

# **Sun Communities, Inc.**

## **Executive Committee Charter**

### **I. General Statement of Purpose**

The Executive Committee of the Board of Directors (the "Executive Committee") of Sun Communities, Inc. (the "Company"), on behalf of the Board of Directors (the "Board"), is responsible for generally managing the day-to-day business and affairs of the Company between regular Board meetings.

### **II. Composition**

The number of individuals serving on the Executive Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members. The members of the Executive Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a member of the Executive Committee from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Executive Committee. Vacancies occurring on the Executive Committee, for whatever reason, may be filled by the Board.

### **III. Meetings**

The Executive Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. Such meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Executive Committee shall constitute a quorum for purposes of holding a meeting and the Executive Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Executive Committee may act by unanimous written consent.

### **IV. Responsibilities and Authority**

The Executive Committee has been delegated the specific authority, for and on behalf of the Company and its subsidiaries (including Sun Communities Operating Limited Partnership), to approve any and all acquisitions and/or financings (including refinancings of existing debt) up to a maximum purchase price or loan amount of \$125 million per transaction. Notwithstanding anything to the contrary contained in this Charter, the Executive Committee shall not, without the prior approval of the Board acting as a whole: (i) recommend to the shareholders an amendment to the Company's charter; (ii) amend the Company's bylaws; (iii) adopt an agreement of merger or consolidation; (iv) recommend to the shareholders the sale, lease or exchange of all or substantially all of the Company's property and assets; (v) recommend to the shareholders the Company's dissolution or a revocation of a dissolution; (vi) fill vacancies on the Board; (vii) fix compensation of the directors for serving on the Board or on a committee of the Board; (viii) declare dividends or authorize the issuance of the Company's

stock; (ix) approve or take any action with respect to any related party transaction involving the Company; or (x) take any other action which is forbidden by the Company's bylaws or charter.

## **V. General**

- The Executive Committee shall make regular reports to the Board concerning areas of the Executive Committee's responsibilities hereunder.
- The Executive Committee values and welcomes the views of all interested stakeholders, including shareholders, employees and management, in all areas of the Executive Committee's responsibility. The Executive Committee will meet and consult with the Chairman of the Board, the Chief Executive Officer and other members of management as it deems appropriate in the exercise of its authority. The Executive Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Executive Committee or meet with any members of or advisors to the Executive Committee. The Executive Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.
- The Executive Committee may perform such other functions as may be requested by the Board from time to time.

Dated: January 1, 2014, amended on February 11, 2015 and July 20, 2015