

## **UDR, INC.**

### **CHARTER OF THE COMPENSATION AND MANAGEMENT DEVELOPMENT COMMITTEE**

Adopted February 6, 2014

#### **PURPOSE AND AUTHORITY**

The Compensation and Management Development Committee (the “Committee”) is appointed by the Board of Directors (“Board”) to assist the Board in discharging the Board’s responsibilities relating to compensation of the Company’s directors and executive officers; review succession plans for senior management and review management development plans with respect to the Company’s senior management; advise the Company’s management on the preparation of and review of an annual Compensation Discussion & Analysis (the “CD&A”) as required by the Securities and Exchange Commission (“SEC”) for inclusion in the Company’s annual proxy statement or Annual Report on Form 10-K filed with the SEC, in accordance with applicable rules and regulations and produce an annual Compensation Committee statement regarding the Committee’s review of the CD&A, and such other duties as directed by the Board. The Committee shall establish compensation programs that are designed to (a) encourage high performance, (b) promote accountability, (c) attract and retain highly qualified and motivated individuals, and (d) align the interests of the Company’s directors and executive officers with the interests of the Company’s stockholders.

The Committee shall have the sole authority and discretion to retain or obtain the advice of a compensation consultant, independent legal counsel or any other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee. The Committee may select a compensation consultant, legal counsel or other advisor to the Committee only after taking into consideration all factors relevant to that person’s independence from management, including those factors set forth in Rule 10C-1 under the Securities and Exchange Act of 1934, Section 303A.05(c)(iv) of the New York Stock Exchange (“NYSE”) Listed Company Manual, and any other applicable standards of the SEC and the NYSE. The Committee shall have the authority to adopt, review and implement a policy with respect to the retention and oversight of compensation consultants, legal counsel and other advisors by the Committee and by the Company for the purpose of providing advice and assistance regarding the compensation of the Company’s directors and executive officers. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The Company will provide appropriate funding, as determined by the Committee, for payment of the fees and expenses incurred by the Committee, including fees and expenses of any compensation consultant, legal counsel or other advisor. The Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. In addition, in discharging its duties and responsibilities, the Committee shall have full access to any applicable records of the Company. The Committee shall also undertake those specific

duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

### **COMMITTEE MEMBERSHIP**

The Committee shall consist of no fewer than three members who are “non-employee director” members of the Board for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (or any successor to Rule 16b-3 as in effect from time to time), and who are not employees of or service providers to the Company. Each member of the Committee shall also (a) be an “outside director” under, and shall be selected in accordance with, Section 162(m) of the Internal Revenue Code of 1986, as amended (or any successor to Section 162(m) as in effect from time to time), and the income tax regulations promulgated thereunder or as in effect from time to time, (b) meet the applicable independence requirements of the NYSE and the SEC, and (c) be otherwise free from any relationship that, in the opinion of the Board, would interfere with his or her independent judgment as a member of the Committee. The Chairman of the Board will be an ex-officio member of the Committee, will be entitled to attend all meetings of the Committee, and shall have voting rights in case of a tie vote.

The members of the Committee and its Chairperson shall be appointed by the Board on the recommendation of the Governance Committee to serve an annual term. Committee members may be removed by the Board in its discretion.

If the Chairperson is not present, the members may designate an acting Chairperson by majority vote of the membership present.

### **DUTIES AND RESPONSIBILITIES**

#### 1. General.

The operation of the Committee shall be subject to the Bylaws of the Company, as in effect from time to time. The Committee shall have the power and authority to carry out the following responsibilities:

- a. Review and approve annual retainer and fees for non-employee members of the Board and committees of the Board, establish the terms and awards of stock compensation for non-employee members of the Board, approve any other compensation or perquisites for non-employee members of the Board and approve any other material business arrangements or payments to any Board member and any affiliate of any Board member.
- b. Oversee the evaluation of the Company’s executive management, in accordance with the delegation of this responsibility by the Governance Committee.
- c. Review and approve the Company’s compensation philosophy and, if necessary, recommend to the Board revisions to the compensation philosophy of the Company.

- d. Review management's evaluation of the relationship between the Company's compensation policies and practices and risks arising for the Company and, to the extent necessary, take steps to provide that such policies and practices do not encourage unnecessary or excessive risk-taking.
  - e. Review and approve for key executive officers, including the Chief Executive Officer, any employment, severance or change in control agreements.
  - f. Review and advise the Board concerning the performance of the Chief Executive Officer and other key executive officers.
  - g. Review the Company's employee benefit plans and recommend from time to time for adoption by the Board employee benefit plans and any proposed changes to such plans or programs.
  - h. Form and delegate any of the foregoing functions and powers to subcommittees (consisting solely of Committee members), with Board approval.
  - i. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.
  - j. Perform such other functions and have such other powers as may be necessary or convenient to the efficient discharge of the foregoing, consistent with the Company's charter, bylaws and governing laws as in effect from time to time.
  - k. Report to the Board regarding the foregoing from time to time, or whenever it may be called upon to do so.
2. The Committee shall administer and interpret the Company's incentive compensation plans and stock-related plans (including specific provisions) in which the Chief Executive Officer and key executive officers may participate.
  3. The Committee shall have the full power and authority to carry out the following responsibilities:
    - a. Approve stock option and restricted stock guidelines and general size of overall grants.
    - b. Administer and interpret the Company's stock-related plans and incentive compensation plans, and to perform such duties and responsibilities as may be assigned to the Committee thereunder.
    - c. Determine rules and regulations relating to the Company's stock and incentive plans.
    - d. Approve long-term incentive compensation plans for key executives, with the assistance of the Chief Executive Officer.

- e. Impose limitations, restrictions and conditions upon any award as the Committee deems appropriate.
  - f. Administer and interpret the Company's Policy on Recoupment of Performance-Based Incentive Compensation, and to perform such duties and responsibilities as may be assigned to the Committee thereunder.
4. Annually review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer and evaluate at least once a year the Chief Executive Officer's performance in light of these established goals and objectives and based upon these evaluations, determine and approve the Chief Executive Officer's compensation, including salary, bonus and incentive compensation.
  5. Annually review and approve the evaluation process and compensation for the Company's key executive officers.
  6. Management Development.
    - a. Annually review development and retention plans for the Company's key executive officers, including the Chief Executive Officer.
    - b. Review and approve a succession plan for the Chief Executive Officer.
    - c. Ensure succession plans are in place for the Company's key executive officers reporting to the Chief Executive Officer.
  7. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
  8. Review its own performance at least annually.
  9. Oversee and approve all public disclosures with respect to compensation of the Company's directors and key executive officers, including the Company's CD&A and any disclosures related to the Company's stockholder advisory votes on executive compensation (as described below). The Committee shall review and discuss with the Company's management the CD&A and, based on such review and discussion, the Committee shall determine whether to recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K or annual proxy statement for the Company's annual meeting of stockholders. The Committee shall provide the required Compensation Committee report for the Company's Annual Report on Form 10-K or annual proxy statement for the Company's annual meeting of stockholders in accordance with applicable rules of the SEC.
  10. In connection with any stockholder advisory vote on the frequency with which the Company shall hold a stockholder advisory vote on the compensation of the Company's key executive officers required to be disclosed in the annual proxy statement or Annual Report on Form 10-K (the "Named Executive Officers") pursuant to Section 14A of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder,

as amended (“Section 14A”), review and approve the frequency that should be recommended to the Company’s stockholders.

11. Review and approve the frequency with which the Company should submit to the stockholders an advisory vote on the compensation of the Company’s Named Executive Officers pursuant to Section 14A, taking into account any prior stockholder advisory vote on the frequency with which the Company shall hold a stockholder advisory vote on compensation of the Company’s Named Executive Officers.
12. Review the results of any stockholder advisory votes on the compensation of the Company’s Named Executive Officers and consider whether to make any adjustments to the Company’s executive compensation policies and practices.

### **MEETINGS**

The Committee will meet at least quarterly or more frequently as the Committee deems necessary or appropriate to carry out its duties and responsibilities. All such meetings shall be held pursuant to the Company’s charter and bylaws with regard to notice, waiver thereof and related matters. The Committee may establish its own schedule and notify the Board. The Chairman of the Board of Directors or any Committee member may call meetings of the Committee. The meetings may be held telephonically or by utilizing other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting. An act of the majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. The Committee may also act by unanimous written consent.

### **MINUTES**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.