

WHISTLEBLOWER POLICY AND PROCEDURES

Adopted on January 28, 2005

by the Audit Committee of the Board of Directors of BFC Financial Corporation)

INTRODUCTION

Strong ethical standards and effective communication are the lifeblood of our organization; accordingly, we are committed to providing a process for reporting complaints, concerns and suspected violations of policies or laws. The Whistleblower Policy and Procedures (“Policy”) sets forth procedures for such reporting. In this Policy, an “employee” means any full or part-time employee or other person engaged by BFC Financial Corporation or its subsidiaries. “Company” means BFC Financial Corporation and its subsidiaries.

The procedures in this Policy are intended to facilitate:

- 1 The confidential receipt and appropriate handling of employee complaints and concerns, and;
- 2 the correct response by the company to those complaints, concerns, and suspected violations.

These procedures may be used to report a complaint, concern, or suspected violation of any type.

Reports of complaints, concerns, or suspected violations may include those that relate to:

- 1 Accounting and audit matters, including significant misrepresentations, deficiencies, fraud, or deliberate errors in the:
 - a) recording and maintaining of financial records;
 - b) preparation, evaluation, review or audit of any financial of the Company;
 - c) recording of the Company’s assets, liabilities, revenues or expenditures;
 - d) adherence to internal accounting controls; or
 - e) statements to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company.
- 2 Other matters involving suspected violations of law, regulations, or Company policy.

The reporting process for both of the above categories of concerns is identical, but the manner in which reports are handled differs once the complaint is filed, as more fully described below.

This Policy is intended to supplement existing processes for reporting complaints, concerns and suspected violations of policies or laws, which currently exist at BFC Financial Corporation. A copy of this Policy will be provided to each associate upon hire. BFC Financial Corporation reserves the right to update existing reporting procedures from time to time in order

to ensure that they support the Company's intent and spirit. This Policy also supplements any other reporting obligations that may be permitted or required under the rules and regulations of the United States Securities and Exchange Commission, federal or state regulators, or federal or state securities industry regulators.

PROCEDURES

1 Reporting.

If an employee believes that any other employee or person acting on behalf of the Company has engaged in any questionable activity, whether related to accounting, audit or other matters, the employee may report it to the supervisor of the person who is thought to have committed the questionable activity. If an employee believes that in a particular situation it would not be appropriate to report such a possible violation to that supervisor, the employee may report the possible violation to a representative of the Human Resources Department, the General Counsel or to any other officer or member of the Company's management team whom the person believes it would be appropriate to report the possible violation.

Employees may also report questionable activity anonymously via an online reporting system through an external vendor engaged by BFC Financial Corporation. Currently that system is EthicsPoint, and it may be accessed via the internet at www.ethicspoint.com or by telephone at 1-866-ETHICSP (1-866-384-4277).

2 Confidentiality.

The identity of any employee who makes a report via EthicsPoint, whether on line or via telephone, will be kept confidential unless the employee who makes the report consents to be identified or the identification of that employee is required by law.

Similar confidential treatment will be provided to employees who report suspicious activity to any supervisor, manager, representatives of the Human Resources department, or the General Counsel.

3 Treatment of Complaints; Follow Up.

Anonymous reports submitted through EthicsPoint that relate to accounting or auditing matters will initially be reviewed by BFC Financial Corporation's internal audit staff. Currently, the Company engages Accume Partners to serve as its internal auditor ("Internal Audit"). Reports that relate to other types of matters will be reviewed initially by Human Resources. EthicsPoint uses a confidential number coding system to mask the identity of the employee filing the complaint so as to assure confidentiality. No officer or employee of the Company will ever know the identity of the employee who has filed a complaint unless that employee chooses to identify him- or herself.

An employee who reports a matter on the EthicsPoint system should return to the EthicsPoint system website at least two business days after making the report to see the response to his or her report and to respond to any follow-up questions.

4 Review Process for Reports on Audit or Accounting Matters.

After Internal Audit has gathered all relevant facts concerning an employee's report, the report will, as appropriate, be presented to the Chairman of the Company's Audit Committee.

The Audit Committee shall review the facts and circumstances concerning reports presented to it pursuant to this Policy and shall determine any necessary action.

The Audit Committee may enlist employees of the Company or of its affiliates, outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints regarding audit or accounting practices.

5 Review Process for Reports of Inappropriate Conduct Not Related to Audit or Accounting Matters.

Once the Human Resources department has received a complaint regarding prohibited or inappropriate conduct not related to audit or accounting matters, an investigation into the matter will commence.

Investigations into such matters shall be handled in a discrete manner, and all documentation shall be maintained within the HR department separate from the Company's official personnel files.

The Human Resources department may enlist employees of the Company or of its affiliates, outside legal or other advisors, as appropriate, to conduct any investigation of complaints regarding non-audit or accounting practices.

Upon conclusion of an investigation, appropriate corrective action will be taken, up to and including termination of employment of the person who is determined to have acted inappropriately. The Company reserves the right—unilaterally—to determine the appropriate course of action following an investigation. Human Resources will advise the CEO regularly of complaints received, results of any investigations and of any corrective action to be implemented. The CEO will advise the Audit Committee of same, at his discretion.

6 No Retaliation.

BFC Financial Corporation shall not retaliate, and shall not tolerate retaliation, for reports of complaints or concerns regarding any matter. However, this policy does not, in itself, create any right to continued employment with the Company.

The Company shall observe the anti-retaliation requirements of Section 1107 of the Sarbanes-Oxley Act of 2002, which establishes penalties for retaliation against any person who provides truthful information to a law enforcement officer regarding any federal offense.

The Company shall take corrective measures against any employee who knowingly makes a complaint in bad faith, which is false and with malicious intent. For example, an employee who knowingly and maliciously maligns another employee's reputation shall be subject to corrective measures.

If the identity of an employee making a complaint or assisting in an investigation of a complaint concerning an accounting or auditing matter is known, the Company will, to the extent practicable, advise the Audit Committee of any corrective action proposed to be taken against the reporting employee during or following the complaint or investigation. The Audit Committee shall review the circumstances to ensure that any such proposed action is not retaliatory.

7 Records.

Each employee complaint referred to the Audit Committee by Internal Audit, the proceedings of the Audit Committee concerning the complaint, and the investigation of such complaint shall be documented, and such documents shall be retained for an appropriate period of time in accordance with legal requirements and any document retention policies of the Company.

8 Review.

The Audit Committee shall periodically review this Policy and make any such modifications they deem necessary or appropriate.

9 Administration.

The Audit Committee shall be responsible for administering this Policy, except that it may delegate to Human Resources the responsibility for employee matters reported under this Policy which do not, in any way, concern audit or accounting matters.