directors</u>	4
<u>PROPOSAL ONE: ELECTION OF DIRECTORS</u>	5
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	8
<u>Executive Officers</u>	9
<u>Board of Directors and Standing Committees</u>	9
<u>AUDIT COMMITTEE REPORT</u>	12
<u>COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION</u>	13
<u>What is Regency's philosophy of executive compensation?</u>	14
<u>What are the annual cash compensation components?</u>	14
<u>What is Regency's philosophy for long-term incentive compensation?</u>	14
<u>How did Regency perform in 2005?</u>	15
<u>How is the CEO compensated?</u>	16
<u>How is the company addressing Internal Revenue Code limits?</u>	16
<u>COMPARATIVE STOCK PERFORMANCE</u>	17
<u>EXECUTIVE COMPENSATION</u>	17
<u>CERTAIN TRANSACTIONS</u>	22
<u>PROPOSAL TWO: RATIFICATION OF APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS</u>	22
<u>OTHER MATTERS</u>	24
<u>SHAREHOLDER PROPOSALS AND COMMUNICATIONS WITH THE BOARD OF DIRECTORS</u>	24
<u>ANNUAL REPORT</u>	24
<u>EXPENSES OF SOLICITATION</u>	25

Table of Contents

REGENCY CENTERS CORPORATION

121 West Forsyth Street, Suite 200

Jacksonville, Florida 32202

PROXY STATEMENT FOR ANNUAL MEETING OF

SHAREHOLDERS TO BE HELD MAY 2, 2006

This proxy statement and the enclosed form of proxy are first being sent to shareholders of Regency Centers Corporation on or about April 3, 2006 in connection with the solicitation by Regency's board of directors of proxies to be used at Regency's 2006 annual meeting of shareholders. The meeting will be held on Tuesday, May 2, 2006, at 11:00 A.M., eastern time, in The River Room, Salon One of the River Club, 35th Floor of the Modis Building, One Independent Drive, Jacksonville, Florida 32202.

The board of directors has designated Martin E. Stein, Jr., Mary Lou Fiala and Bruce M. Johnson, and each or any of them, as proxies to vote the shares of common stock solicited on its behalf. If you sign and return the enclosed form of proxy, you may nevertheless revoke it at any time insofar as it has not been exercised by (1) giving written notice to Regency's Corporate Secretary, (2) delivering a later dated proxy, or (3) attending the meeting and voting in person. The shares represented by your proxy will be voted unless the proxy is mutilated or otherwise received in such form or at such time as to render it not votable. Proxies will be tabulated by Regency's transfer agent, American Stock Transfer & Trust Company.

If the meeting is adjourned for any reason, at any subsequent reconvening of the meeting all proxies may be voted in the same manner as the proxies would have been voted at the original convening of the meeting (except for any proxies that have been properly revoked or withdrawn).

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

You may choose to receive shareholder materials, including proxy statements and annual reports, via electronic delivery in the future, which can help us achieve a substantial reduction in our printing and mailing costs as well as be environmentally friendly. If you choose to receive your proxy materials electronically, then before next year's annual meeting, you will receive an e-mail notification when the proxy materials and annual report are available over the Internet. Your election to receive electronic delivery of these materials will remain in effect for all future shareholder meetings unless you revoke it before the meeting by following the instructions set forth at the applicable website below. If you elect to access our shareholder materials electronically, you may still request paper copies by contacting our Investor Relations Department at the address set forth above.

Table of Contents

If your shares are registered in your own name (instead of through a broker or other nominee), sign up for electronic delivery of proxy materials in the future at:

www.amstock.com

Under Shareholder Services select Shareholder Account Access. When prompted, enter your information and submit, then select Receive Company Mailing via Email.

If you hold your shares in an account at a brokerage firm or bank participating in a street name program, you can sign up for electronic delivery of proxy materials in the future by contacting your broker.

VOTING ELECTRONICALLY OR BY TELEPHONE

If your shares are registered in your own name (instead of through a broker or other nominee), you can vote your shares on the Internet by following the instructions at the Internet voting website at www.voteproxy.com. Please carefully follow the directions on your proxy card. If you vote via the Internet you may be required to bear costs associated with electronic access, such as usage charges from Internet access providers and telephone companies.

To vote by telephone, you should dial (toll-free) 1-800-PROXIES; you will then be prompted to enter the control number printed on your proxy card and to follow subsequent instructions.

The giving of a proxy via the Internet or by telephone will not affect your right to vote in person should you decide to attend the annual meeting or to change your vote electronically or by telephone.

Regency reserves the right to cancel the electronic voting or telephone voting program at any time.

If your shares are held in an account at a brokerage firm or bank participating in a street name program, you may already have been offered the opportunity to vote using the Internet. A number of brokerage firms and banks participate in a program that offers Internet voting options for shares held in street name.

VOTING SECURITIES

The record of shareholders entitled to vote was taken at the close of business on March 17, 2006. At such date, Regency had outstanding and entitled to vote 68,392,709 shares of common stock, \$.01 par value. Each share of common stock entitles the holder to one vote. Holders of a majority of the outstanding common stock must be present in person or represented by proxy to constitute a quorum at the annual meeting.

The following table shows information relating to the beneficial ownership as of March 17, 2006 of:

each person known to Regency to be the beneficial owner of more than 5% of Regency's common stock,

each director and nominee,

each of the executive officers named in the summary compensation table elsewhere in this proxy statement, and

Table of Contents

all directors and executive officers as a group.
 Except as otherwise indicated, the shareholders listed exercise sole voting and dispositive power over the shares.

Amount and Nature of Shares Beneficially Owned⁽¹⁾

Name	Number of Shares	Right to	Percent of Class
	Owned ⁽²⁾	Acquire ⁽³⁾	
Morgan Stanley ⁽⁴⁾	5,127,072		7.5%
Wellington Management Company, LLP ⁽⁵⁾	4,380,285		6.4%
Martin E. Stein, Jr.	1,095,095 ⁽⁶⁾	339,826	2.1%
Mary Lou Fiala	193,609	157,637	*
Bruce M. Johnson	188,902	126,341	*
Brian M. Smith	22,614	3,196	
Raymond L. Bank	30,076	14,140	*
C. Ronald Blankenship	4,760		
A. R. Carpenter	49,640	7,013	*
J. Dix Druce, Jr.	26,572	15,110	*
Douglas S. Luke	43,029	10,006	*
John C. Schweitzer	13,943	20,670	*
Thomas G. Wattles	12,132 ⁽⁷⁾		
Terry N. Worrell	28,383 ⁽⁸⁾	12,999	*
All directors and executive officers as a group (a total of 12 persons)	1,956,141 ⁽⁶⁾⁽⁷⁾⁽⁸⁾	706,938	3.5%

* Less than one percent

⁽¹⁾ Information presented in this table and related notes has been obtained from the beneficial owner or from reports filed by the beneficial owner with the Securities and Exchange Commission pursuant to Section 13 of the Securities Exchange Act of 1934.

⁽²⁾ Excludes shares that:

are restricted stock or stock rights; or

may be acquired through stock option exercises.

⁽³⁾ Shares that can be acquired through stock option exercises through May 30, 2006. Excludes shares which may be issued upon vesting of restricted stock or stock rights described in footnote (2) to the summary compensation table and the performance-based stock rights awards described in the long-term incentive plan awards table included elsewhere in this proxy statement.

⁽⁴⁾ The business address for Morgan Stanley is 1585 Broadway, New York, New York 10036.

⁽⁵⁾ The business address for Wellington Management Company, LLP is 75 State Street, Boston, Massachusetts 02109.

- (6) Includes the following shares over which Mr. Stein is deemed to have shared voting and investment power:

160,263 shares held by The Regency Group (Nevada) Limited Partnership, the sole general partner of which is a wholly-owned subsidiary of The Regency Group, Inc. All of the outstanding stock of The Regency Group, Inc. is owned by The Regency Square Group II (Nevada) Limited Partnership, the sole general partner of which is a corporation all of the outstanding stock of which is owned by Mr. Stein and members of his family.

307,147 shares held by The Regency Group II. Mr. Stein is a general partner of The Regency Group II and a trustee of a trust that is also a general partner.

Table of Contents

108,235 shares held by Regency Square II. Mr. Stein is a general partner of Regency Square II and a trustee of a trust that is also a general partner.

4,000 shares held for the benefit of Mr. Stein by the Wellhouse Trust. Mr. Stein has investment power with respect to such shares.

6,053 shares held by Mr. Stein as custodian for his children.

⁽⁷⁾ Includes 7,000 shares held in a trust. Mr. Wattles has investment power over these shares.

⁽⁸⁾ Includes 7,500 shares held in two trusts. Mr. Worrell has investment power over these shares.

Stock Ownership Policy for Officers and Directors

Our board of directors has adopted a stock ownership policy for senior officers and outside directors in order to encourage them to focus on creating long-term shareholder value. The policy sets stock ownership targets for officers as a multiple of base salary. For example, the target for the chief executive officer is five times his annual base salary. The target for outside directors is the greater of five times their annual retainer fees or \$250,000 (exclusive of fees for committee service or attendance fees). The targets are to be achieved by directors and executive officers over a five-year accumulation period. The stock ownership policy also requires the chief executive officer, the chief operating officer, the chief financial officer, the chief investment officer and the board of directors:

to retain the after-tax value of Regency shares acquired on the exercise of stock options or on the vesting of stock awards for one year after exercise or vesting, and

to retain 60% of that value so long as they remain an officer or director.

In the case of the chief investment officer, who was promoted to this position in September 2005, the retention policy applies to share-based awards granted after January 1, 2006.

Compliance with the policy is measured by using the higher of the trading price of the shares on the date of acquisition or the 30-day average before the measurement date. Any options, restricted stock or stock rights awards granted to a participant while he or she is not in compliance with these guidelines will vest over five rather than four years or such longer period as the compensation committee determines, in its discretion.

Table of Contents

PROPOSAL ONE: ELECTION OF DIRECTORS

Regency's articles of incorporation provide for the number of directors to be fixed pursuant to the bylaws, subject to a minimum of 3 and a maximum of 15. Our bylaws have been amended to provide that the number of directors may not be increased or decreased by more than one without a vote of the shareholders. We currently have eleven directors.

The board of directors has nominated all eleven of its members to stand for re-election at the 2006 meeting. All nominees were elected as directors by shareholders at the 2005 annual meeting. Directors will be elected by a plurality of votes cast by shares entitled to vote at the meeting. All directors elected at the meeting will serve until the 2007 annual meeting and until their successors are elected and qualified.

Regency's board of directors has determined that Messrs. Raymond L. Bank, C. Ronald Blankenship, A. R. Carpenter, J. Dix Druce, Douglas S. Luke, John C. Schweitzer, Thomas G. Wattles and Terry N. Worrell, being a majority of our directors, are independent as defined by Sections 303A.02(a) and (b) of the New York Stock Exchange listing standards. In determining independence, the following commercial or charitable relationships will not be considered to be material relationships that would impair a director's independence:

- (i) if a Regency director or his or her immediate family member is an executive officer of another company that does business with Regency and the annual payments by Regency to the other company are less than 1% of the annual consolidated revenues of the other company;
- (ii) if a Regency director or his or her immediate family member is an executive officer of another company which is indebted to Regency, or to which Regency is indebted, and the total amount of either company's indebtedness to the other is less than 1% of the total consolidated assets of the other company; and
- (iii) if a Regency director serves as an officer, director or trustee of a charitable organization, and Regency's discretionary charitable contributions to the organization are less than 1% of that organization's total annual charitable receipts (Regency's automatic matching of employee charitable contributions will not be included in the amount of Regency's contributions for this purpose).

The board will annually review all commercial and charitable relationships of directors and determine whether directors meet these categorical independence tests.

During 2005, the spouse of Mr. Douglas S. Luke provided services to Regency in connection with preparation of the non-financial statement portions of our annual report to shareholders. The board considered the terms of Mrs. Luke's engagement and determined that it was not material because of the nominal fees involved, and that Mr. Luke therefore qualifies as independent. See "Certain Transactions" for additional information concerning Mrs. Luke's engagement.

During 2005, none of Regency's independent directors served as an executive officer of any tax exempt organization to which Regency made contributions.

The board of directors has adopted corporate governance guidelines, including a code of business conduct and ethics for our directors, officers and employees. The corporate

Table of Contents

governance guidelines and code of conduct are posted on our website at www.regencycenters.com. Copies may also be obtained in printed form by contacting Thomas Paul, Vice President-Internal Audit, at (904) 598-7000.

The accompanying proxy will be voted, if authority to do so is not withheld, for the election as directors of each of the board's nominees. Each nominee is presently available for election. If any nominee should become unavailable, which is not now anticipated, the persons voting the accompanying proxy may, in their discretion, vote for a substitute.

The board of directors of Regency recommends a vote for the election of each of its nominees. Proxies solicited by the board will be so voted unless shareholders specify in their proxies a contrary choice.

Information concerning all nominees for director, based on data furnished by them, is set forth below.

MARTIN E. STEIN, JR.

(First elected to the board in 1993)

Mr. Stein, age 53, is Chairman of the Board and Chief Executive Officer of Regency. He served as President of Regency from its initial public offering in October 1993 until December 31, 1998. Mr. Stein also served as President of Regency's predecessor real estate division since 1981, and Vice President from 1976 to 1981. He is a director of Patriot Transportation Holding, Inc., a publicly held transportation and real estate company, and Stein Mart, Inc., a publicly held upscale discount retailer. He also serves as Regency's designee on the board of directors of Macquarie CountryWide Management Limited, the manager of Regency's joint venture partner, Macquarie-CountryWide Trust, an Australian listed property trust. Mr. Stein also serves on the Board of Governors and the Executive Committee of the National Association of Real Estate Investment Trusts and is a member of the International Council of Shopping Centers, the Urban Land Institute and the Real Estate Roundtable.

MARY LOU FIALA

(First elected to the board in 1997)

Mrs. Fiala, age 54, became President and Chief Operating Officer of Regency in January 1999. Before joining Regency she was Managing Director - Security Capital U.S. Realty Strategic Group from March 1997 to January 1999. Mrs. Fiala was Senior Vice President and Director of Stores, New England - Macy's East/ Federated Department Stores from 1994 to March 1997. From 1976 to 1994, Mrs. Fiala held various merchandising and store operations positions with Macy's/Federated Department Stores. Mrs. Fiala is a director of Build-A-Bear Workshop, Inc. and the University of North Florida Foundation. She is also a member of the board of trustees of the International Council of Shopping Centers and a National Trustee for Boys & Girls Clubs of America.

BRUCE M. JOHNSON

(First elected to the board in 2004)

Mr. Johnson, age 58, has been Managing Director and Chief Financial Officer of Regency since July 1993. From 1979 to October 1993, he served as Executive Vice President of Regency's predecessor. Prior to joining Regency, Mr. Johnson was Vice President of Barnett Winston Trust, an equity and mortgage real estate investment trust. Mr. Johnson is a

Table of Contents

director of Columbia Equity Trust, Inc., an owner and operator of commercial office properties in the greater Washington, DC area. He also serves as Chairman of Brooks Rehabilitation Hospital, a private not-for-profit rehabilitation hospital, and sits on the Board and the Executive Committee of its private parent company, Brooks Health Systems.

RAYMOND L. BANK

(First elected to the board in 1997)

Mr. Bank, age 52, was a founder and President of Merchant Partners, a venture capital firm focusing on retail, direct marketing, and consumer service companies from 1994 through 2004. He also serves as President of Raymond L. Bank & Associates, Inc., a firm investing in and advising marketing-driven companies in the retail, direct marketing and services sectors, since 1991.

C. RONALD BLANKENSHIP

(First elected to the board in 2001)

Mr. Blankenship, age 56, has been Co-Chairman of Verde Group since June 2003. He was Vice Chairman of Security Capital Group Incorporated from May 1998 until June 2003. He was Chief Operating Officer of Security Capital from 1998 to May 2002 and Managing Director from 1991 until May 1998. Prior to June 1997, he was the Chairman of Archstone Communities Trust. Mr. Blankenship was formerly a trustee of ProLogis Trust and was formerly a director of BelmontCorp, InterPark Holdings Incorporated, Storage USA, Inc. and Macquarie Capital Partners, LLC. He also served as Interim Chairman, Chief Executive Officer and director of Homestead Village Incorporated from May 1999 until November 2001.

A. R. CARPENTER

(First elected to the board in 1993)

Mr. Carpenter, age 64, retired from CSX Corporation as Vice Chairman, a position he held from July 1999 to February 2001. From 1962 until February 2001, he held a variety of positions with CSX, including President and Chief Executive Officer (from 1992 to July 1999) and Executive Vice President-Sales and Marketing (from 1989 to 1992) of CSX Transportation, Inc. Mr. Carpenter is a director of Florida Rock Industries, Inc. and Stein Mart, Inc.

J. DIX DRUCE, JR.

(First elected to the board in 1993)

Mr. Druce, age 58, has been President and Chairman of the Board of National P.E.T. Scan, LLC since June 2000. From 1988 until 2000, he served as President and Chairman of the Board of Life Service Corp., Inc., a life insurance management company, and President and director of American Merchants Life Insurance Company and its parent, AML Acquisition Company, from October 1992 until the companies' sale in 2000. He was President and director (Chairman from May 1989 to July 1991) of National Farmers Union Life Insurance Company from 1987 to 1991, and President and director of Loyalty Life Insurance Company and NFU Acquisition Company from 1987 to 1991. Mr. Druce is a director of Florida Rock Industries, Inc.

Table of Contents

DOUGLAS S. LUKE

(First elected to the board in 1993)

Mr. Luke, age 64, is President and Chief Executive Officer of HL Capital, Inc., a personal management and investment company. From 1991 to 1998 Mr. Luke was President and Chief Executive Officer of WLD Enterprises, Inc., a Ft. Lauderdale, Florida-based diversified private investment and management company with interests in securities, real estate and operating businesses. From 1987 to 1990 he was Managing Director of Rothschild Inc./Rothschild Ventures. He is director of MeadWestvaco Corporation, a diversified paper and chemicals manufacturing company.

JOHN C. SCHWEITZER

(First elected to the board in 1999)

Mr. Schweitzer, age 61, is President of Westgate Corporation, which holds investments in real estate and venture capital operations. Mr. Schweitzer is a trustee of Archstone Smith Communities Trust, and a director of J.P. Morgan Chase Bank of Texas-Austin and KLRU Austin Public Television. He previously served as a member of Pacific Retail Trust's board of trustees before its merger into Regency in February 1999. Mr. Schweitzer also served as a director or officer of a number of public companies and financial institutions, including Franklin Federal Bancorp, Elgin Clock Company, El Paso Electric Company, MBank El Paso, the Circle K Corporation, Homestead Village Incorporated and Enerserv Products.

THOMAS G. WATTLES

(First elected to the board in 2001)

Mr. Wattles, age 54, has been Chairman and Chief Investment Officer of Dividend Capital Trust, a publicly held industrial property REIT, since March 2003 and Principal of Black Creek Group, a real estate investment management firm, since February 2003. He served as Managing Director of Security Capital from 1991 to 2002 and as a trustee of ProLogis Trust from 1993 to May 2002. He was a director of ProLogis predecessor from its formation in 1991, and was Non-Executive Chairman of ProLogis from March 1997 to May 1998. Mr. Wattles was Co-Chairman and Chief Investment Officer of ProLogis and its former REIT manager from November 1993 to March 1997, and director of the former REIT manager from June 1991 to March 1997.

TERRY N. WORRELL

(First elected to the board in 1999)

Mr. Worrell, age 61, is a private investor in commercial properties and other business ventures. Mr. Worrell is a director of Crescent Real Estate Equities Company, a real estate investment trust, and NL Industries, Inc., an international producer of titanium dioxide pigments. Mr. Worrell was a member of Pacific Retail Trust's board of trustees before its merger into Regency in February 1999. From 1974 to 1989 he was President and CEO of Sound Warehouse of Dallas, Inc. prior to its purchase by Blockbuster Music.

Section 16(a) Beneficial Ownership Reporting Compliance

Under Section 16(a) of the Securities Exchange Act, an officer, director or 10% shareholder must file a Form 4 reporting the acquisition or disposition of Regency equity securities with the Securities and Exchange Commission no later than the end of the second

Table of Contents

business day after the day the transaction occurred unless certain exceptions apply. Transactions not reported on Form 4 must be reported on Form 5 within 45 days after the end of the company's fiscal year. To Regency's knowledge, based solely on a review of the copies of these reports furnished to it and written representations that no other reports were required, the officers, directors, and greater than 10% beneficial owners complied with all applicable Section 16(a) filing requirements during 2005.

Executive Officers

Regency's executive officers are:

Name (age)	Title
Martin E. Stein, Jr. (53)	Chairman and Chief Executive Officer
Mary Lou Fiala (54)	President and Chief Operating Officer
Bruce M. Johnson (58)	Managing Director and Chief Financial Officer
Brian M. Smith (51)	Managing Director and Chief Investment Officer

For information with respect to Messrs. Stein and Johnson and Ms. Fiala, please see the information in the board of directors listing on the preceding pages.

Brian M. Smith has been Managing Director and Chief Investment Officer of Regency since September 2005. From March 1999 to September 2005 he served as Managing Director of Investments for Regency's Pacific Mid-Atlantic and Northeast divisions. Prior to joining Regency, Mr. Smith was Managing Director - Pacific Investments for Pacific Retail Trust from January 1997 to February 1999 at which time PRT was acquired by Regency. Mr. Smith started his real estate career at Trammell Crow Company, where he was a partner in the firm, managing director and member of the National Retail Executive Committee.

Board of Directors and Standing Committees

The board held four regular meetings and three special meetings during 2005. All directors attended at least 75% of all meetings of the board and board committees on which they served during 2005.

Regency's independent directors meet quarterly in conjunction with the regular board meetings. The independent directors have elected John C. Schweitzer as lead director. As lead director, Mr. Schweitzer presides at the independent directors' meetings. See Shareholder Proposals and Communications with the Board of Directors for information on how to communicate with Mr. Schweitzer or any of the other independent directors.

The board of directors has established five standing committees: an executive committee, an audit committee, a compensation committee, a nominating and corporate governance committee and an investment committee, which are described below. Members of these committees are elected annually at the regular board meeting held in conjunction with the annual shareholders' meeting. The charter of each committee is available on our website at

Table of Contents

www.regencycenters.com or in printed form by contacting Thomas Paul, Vice President Internal Audit at (904) 598-7000.

Executive Committee. The executive committee presently is composed of Martin E. Stein, Jr. (Chairman) or Mary Lou Fiala, if Mr. Stein is unavailable, and any two other directors who qualify as independent directors, as defined by the New York Stock Exchange, and who are available to meet when committee action is required. The executive committee met once during 2005. The executive committee is authorized by the resolutions establishing the committee to handle ministerial matters requiring board approval. The executive committee may not perform functions reserved under Florida law or the rules of the New York Stock Exchange for the full board of directors and, in addition, may not declare dividends.

Audit Committee. The audit committee, which has been established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act, presently is composed of J. Dix Druce, Jr. (Chairman), Raymond L. Bank, A. R. Carpenter and Thomas G. Wattles, all of whom are considered independent under the rules of the New York Stock Exchange. No member of the audit committee serves on the audit committees of more than three public companies. The audit committee met eight times during 2005. The principal responsibilities of and functions to be performed by the audit committee are established in the audit committee charter. The audit committee charter was adopted by the board of directors and is reviewed annually by the audit committee. See Audit Committee Report for a description of the audit committee's responsibilities.

The board of directors has determined that Messrs. Druce, Bank, Carpenter and Wattles are independent as defined by Sections 303A.02(a) and (b) of the New York Stock Exchange listing standards. Our board of directors also has determined that Messrs. Druce, Carpenter and Wattles are audit committee financial experts as defined in Regulation S-K 401(h) and that Messrs. Druce, Bank, Carpenter and Wattles all meet the financial literacy requirements of the New York Stock Exchange.

Nominating and Corporate Governance Committee. The nominating and corporate governance committee, which is presently composed of A. R. Carpenter (Chairman), Raymond L. Bank and John C. Schweitzer, met twice during 2005. All members of the nominating and corporate governance committee are independent as defined in the listing standards for the New York Stock Exchange. The purpose of the nominating and corporate governance committee is:

to assist the board in establishing criteria and qualifications for potential board members;

to identify high quality individuals who have the core competencies and experience to become members of Regency's board and to recommend to the board the director nominees for the next annual meeting of shareholders;

to establish corporate governance practices in compliance with applicable regulatory requirements and consistent with the highest standards, and recommend to the board the corporate governance guidelines applicable to Regency;

to lead the board in its annual review of the board's performance and establish appropriate programs for director development and education; and

Table of Contents

to recommend to the board director nominees for each committee.

The nominating and corporate governance committee will consider written recommendations from shareholders for nominees for director. Shareholders wishing to submit names for consideration should submit the following to the Corporate Secretary, at Regency's address set forth on page 1 of this proxy statement:

Biographical information about the candidate and a statement about his or her qualifications;

Any other information required to be disclosed about the candidate under the Securities and Exchange Commission's proxy rules (including the candidate's written consent to being named in the proxy statement and to serve as a director, if nominated and elected);

The names and addresses of the shareholder(s) recommending the candidate for consideration and the number of shares of Regency common stock beneficially owned by each.

Shareholders should submit recommendations in the time frame described under the caption "Shareholder Proposals and Communications with the Board of Directors" below.

The committee will apply the same criteria to all candidates it considers, including any candidates submitted by shareholders. These criteria include independence, personal integrity, leadership skills, strategic thinking, willingness to make a time commitment, and breadth of knowledge about matters affecting Regency and its industry. In addition, the committee will look for skills and experience that will complement the board's existing make-up.

The committee evaluates each incumbent director to determine whether he or she should be nominated to stand for re-election, based on the types of criteria outlined above as well as the director's contributions to the board during their current term. Since the committee's appointment in 2002, all nominees have been incumbent directors except Mr. Bruce M. Johnson, our chief financial officer, who was elected to the board in July 2004.

A non-employee director must submit his or her resignation to the committee upon a job change, in order to permit the committee to determine if the director's new position creates any conflicts of interest. Directors may not stand for re-election after reaching age 75, unless the board, with committee input, elects to waive the mandatory retirement age.

When vacancies develop, the committee will solicit input regarding potential new candidates from a variety of sources, including existing directors and senior management. If the committee deems it appropriate, it may engage a third-party search firm. The committee will evaluate potential candidates based on their biographical information and qualifications and also may arrange personal interviews of qualified candidates by one or more committee members, other board members and senior management.

Compensation Committee. The compensation committee presently is composed of John C. Schweitzer (Chairman), C. Ronald Blankenship, A. R. Carpenter and Douglas S. Luke. The compensation committee held four meetings related to reviewing 2005 annual performance and determining 2005 compensation, to establish the 2006 incentive compensation plan, to discuss leadership development and succession planning, and to review and approve modifications

Table of Contents

to Regency's current executive compensation plans. This committee has the responsibility of approving the compensation arrangements for senior management of Regency, including annual bonus and long-term compensation. It also recommends to the board of directors adoption of any compensation plans in which officers and directors of Regency are eligible to participate, and makes grants of employee stock options and other stock awards under Regency's Long-Term Omnibus Plan.

Investment Committee. The investment committee presently is composed of Thomas G. Wattles (Chairman), C. Ronald Blankenship, Martin E. Stein, Jr. and Terry N. Worrell. This committee was formed to review and approve Regency's capital allocation strategy, to approve investments and dispositions exceeding certain thresholds and to review Regency's investment and disposition programs and the performance of in-process developments. The investment committee met five times during 2005.

AUDIT COMMITTEE REPORT

The management of Regency Centers Corporation is responsible for the company's internal controls and financial reporting process; the purpose of the audit committee is to assist the board of directors in its general oversight of Regency's financial reporting, internal controls and audit functions. The audit committee operates under a written charter adopted by the board of directors. The four directors who serve on the audit committee have no financial or personal ties to Regency (other than director compensation and equity ownership as described in this proxy statement) and are all financially literate and independent for purposes of the New York Stock Exchange listing standards. That is, the board of directors has determined that none of the audit committee members have a relationship with Regency that may interfere with the member's independence from Regency and its management.

The audit committee met with management eight times during the year to consider and discuss the adequacy of Regency's internal controls and the objectivity of its financial reporting; in addition, the audit committee was on call as needed by management and the independent auditors to meet with or discuss any issues arising during the course of the year. The audit committee discussed matters with Regency's independent auditors and with the appropriate financial personnel and internal auditors. The audit committee also discussed with Regency's senior management and independent auditors the process used for certifications by Regency's chief executive officer, chief operating officer and chief financial officer which is required by the SEC for certain of Regency's filings with the SEC. The audit committee met privately with both the independent auditors and the internal auditors, each of whom has unrestricted access to the audit committee.

The audit committee has reviewed and discussed the consolidated financial statements with management and the independent auditors. Management is responsible for the preparation, presentation and integrity of Regency's financial statements; accounting and financial reporting principles; establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)); establishing and maintaining internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)); evaluating the effectiveness of disclosure controls and procedures; evaluating the effectiveness of internal control over financial reporting; and evaluating any change in internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting. The independent auditors are responsible for performing an independent audit of the consolidated financial statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in the United States of

Table of Contents

America, as well as expressing an opinion on (i) management's assessment of the effectiveness of internal control over financial reporting and (ii) the effectiveness of internal control over financial reporting.

During the course of 2005, management completed the testing and evaluation of Regency's system of internal control over financial reporting in response to the requirements set forth in Section 404 of the Sarbanes-Oxley Act of 2002, in the Public Company Accounting Oversight Board's Auditing Standard No. 2, and in other related regulations. The audit committee was kept apprised of the progress of the evaluation and provided oversight and advice to management during the process. In connection with this oversight, the audit committee received periodic updates provided by management and the independent auditors. At the conclusion of the process, management provided the audit committee with and the audit committee reviewed a report on the effectiveness of Regency's internal control over financial reporting. The audit committee also reviewed the report of management contained in Regency's annual report on Form 10-K for the year ended December 31, 2005 filed with the SEC, as well as KPMG LLP's Report of Independent Registered Public Accounting Firm included in Regency's annual report on Form 10-K related to its audit of (i) the consolidated financial statements and financial statement schedule, (ii) management's assessment of the effectiveness of internal control over financial reporting, and (iii) the effectiveness of internal control over financial reporting.

The audit committee supervises the relationship between Regency and its independent auditors, including making decisions about their appointment or removal, reviewing the scope of their audit services, approving non-audit services, and confirming their independence. The audit committee has discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standard No. 61,

Communication with Audit Committees, and Public Company Accounting Oversight Board Auditing Standard No. 2, An Audit of Internal Control Over Financial Reporting Performed in Conjunction with an Audit of Financial Statements. In addition, the audit committee has received from the independent auditors the written disclosure required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees, and discussed with them their independence from Regency and its management. The audit committee has considered whether the provision of permitted non-audit services by the independent auditor to Regency is compatible with the auditor's independence.

Based on these reviews and discussions, the audit committee recommended to the board of directors and the board of directors approved that the audited financial statements be included in Regency's annual report on Form 10-K for the year ended December 31, 2005.

J. Dix Druce, Jr., Chairman

Raymond L. Bank

A. R. Carpenter

Thomas G. Wattles

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The compensation committee of the board of directors is responsible for evaluating and establishing executive compensation and other benefit plans for Regency that attract, motivate, and retain a top notch management team and align the interests of executives with shareholders. The committee evaluates the performance of the CEO and determines

Table of Contents

compensation based on this evaluation. Additionally the committee oversees company policies and practices that advance organizational development, including management succession planning. The committee is composed entirely of independent directors, as defined by the New York Stock Exchange.

What is Regency's philosophy of executive compensation?

Regency's executive compensation program is incentive-based, and has been designed to attract, motivate, and retain executives who are capable of achieving the company's key strategic goals. The committee aligns the interest of management with shareholders by awarding executives cash bonuses and stock awards for achieving specified key objectives. Regency's compensation philosophy is to set base salaries in a range that is near the competitive median. Total direct compensation opportunities, including the cash bonuses and the long-term incentives, are targeted to a range near the 60th - 75th percentiles for high levels of performance. These high levels of performance are consistent with Regency's strategic plan and are expected to generate total shareholder returns better than the peer average over time. The company will pay higher incentives for exceptional performance.

The committee evaluates and establishes the company's executive compensation program based upon current market information, including comparative executive compensation studies. During 2005, the committee engaged Towers Perrin to advise on its compensation matters.

What are the annual cash compensation components?

Base Salary. The compensation committee reviews base salaries annually. In determining appropriate base salaries, the committee considers external competitiveness in relation to Regency's performance and capital structure, the roles and responsibilities of the executives, their contribution to the company's business, an analysis of job requirements and the executives' prior experience and accomplishments.

Annual Performance Bonus. To provide incentives to achieve key corporate objectives, the committee makes cash bonus awards based on corporate and individual performance. Each year the committee establishes a compensation plan that establishes target cash bonuses based on achievement of specific financial and operating objectives for the company and those activities managed by the executive. For the named executive officers other than Mr. Smith, the plan is based on increases in funds from operations (FFO) per-share. FFO is the most widely accepted measure of performance for REITs. For Mr. Smith, a portion of his cash bonus is tied to increases in FFO and a portion is tied to the performance of the investment group, specifically the amount of development starts and the value realized from completed developments.

What is Regency's philosophy for long-term incentive compensation?

The committee strongly believes that providing executives with an opportunity to increase their ownership of common stock aligns their interests with shareholders. The company has stock ownership and retention guidelines for senior executive officers as well as the board of directors, which are described elsewhere in the proxy statement.

Regency grants stock rights awards to executive officers based upon their contribution to the company's performance and achievement of specific objectives. Each year the

Table of Contents

committee establishes a compensation plan that establishes target award levels based on the achievement of specific performance objectives.

For the named executive officers other than Mr. Smith in 2005, 33% of the stock rights grant was based upon FFO per-share growth in 2005. An additional 33% is tied to future compounded growth in FFO per-share, and the remaining 33% is tied to future total shareholder return relative to Regency's peer group, in each case over the three-year period ending December 31, 2007. The portion of the stock rights grants tied to 2005 performance will vest at the rate of 25% per year over four years. One-half of the stock rights grants tied to future performance will vest immediately after the end of the performance period, and the remaining earned shares will vest in two equal installments over the following two years, subject to continued employment with Regency. For other senior executive officers, including Mr. Smith, the plan is based on both FFO per-share growth and other performance objectives including same property NOI growth, development starts and the value realized from in-process developments. The portion of the 2005 stock rights grants tied to future FFO per-share growth is 30% for other senior executive officers. The portion of the stock rights grants for 2005 performance will vest at the rate of 25% per year over four years.

The shares will not be issued until earning and vesting requirements are satisfied. Shares issued upon vesting will be accounted for based on the fair market value of the underlying stock on the date of grant. The number of shares issued upon vesting will be increased as though dividends that would have been paid on these shares, had they been outstanding from the date of the stock rights award, were reinvested annually in Regency common stock (DEUs).

How did Regency perform in 2005?

Based upon the growth in FFO per-share of 13.4% in relation to the specific performance objective that was set by the committee, Regency achieved an exceptional level of performance. Other key accomplishments include the following:

10.4% total shareholder return as compared to our shopping center peer group of 9.7%;

an increase in return on equity to 14.4% (including construction in progress), up from 13.7% for 2004;

maintenance of Regency's unsecured debt ratings;

a 3.1% growth in same property net operating income, coupled with a 95.2% occupancy rate at December 31, 2005 and a 10.6% rental rate growth;

development and outparcel sales totaling \$196 million, with \$37.3 million in profits recognized net of taxes;

\$295 million in developments completed with a stabilized NOI yield of 11.2%;

\$385 million of new development starts;

Table of Contents

over \$3 billion of new developments and acquisitions cost effectively funded, including the First Washington portfolio, through joint ventures, capital recycling, and capital markets transactions.

In accordance with the established performance criteria for the incentive compensation plan, the committee awarded to top management 100% of their cash bonus opportunity and 100% of their long-term incentive opportunity tied to 2005 performance in the form of unvested stock rights awards.

How is the CEO compensated?

As a result of Regency's FFO per-share growth and in accordance with the company's incenti