

HOME PROPERTIES, INC.
SECOND
AMENDED AND RESTATED
CORPORATE GOVERNANCE/NOMINATING COMMITTEE CHARTER

I. MEMBERSHIP

The Corporate Governance/Nominating Committee (“Committee”) of the Board of Directors (“Board”) of Home Properties, Inc. (the “Company”) shall consist of at least three directors. These shall include the Chairs of the Audit and the Compensation Committee and such other directors appointed by the Board. All members of the Committee shall meet the criteria for independence required by the New York Stock Exchange, Securities and Exchange Commission and all other applicable legal and regulatory requirements. Each member shall serve at the pleasure of the Board and for such term or terms as the Board shall determine. The Board also shall appoint the Chair of the Committee. The Secretary of the Corporation shall serve as Secretary for the Committee.

While the Committee is required to meet at least once a year, it is expected that it will meet more regularly. Meetings may be called by the Committee Chair, the Board Chair (or if there are Co-Chairs, by either Co-Chair) or the Chief Executive Officer. Unless otherwise specified in this Charter, all meetings of and other actions by the Committee shall be held or otherwise taken pursuant to the Company’s bylaws, including bylaw provisions governing notices of meetings, waivers thereof, the number of Committee members required to take action at meetings or by written consent, and other related matters. The topics to be discussed at each meeting of the Committee shall be set forth in an agenda developed by Committee Chair in consultation with management.

One less than a majority of the members of the Committee, but not fewer than two members, shall constitute a quorum for the transaction of the business of the Committee and the act of a majority of those directors present at a meeting at which a quorum is present shall be the act of the Committee. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

II. RESPONSIBILITIES

The Committee shall have the responsibility to oversee the Board's operations and effectiveness, as well as other matters pertaining to corporate governance. Specifically, the Committee will have the primary responsibilities listed below.

A. Board of Directors

1. Recommend to the Board criteria for Board membership. The minimum qualifications prospective Board members must possess shall consist of a successful professional career as well as the potential to contribute to the effectiveness of the Board. Specific qualifications or skills that a prospective Board member must possess are: candor, trustworthiness, high ethical standards, dedication and the desire to work hard. Specific expertise to be required of any prospective Board member shall include at least one of the following: successful financial, legal, academic, mergers and acquisitions, technology utilization or business operating experience.
2. Identify individuals believed to be qualified to become Board members and to recommend to the Board nominees for election as directors based on criteria for membership approved by the Board. To fulfill that responsibility, the Committee will develop and update a list of potential Board candidates that meet the guidelines set forth in paragraph 1 above. Biographical information about Board candidates will be gathered as well as the reasons why the candidate wants to join the Board, what they hope to contribute to the Board and what benefits candidates hope to derive from their Board membership. Any potential conflicts of interest will be identified and documented. The Committee will consider nominees recommended by management or stockholders on the same basis as it considers other potential candidates for Board membership. To recommend a candidate, a stockholder should forward the name of the individual along with evidence that the individual possesses the qualifications, qualities, skills and expertise as described in paragraph 1 above to the attention of: Corporate Secretary, Home Properties, Inc., 850 Clinton Square, Rochester, New York 14604. The stockholder should also include the written consent of individual to serve as a director if elected. For a candidate to be considered for an opening on the ballot for an Annual Stockholders Meeting, the candidate's name must be submitted not less than 120 calendar days prior to the anniversary of the Company's previous annual meeting. The Corporate Secretary will send the name and accompanying information about each recommended candidate to each member of the Committee.
3. Evaluate the current composition, size and organization of the Board and its committees in light of requirements established by the New York Stock Exchange, the Securities and Exchange Commission and all other applicable statutes, rules or regulations which the Committee deems relevant. Such evaluation will also be made in order to ensure that the Board consists of members reflecting the appropriate qualifications, qualities, skills and expertise for service as a director of the Company, as determined by the Committee, consistent with the guidelines included in paragraph 1 above. The Committee shall make recommendations regarding the foregoing to the Board for approval.
4. Review each year, the requisite skills and characteristics that new Board members should possess, as well as the contributions of each existing Board member to confirm that each director continues to meet criteria for membership established by the Board. This review will include an assessment of the absence or presence of material relationships with the

Company which might impact independence, as well as considerations of diversity, age, skills, experience, time availability and the number of other boards on which the member sits in the context of the needs of the Board and the Company, and such other criteria as the Committee shall determine to be relevant at the time.

5. Upon the occurrence of a Board member opening, select candidates to have personal meetings with the members of the Committee, the Co-Chairs and the Chief Executive Officer for an overview of the organization and to ascertain whether the candidate would be a good fit with the other members of the Board and management. Selected candidates would then be invited to interact with Board members and management. A candidate, if acceptable, would then be elected by the full Board (in the event of a mid-term vacancy) or nominated by the full Board to stand for election at an Annual Stockholders Meeting.
6. Review the continued appropriateness of Board membership of any director who has submitted a letter of resignation upon that director's change of employment, significant change in job responsibility or acceptance of a directorship with another company.
7. Recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as required.
8. Oversee evaluation of the Board and management, including providing leadership to the Board in assessing its own performance, developing recommendations to enhance the Board's effectiveness and overseeing the process of implementing agreed upon actions to improve performance. As part of this process, the Committee will, on an annual basis, solicit comments from all directors.

B. Corporate Governance

1. Monitor implementation of specific corporate governance initiatives previously approved by the Board and to report periodically on implementation progress to the Board.
2. Review periodically and update the Company's Corporate Governance Guidelines and any of the Company's other policies and procedures governing the operations of the Board and the Company. The Committee shall assist the Board in carrying out such guidelines, policies and procedures and shall monitor compliance with them.
3. Conduct an annual assessment of its own operations and provide a report of the assessment to the full Board.

C. Miscellaneous

1. Review all stockholder proposals submitted to the Company (including any proposal relating to the nomination of a member of the Board and any proposal relating to changes to the By-laws) and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal.
2. Perform such other functions that may be assigned by the Board.

III. GENERAL MATTERS

A. Outside Advisors

The Committee shall have the authority to engage and terminate outside counsel and/or independent consultants to review any matter under its responsibility, including but not limited to the authority to engage and terminate any search firm used to identify director candidates, to the extent deemed appropriate by the Committee

B. Reporting

The Committee shall report its actions to the Board and keep written minutes of its meetings, which shall be distributed to all members of the Board and recorded and filed with the books and records of the Company.

Amended and Restated as of August 3, 2005