

**CHARTER OF THE
GOVERNANCE COMMITTEE
OF THE BOARD OF TRUSTEES
OF COLONIAL PROPERTIES TRUST**

I. Membership and Meetings

The Governance Committee (the "Committee") of the Board of Trustees (the "Board") of Colonial Properties Trust (the "Company") shall consist of no fewer than three members of the Board, all of whom shall meet the independence requirements of the New York Stock Exchange and shall also meet the New York Stock Exchange standards of independence for members of the audit committee. It is considered desirable, but not essential, that the chairpersons of the audit and the compensation committees be members of the Committee.

The members of the Committee and its chairperson shall be appointed by the Board on the recommendation of the Committee. Committee members may be removed only by majority vote of the independent members of the Board then in office.

The Committee shall meet at least four times annually, usually in conjunction with the quarterly meetings of the Board. The Committee shall meet at other times upon call of its chairman or the call of any two members of the Committee. The Committee may from time to time appoint a secretary, who need not be a member of the Board.

II. Purpose

The Committee is appointed by the Board to fill the role and assume the responsibilities of the Nominating/Corporate Governance Committee prescribed by the listing standards of the New York Stock Exchange and in connection therewith (1) to identify individuals qualified to become Board members, and recommend to the Board the trustee nominees for the next annual meeting of shareholders; (2) to assume a leadership role in shaping corporate governance policies and practices and exercise general oversight with respect to corporate governance; (3) to develop and recommend to the Board a set of corporate governance principles applicable to the Company; (4) to lead the Board in its annual review of the Board's performance; (5) to recommend to the Board trustee nominees for each Board committee; and (6) to assume the

responsibilities and exercise the powers, authorities, and duties set forth in this Charter as it may be amended from time to time.

III. Powers, Authorities, Duties and Responsibilities

A. Charter Review

1. The Committee shall review and reassess the adequacy of this charter annually, or more frequently as appropriate, and recommend any proposed changes to the Board for approval.
2. The Committee shall cause this charter and any amendments to be publicly disclosed at a minimum at such times and in the manner as may be required by the Securities and Exchange Commission (the "SEC") or the New York Stock Exchange.

B. Corporate Governance Policies

1. The Committee shall create and at least annually shall review and reassess the adequacy of the corporate governance principles and policies, including Corporate Governance Guidelines, Code of Business Conduct and Ethics, and Document Retention and Destruction Policy, and recommend any proposed changes to the Board for approval.
2. The Committee shall from time to time recommend to the Board policies to enhance the Board's effectiveness, including the size and composition of the Board, the frequency, structure of and procedures for Board meetings, the frequency of and procedures for meetings for the non-management members of the Board, and the creation and termination of standing and *ad hoc* committees.
3. The Committee shall consider any other corporate governance issues that arise from time to time, including requests for waivers from the Company's Code of Business Conduct and Ethics, Corporate Governance Guidelines,

and Document Retention and Destruction Policy, and develop appropriate recommendations for the Board.

4. The Committee shall review at least annually the Company's succession plans for its CEO and other executive officers and make recommendations to the Board regarding such plans.

C. Board Membership

1. The Committee shall establish criteria for the selection of new members of the Board, evaluate the qualifications of potential candidates for Board membership, including any nominees submitted by shareholders under and in accordance with the provisions of the Company's bylaws, and recommend to the Board the nominees for election at the next annual meeting or any special meeting of shareholders and any person to fill a Board vacancy or a newly created trusteeship resulting from any increase in the authorized number of trustees.
2. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify trustee candidates, including the sole authority to approve the search firm's fees and other retention terms.
3. The Committee shall oversee the establishment and implementation of orientation and training programs for all newly elected trustees, and any ongoing training for Board members.
4. The Committee shall develop and recommend to the Board standards for determining trustee independence and other qualifications consistent with the requirements of the New York Stock Exchange and other legal or regulatory requirements and review and assess these standards on a periodic ongoing basis.

D. Committee Memberships

1. The Committee shall at least annually evaluate the qualifications of Board members for service on particular committees and recommend to the Board trustee nominees for each Board committee and the chairperson thereof, taking into account listing standards of the New York Stock Exchange and applicable rules and regulations, including, with respect to the Compensation Committee, whether Compensation Committee members meet the definition of (a) "non-employee director" within the meaning of the rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (b) "outside director" within the meaning of section 162(m) of the Internal Revenue Code of 1986, as amended.
2. The Committee shall also advise the Board on removal of any members of Board committees.
3. Recommend to the Board such changes to the Board's committee structure, committee operations (including authority to delegate to subcommittees) and committee reporting processes as it deems advisable.

E. Evaluation of the Board and Committees

1. Annually and more frequently as may be necessary, the Committee shall receive comments from all trustees on an assessment of the performance of the Board as a whole, and of each Board committee as a whole, and shall report to and discuss with the Board the results thereof.
2. Annually or more frequently as may be necessary, the Committee shall receive comments from all members of the Board on an assessment on the performance of each individual trustee, and the Committee shall develop and implement a procedure through an independent third party or organization for the appropriate utilization of the results thereof.
3. Not less frequently than annually, the Committee shall review and assess its own performance.

F. Board and Committee Compensation

1. Annually or more frequently as may be deemed appropriate, the Committee shall recommend to the Board compensation for those trustees who are not also salaried officers of the Company and for members and chairpersons of Board committees.

G. General

1. The Committee may form and delegate authority to subcommittees if determined to be necessary or advisable.
2. The Committee shall report to the Board on the Committee's activities at the next regular meeting of the Board following the meeting of the Committee, accompanied by any recommendations to the Board.
3. The Committee shall have the authority to obtain advice and assistance from internal or outside legal, accounting or other advisors or assistants and to approve the compensation thereof and other retention terms.
4. The Committee shall have such other authorities and responsibilities as may be assigned to it from time to time by the Board.
5. In performing their responsibilities, Committee members shall be entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:
 - (a) One or more officers or employees of the Company whom the Committee member reasonably believes to be reliable and competent in the matters presented.
 - (b) Counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person.

- (c) Another committee of the Board as to matters of its designated authority, which committee the Committee member reasonably believes merits confidence.

Adopted by the Board of Trustees on April 24, 2003.