

**MID-AMERICA APARTMENT COMMUNITIES, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
CHARTER**

Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board of Directors") of Mid-America Apartment Communities, Inc. (the "Company") is to provide assistance to the Board of Directors in identifying and recommending individuals qualified to serve as directors of the Company, to review the composition of the Board of Directors, to review and recommend corporate governance policies for the Company and to oversee the evaluation of the Board of Directors and management. The Committee shall report on its activities periodically to the Board of Directors.

Powers and Duties

The function, powers and duties of the Committee are as follows:

1. Provide assistance and oversight to the Company's Chairman and Chief Executive Officer in identifying qualified individuals to serve as members of the Company's Board of Directors and make recommendations to the Board of Directors regarding the selection and approval of the nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders.
2. Review the qualifications and performance of incumbent directors to determine whether to recommend them as nominees for reelection.
3. Review and consider candidates who may be suggested by any director or executive officer of the Company, or by any stockholder if made in accordance with the Company's charter, bylaws and applicable law.
4. With input from the Company's Chairman of the Board and Chief Executive Officer, provide assistance and oversight in recruiting and recommending qualified nominees for new or vacant positions on the Company's Board of Directors.
5. Retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve such firm's fees and other retention terms.
6. Review and recommend, after consulting with the Chairman of the Board and the Chief Executive Officer, directors to serve as members of the various committees of the Board of Directors.
7. Review considerations relating to board composition, including size of the board, term and age limits, and develop and recommend to the Board of Directors for its approval the criteria for membership on the Board of Directors. The considerations relating to director qualifications shall include diversity, independence, experience, expertise and skills.
8. Review and recommend corporate governance policies for the Company, including those relating to the structure and operations of the Board of Directors and its committees.
9. Review potential director conflicts of interest and director and officer insurance and indemnification.

10. Not less frequently than annually, oversee the evaluation of the Board of Directors and its committees, assess its contribution to the Company and evaluate the effectiveness of the current policies and practices of the Board of Directors and its committees, including those policies set forth in the Company's Corporate Governance Guidelines document.
11. Not less frequently than annually, evaluate the performance of the Committee.
12. Review the orientation process and the continuing education program for all directors, as may be required by applicable listing standards or other regulatory requirements.
13. Make such recommendations to the Board of Directors as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such services as may be referred to it from time to time by the Board of Directors, including the engagement of any outside advisor, at the Company's expense, it may deem necessary or appropriate.

Composition of Committee

The Committee shall be comprised of not less than three members of the Board of Directors, including a Committee Chairman, designated by the Board of Directors. The Committee members may be removed from the Committee, with or without cause, by the Board of Directors. Each Committee member shall be independent within the meaning of the listing standards set forth by The New York Stock Exchange ("NYSE") from time to time in effect, and any other applicable laws, rules, or regulations. The following additional qualifications shall also apply to the selection of each member of the Committee:

1. A director who is an employee (including non-employee executive officers) of the Company or any of its affiliates (including former parents and predecessors) may not serve on the Committee until the expiration of the five year period following the date of termination of his or her employment.
2. A director who is part of an interlocking directorate, in which the Chief Executive Officer or other executive officer of the Company serves on the board of another corporation that employs the director, may not serve on the Committee.
3. A director who is an Immediate Family Member (as hereinafter defined) of an individual who is an executive officer of the Company or any of its affiliates cannot serve on the Committee until the expiration of the three year period following the termination of such employment relationship. "Immediate Family Member" includes a person's spouse, parents, children, siblings, mothers-in-law and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than employees) who shares such person's home.

Meetings

The Committee shall meet at least annually and more frequently as necessary or appropriate, including teleconferences when appropriate. Special meetings of the Committee may be called on one day notice by the Chairman of the Board or the Committee Chairman. A majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board.

Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's charter, bylaws, corporate governance guidelines and applicable law and rules of markets in which the Company's securities then trade.

Charter

At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval. This charter and all amendments hereto shall be publicly disclosed as required by law or the listing standards of the NYSE.

Last Updated: September 24, 2015