



STARLIGHT U.S. MULTI-FAMILY (NO. 1) VALUE-ADD FUND

BOARD OF DIRECTORS' MANDATE

As of June 16, 2017

Directors' Responsibilities

The board of directors (the "**Directors**") of Starlight U.S. Multi-Family (No. 1) Value-Add GP, Inc., in its capacity as general partner of Starlight U.S. Multi-Family (No. 1) Value-Add 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 holder of limited partnership units of Starlight U.S. Multi-Family (No. 1) Value-Add 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.