

**HEALTHCARE TRUST OF AMERICA, INC.**  
**INVESTMENT COMMITTEE CHARTER**

This Investment Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of Healthcare Trust of America, Inc. (the “Company”) on March 6, 2009.

**I. PURPOSE**

The purpose of the Investment Committee (the “Committee”) is to assist the Board in fulfilling its responsibilities with respect to (i) investment in specific real estate assets proposed by Grubb & Ellis Healthcare REIT Advisor, LLC (the “Advisor”) for the Company, (ii) review and oversight of the performance of the Company’s assets, (iii) review and oversight of the Company’s capital raising activities and performance of the Company’s dealer manager and (iv) review of the Company’s investment policies and procedures on an ongoing basis.

**II. MEMBERSHIP**

The Committee shall be composed of at least three (3) members, a majority of whom shall be independent directors meeting the requirements of the rules of the Securities and Exchange Commission and the Company’s Articles of Amendment and Restatement, as amended from time to time. The members shall be appointed by the Board.

The Committee shall have a Chairman who is designated by the Board. In the absence of the Chairman, the members of the Committee may designate a chairman by majority vote. The Board may, at any time, remove one or more directors as members of the Committee.

**III. RESPONSIBILITIES**

A. The Committee shall adopt investment policies for the Company, and shall review the Company’s investment policies with sufficient frequency (not less than annually) to determine that the policies being followed by the Company are in the best interests of the Company’s stockholders.

B. The Committee shall review and analyze all proposed real property and other real estate related asset acquisitions, developments and dispositions, and the financing of such acquisitions and developments, and make recommendations to and otherwise advise the Board on same.

C. The Committee shall have the authority to reject any transaction involving the acquisition or disposition of real property or other real estate related asset which has a purchase price or sales price (as applicable) of less than Twenty-Five Million Dollars (\$25,000,000).

D. The Committee shall evaluate the investment performance of the Company’s portfolio based on such benchmarks as the Board or Committee may from time to time select. The evaluation will take into account compliance with the Company’s investment policies and risk levels.

E. The Committee shall periodically meet, telephonically or otherwise, as the Committee deems desirable, with the Company's dealer manager and shall review and provide oversight of the Company's capital raising activities and the performance of the dealer manager.

F. The Committee shall review and provide oversight regarding the management of the Company's assets and the performance of same.

#### **IV. RESOURCES AND AUTHORITY**

In addition to the authority and responsibilities of the Committee enumerated in this Charter, the Committee shall take such other actions within the general scope of its responsibilities hereunder or as directed by the Board as the Committee shall deem appropriate. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants. The Committee shall have the authority to delegate its duties and responsibilities to subcommittees as it deems necessary or advisable. The Committee also shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

In addition to the indemnification, exculpation and similar provisions contained in the Company's Amended Articles and bylaws or in statutory and common law, and in addition to applicable insurance, each member of the Committee shall, in the performance of such member's duties, be fully protected in relying on information, opinions, reports or statements prepared or presented by any of the Company's officers or employees, or committees of the Board or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence, all to the extent permitted under Maryland law.

#### **V. MEETINGS**

The Committee shall meet at least once during each fiscal quarter and more frequently as the Committee deems desirable. Other meetings may be held at the discretion of the Chairman of the Committee. The Committee shall maintain minutes of Committee meetings and report regularly 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. The act of a majority of the Committee members present at a meeting shall be the act of the Committee.

#### **VI. AMENDMENTS**

This Charter may be amended in whole or in part with the approval of a majority of the Board.