



AMLI RESIDENTIAL RELATED PARTY TRANSACTION PROCEDURES

Introduction

AMLI Residential has adopted procedures (the “Related Party Transaction Procedures”) designed to monitor and ensure the prior approval of material transactions involving AMLI Residential Partners, LLC (“AMLI”) and its subsidiaries, on the one hand, and individuals or business entities deemed to be related parties, on the other.

Related Party Transaction Procedures

The elements of the Related Party Transaction Procedures are set forth below:

- Any Material Transaction (as defined) entered into between AMLI, AMLI Residential Properties, L.P., or any of their subsidiaries (collectively, the “Company”) and any Related Party (as defined) shall be valid for all purposes if such Material Transaction is assessed to be fair to the Company and approved in advance by a majority of the members of its Management Committee (as defined). A Related Party must obtain pre-approval from the Management Committee for any Material Transaction.
- Material amendments and/or modifications to any Material Transaction with a Related Party are also subject to the prior approval of the Management Committee.
- For purposes of these Related Party Transaction Procedures,

A “*Related Party*” is a person or entity that is an “affiliate” of the Company or any entity in which any affiliate of the Company has a 5% or greater equity interest. An “affiliate” of the Company is any director or any officer of the Company or any person or entity controlled by, controlling, or under common control with any director or officer of the Company, and any member of the immediate family of any such persons.

The “*Management Committee*” is the governing body of AMLI Residential Partners, LLC.

A “*Material Transaction*” shall be any arrangement, contract or transaction involving payments by or from the Company equal to or greater than \$60,000 during any twelve-month period and equal to or greater than \$250,000 over the term of such arrangement, contract or transaction.

- In all Material Transactions involving Related Parties, the Company should seek bids, quotes or independent valuations from unaffiliated third parties sufficient to enable the Management Committee and management to assess the fairness of the transaction to the Company.
- Ms. Charlotte Sparrow has been designated as the officer of the Company responsible for soliciting from the members of the Management Committee and executive officers and officers of the Company, no less frequently than annually, information concerning potential or pending Related Party Material Transactions.
- The Chief Executive Officer of the Company will have overall responsibility for the Company’s implementation of and compliance with these Related Party Transaction Procedures and compliance with any disclosure requirements of the federal and state securities laws with respect to related party transactions.

These AMLI Related Party Transaction Procedures are not designed to be or intended as a restatement of officers' general duty of loyalty to the Company under Delaware law or their obligation to comply with the Company's Code of Business Conduct and Ethics.

Members of the Management Committee have an obligation to disclose to the AMLI Management Committee or the Board of any subsidiary of AMLI any interest they may have in any matter or transaction coming before the Management Committee or any such Board or in any matter or transaction in which the Company may have an interest, and they must refrain from voting on any such matter.

* * * * *

I have read the Related Party Transaction Policy above and confirm that I DO / DO NOT (circle one) have any information concerning any potential or pending related party material transaction with AMLI. If answered "I DO", please briefly describe the matter: _____

_____.

X _____

Print Name: _____

Date: _____