

STERLING

OFFICE AND INDUSTRIAL TRUST

EXECUTIVE COMMITTEE CHARTER

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**ARTICLE I
PURPOSE**

The Executive Committee is appointed by the Board to aid the Board in handling matters which, in the opinion of the Board Chair, should not be postponed until the next scheduled meeting of the Board, including in connection with capital expenditures, investments, acquisitions, dispositions, financing activities and related matters.

**ARTICLE II
COMPOSITION**

A majority of the Executive Committee members shall meet the independence, experience and expertise requirements for members of public company Audit Committees under the Securities Exchange Act of 1934, as amended, and the rules and regulations of any applicable exchange. The Committee shall consist of no fewer than three members of the Board. The members of the Committee shall be appointed and removed by the Board. The Board Chair serve as Committee Chair of the Executive Committee. A majority of the members shall constitute a quorum.

**ARTICLE III
STRUCTURE AND MEETINGS**

The Committee will meet when necessary or desirable by the Committee or its Committee Chair. The Committee may invite members of management and other persons to its meetings as it may deem desirable or appropriate. Members may participate in a meeting of the Committee by conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

**ARTICLE IV
AUTHORITY**

Section 1. Grant of Authority.

1.1. During the interval between meetings of the Board of Trustees, the Committee shall have and may exercise the powers of the Board of Trustees to act upon any matters which, in the opinion of the Committee Chair, should not be postponed until the next previously scheduled meeting of the Board of Trustees.

1.2. The Executive Committee may assist the Board of Trustees in evaluating and overseeing capital expenditures, investments, acquisitions, dispositions, financing activities and related matters on behalf of the Trust.

**ARTICLE V
DELEGATION**

The Executive Committee may form and delegate authority to subcommittees when appropriate.

**ARTICLE VI
LIMITATIONS ON AUTHORITY**

Section 1. The Executive Committee shall not have the powers of the Board for:

- 1.1.** Those matters which are expressly delegated to another committee of the Board of Trustees;
- 1.2.** Matters which, under the Trust's Declaration or By-Laws cannot be delegated by the Board to a committee;
- 1.3.** Adopting an agreement of merger or consolidation or recommending to the shareholders the sale, lease or exchange of all or substantially all of the Trust's property and assets;
- 1.4.** Recommending to the shareholders a dissolution of the Trust or a revocation of a dissolution;
- 1.5.** Amending the Declaration or By-Laws of the Trust;
- 1.6.** Electing officers or filling vacancies on the Board or any committee of the Board; and
- 1.7.** Declaring a dividend, authorizing the issuance of stock, (except pursuant to specific authorization by the Board), or such other powers as the Board may from time to time eliminate.

**ARTICLE VII
REPORTING AND EVALUATION**

Section 1. The Executive Committee shall report to the Board periodically on its work. In addition:

- 1.1.** The Executive Committee shall evaluate its own performance and report to the Board on such evaluation on an annual basis.
- 1.2.** The Executive Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the full Board of Trustees for approval.
- 1.3.** The Executive Committee shall keep minutes of each its meetings.

**ARTICLE VI
COMMITTEE RESOURCES**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, advisors, accountants or other experts, as it deems appropriate to carry out its duties, without seeking approval of the Board or management.