

NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE CHARTER  
OF  
UCP, INC.

Purposes

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of UCP, Inc. (the “Company”) is to: (i) identify individuals qualified to become Board members consistent with criteria approved by the Board, (ii) recommend that the Board select the director nominees for election at each annual meeting of stockholders, (iii) develop and recommend to the Board a set of corporate governance guidelines and (iv) oversee the evaluation of the Board and management.

Composition of Committee

The Committee shall be comprised of three or more directors, each of whom satisfies any applicable requirements of the New York Stock Exchange (the “NYSE”), the Securities Exchange Act of 1934, as amended (together with the rules promulgated thereunder, the “Exchange Act”), and any other applicable legal or regulatory requirements; provided however, that the Committee may be comprised of a fewer number of independent or non-independent directors to the extent permitted under the rules of the NYSE and the Exchange Act. Determinations as to whether a particular director satisfies the requirements for membership of the Committee shall be made by the Board.

Any vacancy on the Committee shall be filled by the Board on the recommendation of the Committee, and members shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal by the Board. The Board may remove members from the Committee, with or without cause.

Meetings

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than twice a year. Meetings of the Committee may be called, notice of all meetings shall be given, and waiver thereof determined, and all actions of the Committee shall be conducted in accordance with the Company’s bylaws.

Delegation

The Committee may form, and delegate authority to, subcommittees when it deems appropriate, to the extent permitted under applicable law.

External Advisors

The Committee shall have the sole authority to retain and terminate a search firm or other consultants to assist in the identification and evaluation of director candidates, including the sole

authority to approve the search firm's or other consultants' fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company or any outside legal expert or other advisor, and the Company shall be responsible for any costs or expenses so incurred.

### Duties and Responsibilities

The Committee shall:

1. Identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and its membership consists of persons with sufficiently diverse backgrounds.
2. Develop, and recommend to the Board for its approval, qualifications for director candidates, and review these qualifications with the Board periodically.
3. Review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee and as committee chairs. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
4. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company. The Committee shall review the corporate governance guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary to the Board for approval.
5. Oversee the annual self-evaluations of the Board, committees and management.
6. Report regularly to the Board on the activities of the Committee.
7. Perform such other duties and responsibilities, consistent with this Charter, delegated to the Committee by the Board.

The Committee shall conduct an annual performance evaluation to, at a minimum, compare the performance of the Committee to the requirements of this Charter and any other duties or responsibilities delegated to the Committee by the Board and report to the Board the results of the evaluation, which may take the form of an oral presentation by a member of the Committee to the Board.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

### Nominating Criteria

In evaluating candidates for nomination to the Board, the Committee shall take into account any applicable requirements for directors under the Exchange Act and the listing standards of the NYSE. The Committee may take into consideration such other factors and criteria that the Committee deems appropriate in evaluating a candidate, including his or her

judgment, skill, integrity, diversity, business or other experience, time availability in light of other commitments and conflicts of interest. The Committee may (but is not required to) consider candidates suggested by management or other members of the Board.

In evaluating candidates for nomination to committees of the Board, the Committee shall take into account any applicable requirements for members of committees of boards of directors under the Exchange Act and the listing standards of the NYSE. The Committee also shall take into consideration the factors and requirements set forth in the charter of such committee, if any. The Committee may take into consideration such other factors or criteria that the Committee deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity, diversity and business or other experience.