

**NOMINATING COMMITTEE OF THE BOARD OF TRUST MANAGERS
CHARTER
Adopted as of July 10, 2003**

I. PURPOSE

The primary functions of the Nominating Committee (the "Committee") of the Board of Trust Managers of Camden Property Trust (the "Company") are to identify individuals qualified to become Board members and to select the Trust Manager nominees for the next annual meeting of shareholders.

II. MEMBERS

The Nominating Committee shall be comprised of three or more Trust Managers as determined by the Board, each of whom shall be an independent Trust Manager (as defined in the listing standards of the New York Stock Exchange) and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. The members of the Committee shall designate a Chair by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall hold regular meetings as may be necessary (but not less frequently than annually) and such special meetings as may be called by the Chair of the Committee. Independent Trust Managers who are not members of the Committee are welcome to attend and participate in the meetings of the Committee unless otherwise specified by the Chair, but may not vote and will not be compensated for participation in any such meeting.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

1. Review the composition of the Board in order to ensure that the Board has the proper expertise and its membership consists of persons with sufficiently diverse backgrounds.
2. Recommend to the Board changes that the Committee believes to be desirable relative to the size and composition of the Board.
3. Develop criteria to identify and evaluate prospective candidates for the Board of Trust Managers, which criteria will take into consideration diversity, age, skills, experience and other relevant matters.
4. Nominate persons to stand for election as Trust Managers at annual or, if applicable, special shareholder meetings. Consider shareholder nominees, if any, for election to the Board. In the case of a vacancy of a Trust Manager (including a vacancy created by an increase in the size of the Board), the Committee shall

recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders.

5. Identify Board members qualified to serve on committees of the Board and recommend to the Board the appointment of such members to the applicable committee.
6. Establish procedures for the Committee to exercise oversight of the evaluation of the Board.
7. Recommend to the Board policies on age and term limits for Board members.
8. Plan for continuity on the Board as existing Board members retire. Identify, review the qualifications of, and recruit, as appropriate, potential nominees for the Board of Trust Managers. The Committee will act to ensure that in no event will the Board consist of less than a majority of independent Trust Managers.
9. Produce and provide to the Board the following reports:
 - a. An annual performance evaluation of the Committee under this Charter. In conducting this evaluation, the Committee shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the following year.
 - b. A summary of actions taken at each Committee meeting.
 - c. A report of any issues that arise with respect to the Committee's responsibilities.
10. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

In fulfilling its responsibilities and duties, the Committee shall consider the policies determined by the Board or the Corporate Governance Committee, including those set forth in the Company's Guidelines on Governance.

The Committee shall have the sole authority to retain and terminate independent counsel and consultants. The Company shall provide for appropriate funding, as determined by the Committee, for payment of professional services of any counsel, advisors or consultants retained by the Committee.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, provided that the decision of such subcommittee shall be presented to the full Committee at its next meeting.