



AUDIT COMMITTEE CHARTER
OF
AMERICAN CAMPUS COMMUNITIES, INC.
(Amended and Restated as of October 3, 2013)

Purpose

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of American Campus Communities, Inc. (the "Company") is to oversee the broad range of issues surrounding the accounting and financial reporting processes of the Company and audits of the financial statements of the Company. The Committee's primary focus is: (1) to assist the Board in monitoring (a) the integrity of the financial statements of the Company, (b) the compliance by the Company with legal and regulatory requirements, (c) the independent auditors' qualifications and independence, and (d) the performance of the Company's internal audit function and independent auditors; and (2) to prepare the audit committee report that the United States Securities and Exchange Commission (the "SEC") rules require be included in the Company's annual proxy statement.

Organization

This charter (the "Charter") governs the operation of the Committee. The Committee shall provide a medium within the Company for consideration of matters relating to any audit issues. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any independent public accounting firm engaged for the purpose of performing any audit, review or attest services and shall deal directly with such accounting firm. At its sole discretion, the Committee may retain outside legal, accounting and financial consultants or other advisors and may delegate to subcommittees to assist it in its activities. The fees and expenses of such consultants and advisors shall be borne by the Company.

Membership

The members of the Committee shall be appointed by the Board and shall consist of three or more members, as the Board may determine from time to time, of the Company's Board and shall serve until their successors are duly elected and qualified. Director fees are the only compensation that a member of the Committee may receive from the Company. The Chair of the Committee will be designated by the independent members of the Board. Each Committee member shall meet the independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and be free from any relationship that, in the opinion of the Board, will interfere with his or her independent judgment as a member of the Committee.

Composition

All members of the Committee shall have working familiarity with basic finance and accounting practices. Committee members may enhance their understanding of their familiarity with finance and accounting by participating in educational programs conducted by the Company or an outside consultant or firm. At least one member of the Committee shall be an audit committee financial expert (as defined in Item 401(h) of Regulation S-K).



Meetings

The Committee shall hold such regular meetings as may be necessary or advisable, but no less frequently than quarterly, and special meetings as may be called by the Committee's chairperson or at the request of the internal auditors (or personnel or independent third party responsible for the internal audit function). The Chair of the Committee, in consultation with the other Committee members, will determine the frequency and length of the meetings and will set agendas consistent with this Charter. The Chair may consult with management in the process of establishing agendas for Committee meetings. The Committee will keep written minutes of its meetings, which shall be recorded and filed with the books and records of the Company, and will report its actions and recommendations to the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. Unless otherwise provided herein, all actions of the Committee will require the vote of a majority of its members present at a meeting of the Committee at which a quorum is present.

Duties and Responsibilities

The Committee's policies and procedures shall remain flexible in order to best react to changing conditions and to help ensure that the Company's accounting and reporting practices are consistent with applicable legal requirements and are of the highest quality. The Committee shall:

- (1) Select, appoint, retain, dismiss and oversee the work of the Company's independent auditors.
- (2) Pre-approve the retention of the Company's independent auditors for audit and non-audit services (other than as provided in Section 10A(i)(B) of the Exchange Act relating to *de minimus* exceptions from the pre-approval requirements). The Committee may delegate the duty to pre-approve any such payment to any member of the Committee, provided that the decisions of such member to grant pre-approvals shall be presented to the full Committee for ratification.
- (3) Review all related party transactions entered into by the Company with any of the Company's directors or executive officers.
- (4) Ensure audit partner rotation as required by law or the rules of the New York Stock Exchange (the "NYSE") and consider whether, in order to assure continuing independence of the independent auditors, there should be regular rotation of the audit firm itself.
- (5) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- (6) Review, evaluate and reassess the performance of the Committee annually and discuss such annual performance evaluation with the Board.
- (7) Review the Company's annual audited financial statements and quarterly unaudited financial statements with the Company's management and independent auditors and recommend whether the annual audited financial statements should be included in the Company's annual report on Form 10-K.
- (8) Review the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's periodic reports and registration statements filed with the SEC.



- (9) Review and discuss with the Company's management and independent auditors the Company's quarterly earnings press releases (paying particular attention to any use of "Pro Forma" or "Adjusted" non-GAAP, information) and earnings guidance. provided that such discussions may be on general terms (*i.e.*, discussion of the types of information to be disclosed and the type of presentation to be made and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.
- (10) Review and discuss generally with the Company's management and independent auditors the type of other financial information provided to analysts and rating agencies, provided that the Committee need not discuss such other financial information before it is provided to analysts and rating agencies.
- (11) Review any major changes to the Company's auditing and accounting principles and practices as suggested by the Company's management or independent auditors.
- (12) At least annually, obtain and review a report by the Company's independent auditors describing:
 - (a) the auditors' internal quality-control procedures;
 - (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors and any steps taken to deal with any such issues; and
 - (c) all relationships between the independent auditors and the Company (to assess the auditor's independence).
- (13) Review and receive periodic reports (as well as the written disclosures and the letter from the independent auditors required by Independence Standards Board Standard No. 1 as may be modified or supplemented) from the Company's independent auditors regarding the auditor's qualifications, performance, independence and their registration with the SEC; discuss such materials with the auditors; after receipt of the annual report provided by the independent auditors discussed above in Section 12, present its conclusions with respect to the independent auditors to the full Board; and, if so determined by the Committee, recommend that the Board take appropriate action to insure the independence of the auditors and continued registration with the SEC.
- (14) Review with the Company's legal counsel and management any legal matters that may have a material impact on the financial statements or the Company's compliance policies.
- (15) Review with the Company's independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, including any problems or difficulties the auditors may have encountered and any management letter provided (or intended to be provided) by the auditors and management's response, including:
 - (a) any difficulties encountered in the course of the audit work, including any restrictions on the scope of the activities or access to required information;
 - (b) any changes required in the planned scope of the external audit;



- (c) any significant disagreements with management;
 - (d) any material written communications between the independent auditors and the Company's management, such as any management letter or schedule of unadjusted differences; and
 - (e) any accounting adjustments that were proposed by the Company's independent auditors but were "passed" (as immaterial or otherwise), and any material communications between the audit team and the independent auditors' national office respecting auditing or accounting issues presented by the engagement.
- (16) Ensure that the Company has an internal audit function to provide management and the Company with ongoing assessments of the Company's risk management processes and systems of internal control. The Company may choose to outsource this function to a firm other than its independent auditors. Review the adequacy of the Company's internal audit function.
- (17) Review and discuss with the Board any issues that arise with respect to the quality or integrity of the performance of the Company's internal audit function.
- (18) Review annually with the Company's management and independent auditors:
- (a) analyses prepared by the Company's management and/or independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles ("GAAP") on financial statements; and
 - (b) the effect of regulatory and accounting initiatives, as well as review and approve any off-balance sheet structures on the Company's financial statements.
- (19) Review at least annually major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls, and any special audit steps adopted in light of material control deficiencies.
- (20) Review the audit report provided by the Company's independent auditors, which should include:
- (a) all critical accounting policies and practices used; and
 - (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the Company's management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors.
- (21) Meet periodically with the Company's management and independent auditors in separate sessions to review the Company's policies with respect to major risk exposures and the steps management has taken to monitor and control such exposures.
- (22) Meet periodically with the Company's management, the independent auditors and the internal auditors (or personnel or independent third party responsible for the internal audit



function), in separate sessions, to encourage entirely frank discussions with the Committee, including, without limitation, discussions regarding the Company's financial reporting control procedures, the quality of the Company's financial reporting, the adequacy and competency of the Company's financial management and the Company's policies with respect to major risk exposures and the steps management has taken to monitor and control such exposures.

- (23) Meet and discuss with the internal auditors (or personnel or independent third party responsible for the internal audit function) the Company's risk management processes and systems of internal control.
- (24) Establish and maintain procedures for:
 - (a) the receipt, retention, and treatment of complaints received from the Company's employees or any other person regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- (25) Fulfill the responsibilities of the Committee set forth in applicable laws and regulations, the Company's bylaws and any code of business conduct and corporate governance guidelines of the Company.
- (26) Set clear hiring policies for employees or former employees of the independent auditors in compliance with the rules and regulations set forth by the SEC and the NYSE.
- (27) Review the effect of regulatory and accounting initiative, as well as off-balance sheet structures, if any, on the financial statements of the Company.
- (28) To review and approve the decision by the Company and its subsidiaries to enter into swaps, as defined in Section 1a(47) of the Commodity Exchange Act and applicable regulations and rules ("Swaps").
- (29) To review and approve the decision by the Company and its subsidiaries to enter into Swaps that are exempt from the requirements of section 2(h)(1) and 2(h)(8) of the Commodity Exchange Act ("Exempt Swaps"), pursuant to section 2(h)(7) of the Commodity Exchange Act and applicable regulations and rules (the "End-User Exception"). The Committee must set appropriate policies governing use of Swaps, Exempt Swaps, and the End-User Exception by the Company and its subsidiaries. The Committee must review and approve the decision to use Exempt Swaps, and the policies governing the use of Exempt Swaps, at least annually or more often upon a triggering event, including but not limited to a change in the Company's hedging policy.
- (30) Meet regularly with the Board to effect the Committee's purposes noted above.
- (31) Do every other act incidental to, arising out of or in connection with, or otherwise related to, the authority granted to the Committee hereby or the carrying out of the Committee's duties and responsibilities hereunder.



Limitation of Committee's Role

While the Committee has the authority, powers, and responsibilities set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable legal, accounting, and other requirements. These are the responsibilities of the Company's management and the independent auditors.