



## STARLIGHT U.S. MULTI-FAMILY (NO. 5) CORE FUND

### BOARD OF DIRECTORS' MANDATE

As of October 14, 2016

#### *Directors' Responsibilities*

The board of directors (the "**Directors**") of Starlight U.S. Multi-Family (No. 5) Core GP, Inc., in its capacity as general partner of Starlight U.S. Multi-Family (No. 5) Core Fund (the "**Fund**"), are explicitly responsible for the stewardship of the Fund. To discharge this obligation, the Directors shall:

#### *Strategic Planning Process*

- Provide input to management on emerging trends and issues.
- Review and approve management's strategic plans.
- Review and approve the Fund's financial objectives, plans and actions, including significant capital allocations and expenditures.

#### *Monitoring and Supervising Tactical Progress and Conflicts of Interest*

- Supervise the activities of the Fund and manage the investments and affairs of the Fund.
- Monitor the performance of the Fund against its strategic and business plans, including assessing operating results to evaluate whether the business is being properly managed.
- Overseeing the manager of the Fund and the fulfillment of its responsibilities under the Management Agreement.
- Monitoring and ensuring proper governance is followed in connection with potential and actual conflicts of interest.

#### *Risk Assessment*

- Identify the principal risks of the Fund's businesses and ensure that appropriate systems are in place to manage these risks.

#### *Senior Level Staffing*

- Select, monitor and evaluate the Chief Executive Officer, Chief Financial Officer, President and other senior executives, and ensure management succession planning, if appropriate.

#### *Integrity*

- Ensure the integrity of the Fund's internal control and management information systems.
- Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, and the Fund's own governing documents.

### *Material Transactions, Major Decisions and Voting*

- Review and approve material transactions and major decisions of the Fund not in the ordinary course of business.
- Act for, vote on behalf of, and represent the Fund as a direct holder of limited partnership units of Starlight U.S. Multi-Family (No. 5) Core Investment L.P. and an indirect holder of limited partnership units of Starlight U.S. Multi-Family Core Investment L.P., Starlight U.S. Multi-Family (No. 2) Core Investment L.P., Starlight U.S. Multi-Family (No. 3) Core Investment L.P. and Starlight U.S. Multi-Family (No. 4) Core Investment L.P.

### *Disclosure*

- Maintain records and provide reports to unitholders of the Fund.
- Ensure effective and adequate communication with unitholders of the Fund, other stakeholders and the public.

### *Distributions*

- Determine the amount and timing of distributions to unitholders of the Fund.

### *Monitoring Directors' Effectiveness*

- Assess its own effectiveness in fulfilling the above and Directors' responsibilities, including monitoring the effectiveness of individual Directors.

### *Other*

- Perform such other functions as prescribed by law or assigned to the Directors in the Fund's Limited Partnership Agreement, as it may be amended from time to time.