

**UNITED DOMINION REALTY TRUST, INC.
CHARTER OF THE GOVERNANCE COMMITTEE**

Adopted February 10, 2005

PURPOSE AND AUTHORITY

The Governance Committee ("Committee") is appointed by the Board of Directors ("Board") (1) to assist the Board by identifying individuals qualified to become Board members consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for the next annual meeting of shareholders; (2) to develop and recommend to the Board the corporate governance guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board's performance; (4) conduct an annual assessment of each committee; (5) oversee the evaluation of the Board; and (6) to recommend to the Board director nominees for each committee.

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. 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.

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 at least two members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Committee and its Chairperson shall be appointed by the Board at the recommendation of the Chairman of the Board to serve an annual term. Committee members may be replaced by the Board. The Chairman of the Board will be an ex-officio member of the Committee and shall have voting rights in case of a tie vote.

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

DUTIES AND RESPONSIBILITIES

The Committee shall report, at least annually, to the Board. Further, the Committee shall:

1. Actively seek and identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders. In nominating a slate

of directors, the Committee's objective is to select individuals with skills and experience that can assist the Company and the Board achieve their objectives.

2. Monitor the size and composition of the Board.
3. Oversee the evaluation of the Board.
4. Receive comments from all directors and report at least bi-annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the completion of the performance evaluation.
5. Review and reassess the adequacy of the Statement on Corporate Governance of the Company at least annually and recommend any proposed changes to the Board for approval.
6. Form and delegate any of the foregoing functions and powers to subcommittees.
7. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
8. Ensure an assessment is conducted annually on each committee of the Board.
9. Review its own performance at least annually.

MEETINGS

The Committee will meet at least two times each year. The Committee may establish its own schedule and notify the Board.

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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