

**ESSEX PROPERTY TRUST, INC.**  
**POLICY REGARDING CONTRIBUTIONS**  
**TO STATE AND LOCAL PUBLIC OFFICIALS AND CANDIDATES**

The U.S. Securities and Exchange Commission (the “SEC”) enacted Rule 206(4)-5 (the “Rule”) under the Investment Advisers Act of 1940 to prevent state and local elected officials from allowing political contributions to play a role in the selection of companies to manage investments for State or Local Pension Plans (this, and all other capitalized terms not immediately defined are defined in Section III Definitions below). In addition to the Rule, many states and municipalities have adopted “pay-to-play” laws that affect how businesses seeking a loan, license, permit, entitlement for use, or other contractual or regulatory items, may contribute or solicit contributions to a Public Official or Candidate. Essex Property Trust, Inc. (“Essex”) has established itself successfully as a professional manager of the securities and assets of its investors, and a developer and operator with an impeccable record in the multifamily space. Our reputation in the real estate and investment industries would be irreparably harmed by even the appearance of impropriety. In order to avoid violations of the federal, state and local pay-to-play laws, we are establishing the following policies:

**I. DEFINITIONS**

“**Compliance Officer**” means Essex’s General Counsel, or his or her designee.

“**Contribution**” means any gift, subscription, loan, advance, deposit of money, or anything of value, including, but not limited to, contributions to an election campaign, payment of debts incurred in connection with such election campaign and transition or inaugural expenses of a successful candidate for public office. For the avoidance of doubt the term “**Contributions**” will also mean the act of coordinating or soliciting Contributions by others.

“**Covered Associate**” means (i) any employee of Essex who is the President, executive vice-president, senior vice-president, first vice-president, vice-president, or other officer (or person who performs a similar function) or (ii) any employee or Independent Solicitor (or any person who supervises, directly or indirectly, such an employee or Independent Solicitor) who solicits a Government Entity on behalf of Essex. The term also encompasses any PAC controlled by Essex or any of the people described in the preceding sentence. For the avoidance of doubt “controlling a PAC” as used in the previous sentence includes, (i) being an officer, director or in a position of similar influence of such PAC, or (ii) exerting such influence (through donations or otherwise) that you may be able to direct the activities of the PAC.

“**Essex**” includes Essex Property Trust, Inc. and its affiliates.

“**Government Entity**” means any state and political subdivision of a state, county or city, including any agency, authority, or instrumentality thereof; a plan, program, or pool of assets sponsored or established by the state or political subdivision of a state, county or city, including any agency, authority or instrumentality thereof (e.g., a retirement plan for state or county teachers or employees); and officers, agents and employees of the state

or political subdivision of a state, county or city, including any agency, authority or instrumentality thereof, acting in their official capacity.

**“Independent Solicitor”** means a third party person or entity who communicates, directly or indirectly, for the purpose of obtaining or retaining a client for, or referring a client to, Essex for compensation.

**“PAC”** means any political action committee.

**“Person”** means any natural person, general partnership, limited partnership, limited liability partnership, partnership, limited liability company, corporation, joint venture, trust, business trust, cooperative or association.

**“Policy”** means this Essex Property Trust, Inc. Policy Regarding Contributions to State and Local Public Officials and Candidates.

**“Public Official or Candidate”** means (i) any individual who is, at the time any Contribution is made, an incumbent, candidate or successful candidate for elective office of a Government Entity; (ii) any individual who is a candidate or successful candidate for federal elective office (President, Vice President Senator or Member of Congress) if such individual, at the time any Contribution is made holds an elected or appointed office of a Government Entity; and (iii) any Person known, after reasonable inquiry, to be providing assistance with respect to the candidacy of any of the foregoing, including, but not limited to, any PAC, any inauguration or transition committee, and a local or state political party.

**“Senior Management Committee”** means that body of individuals constituting the Senior Management Committee of Essex

**“State or Local Pension Plans”** means any participant-directed investment program or plan sponsored or established by a state or political subdivision of a state, county or city, including any agency, authority or instrumentality thereof, including, but not limited to, a qualified tuition plan authorized by Section 529 of the Internal Revenue Code, a retirement plan authorized by Section 403(b) or 457 of the Internal Revenue Code, or any similar program.

## **II. POLICIES**

- A. No officer or employee shall solicit, urge or cause Essex, directly or indirectly:
  - 1. To make a corporate or organizational Contribution to, or for the benefit of, any Public Official or Candidate without prior written approval from the Compliance Officer;

2. To make a corporate or organizational Contribution to, or for the benefit of, a political party committee or PAC without prior written approval from the Compliance Officer;
  3. To coordinate or solicit any Person (including any family member) to make a Contribution to a Public Official or Candidate or political party committee or PAC without prior written approval from the Compliance Officer; or
  4. To solicit or accept any investments from a Government Entity without complete due diligence on corporate, organizational, and Covered Associate contributions made during the previous two years.
- B. No Covered Associate, officer, or employee representing the company in a California state or local board or commission proceeding nor his or her spouse or minor children shall, directly or indirectly:
1. Make a Contribution to, or for the benefit of, any Public Official or Candidate without prior written approval from the Compliance Officer;
  2. Make a Contribution to a political party committee or PAC without prior written approval from the Compliance Officer; or
  3. Coordinate or solicit any Person (including any family member) to make a Contribution to a Public Official or Candidate without prior written approval from the Compliance Officer.
- C. If a Covered Associate desires to be a member of the board, or be an officer of, or otherwise control, a PAC, then the Covered Associate must submit a prior written request to the Compliance Officer. This can include service on the board or committee of a trade association or similar group that directs or has oversight over a PAC or other political activities.
- D. Any Independent Solicitor acting on behalf of Essex to solicit State or Local Pension Plans to manage its securities or assets must:
1. be registered with the SEC, a registered national securities association, or the Municipal Securities Rulemaking Board (the "MSRB") as a broker, dealer investment adviser, or municipal advisor (where such municipal advisor is subject to the MSRB's pay-to-play rules which are in compliance with the Rule); and
  2. confirm in writing that it will adhere to this Policy.

### III. APPLICABILITY, CERTIFICATION AND SANCTIONS

- A. This Policy applies to each Covered Associate, officer, or employee representing the company in a California state or local board or commission proceeding as long as he or she remains a Covered Associate, including any period in which the Covered Associate receives any severance, distributions or other payments from Essex after termination, unless otherwise waived by Essex in writing in its sole discretion.
- B. Each Covered Associate, officer, or employee representing the company in a California state or local board or commission proceeding shall certify in a form similar to that on Exhibit A, at the time employment begins and at least annually thereafter that he or she has read, understands and is in compliance with this Policy.
- C. Each Covered Associate, officer, or employee representing the company in a California state or local board or commission proceeding shall make all written requests for approval to the Compliance Officer in a form similar to that on Exhibit B.
- D. Covered Associates (except Independent Solicitors) found in violation of this Policy (i) may be fined between \$1,000 and \$10,000 for each violation and (ii) are subject to disciplinary action including suspension, termination or other suitable disciplinary action in the sole discretion of Essex's General Counsel. Independent Solicitors found in violation of this Policy (i) will be fined up to an amount equal to any lost revenue, fines or other expenses that occurred as a result of such violation and (ii) are subject to the termination of their engagement. Actions taken by Essex in connection with any violation of this Policy by an Independent Solicitor will be determined by the Senior Management Committee upon the recommendation of Essex's General Counsel given the facts and circumstances of each such violation.

### IV. RECORD KEEPING REQUIREMENTS

Rule 204-2 under the Advisers Act requires Essex to maintain the following records:

- 1. The names, titles and business and residence addresses of all Covered Associates of Essex;
- 2. All Government Entities to which Essex provides or has provided investment related advice or counsel in exchange for a fee, or which are or were investors in any investment related pooled vehicle of client funds to which the Essex provides or has provided similar investment related advice or counsel, as applicable, in the past five years, but not prior to September 13, 2010;

3. All direct or indirect contributions made by Essex or any of its Covered Associates to a Public Official or Candidate, and all direct or indirect payments made by Essex or any of its Covered Associates to a PAC, or a State, county, city or local political party committee; and
4. The name and business address of each Independent Solicitor to whom Essex provides or agrees to provide, directly or indirectly, payment to solicit a Government Entity for investment related advice or counsel on its behalf.

**EXHIBIT A**

**ESSEX PROPERTY TRUST, INC.  
CERTIFICATION OF THE  
POLICY REGARDING  
CONTRIBUTIONS TO STATE AND LOCAL PUBLIC OFFICIALS AND CANDIDATES**

On the date set forth below, I hereby certify that (i) I have reviewed the attached Essex Property Trust, Inc. ("Essex") Policy regarding Contributions to State and Local Public Officials and Candidates (the "Policy") and have been notified that I am a "Covered Associate" as defined therein and (ii) I am in full compliance with the Policy including its prohibition on political Contributions.

I understand that any violation of the Policy may lead to fines, suspension, termination or any other disciplinary action which Essex's General Counsel, in his/her sole discretion, believes is appropriate given the facts and circumstances of the violation.

I hereby acknowledge that Essex may withhold from any compensation due to me any fines incurred or imposed upon Essex or any affiliate of Essex as a result of my violation of the Policy as determined by Essex's General Counsel in a manner it deems appropriate.

Executed and Certified this \_\_\_\_\_ day of \_\_\_\_\_ 201\_\_

By:

\_\_\_\_\_

Print Name:

\_\_\_\_\_

Covered Associate's Address (Personal):

\_\_\_\_\_

Title:

\_\_\_\_\_

Covered Associate's Address (Business):

**EXHIBIT B**

**Essex Property Trust Pay-to-Play Preclearance Form for  
Federal, State, and Local Political Contributions and Fundraising Activity**

**Name:** \_\_\_\_\_  
**Title:** \_\_\_\_\_  
**Division/Business Unit:** \_\_\_\_\_  
**Email:** \_\_\_\_\_  
**Phone:** \_\_\_\_\_

**Name of Contributor or Individual making a Solicitation** *(if different from above):*

\_\_\_\_\_

**Relationship to Essex Employee** *(if applicable/NA if not):*

\_\_\_\_\_

**Recipient of Contribution or Beneficiary of Fundraising Solicitation** *(Committee  
Name/Candidate Name):*

\_\_\_\_\_

**Amount of Contribution** *(if applicable/NA if not):*

\_\_\_\_\_

**Nature of Solicitation** *(if applicable/NA if not):*

\_\_\_\_\_

**Office Sought by Candidate** *(if applicable/NA if not):*

\_\_\_\_\_

**Office Currently Held by Candidate** *(if applicable/NA if not):*

\_\_\_\_\_

**Type of Committee** *(e.g., candidate campaign committee, political party committee,  
PAC, Super PAC, 527 political organization, slate committee, ballot measure  
committee):*

\_\_\_\_\_

**Jurisdiction** *(City or State):* \_\_\_\_\_

**Signature:** \_\_\_\_\_

**Date:** \_\_\_\_\_