

M.D.C. HOLDINGS, INC.

RE-STATED CHARTER FOR THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS

The Board of Directors (the “Board”) of M.D.C. Holdings, Inc., (“MDC” or “the Company”) previously established a Compensation Committee. This Restated Charter for the Compensation Committee (the “Charter”) restates the authority, responsibilities and specific duties of MDC’s Compensation Committee (the “Committee”). This Charter is to be reviewed, and if appropriate, approved by the Board at least annually.

I. ORGANIZATION

A. Composition

1. The Committee is to be comprised of at least three directors all of whom are independent. For these purposes, "independent" shall mean the independence requirements set forth in the Securities Exchange Act of 1934, as amended, and the rules adopted by the Securities and Exchange Commission (the "SEC") thereunder and the corporate governance and other listing standards of the New York Stock Exchange as in effect from time to time. All of the Committee members are also to be “outside directors” as defined in regulations under Section 162(m) of the Internal Revenue Code and are to be "non-employee directors" as defined in SEC Rule 16b-3(d)(3)(i)
2. The members of the Committee shall be appointed by the Board upon recommendation and advice of the Corporate Governance/Nominating Committee and shall serve until their successors are elected or their earlier resignation or removal by the Board.
3. A Committee member shall be immediately removed from the Committee without further action by the Board if the member ceases to be a director of the Company or is found by the Board to no longer be an "independent" director.
4. Vacancies on the Committee shall be filled by the Board.
5. A Chairman of the Committee may be appointed by the Board or, in the absence of such an appointment, shall be elected by a majority vote of the Committee.

B. Access and Resources

The Committee shall have unrestricted access to MDC's personnel records and sole authority to retain independent counsel, consultants and other advisers to assist it in evaluating compensation or in otherwise discharging its responsibilities.

C. Meetings

1. The Committee shall meet on a regular basis, at least quarterly, and may call additional meetings as required. A quorum of the Committee shall consist of two members or a majority of the Committee members, whichever may be greater. Members may attend in person or by means of remote communication.
2. Minutes of each meeting shall be in writing and copies provided to Committee members for their approval. A permanent record of approved minutes shall be maintained by the Committee.
3. All actions of the Committee shall be by affirmative vote of a majority of those members present at the meeting. Action by the Committee may be taken by voice vote, noted in the minutes of the meeting, or by written resolution or consent signed by the members voting for the action. Any such written resolution or consent may be signed in counterparts.

E. Reporting to the Board

At least quarterly, the Committee shall report to the Board regarding its activities.

F. Indemnification

Each Committee member shall be entitled to indemnification by the Company to the maximum extent permitted by Delaware law, the Company's Certificate of Incorporation, By-laws and resolutions of the Board.

G. Compensation and Expense Reimbursement

The members of the Committee shall be compensated for meeting attendance at rates as determined by the Board. Travel and other out-of-pocket expenses incurred by Committee members in connection with such meetings shall be documented and reimbursed in accordance with the Company's expense reimbursement policies.

II. FUNCTIONS AND RESPONSIBILITIES

A. Compensation Matters

1. The Committee shall oversee all employee compensation levels, including benefits, having a goal to maintain compensation levels that are comparable to the marketplace and in conformity with shareowner interests.
2. The Committee shall review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the board), determine and approve the CEO's compensation level based on this evaluation.
3. The Committee shall make recommendations to the board with respect to non-CEO compensation, incentive-compensation plans and equity-based plans.
4. The Committee shall produce a compensation committee report on executive compensation as required by the SEC to be included in the company's annual proxy statement or annual report on Form 10-K filed with the SEC.
5. The Committee shall administer the Company's current equity and other compensation plans, as they may be amended from time to time, and any additional plans adopted by the Company.
6. The Committee shall perform such other duties and functions as the Board may direct from time to time.

B. Annual Performance Evaluation

The Committee shall make provision for an annual performance evaluation of the Committee.

C. Other Functions.

The Committee shall perform such other functions regarding the compensation matters of the Company as requested by the Board.

III. DELEGATION

The Committee shall have full authority to delegate any of its duties under this Charter to any subcommittee of independent directors with a published charter formed by the Board or the Committee.

IV. AMENDMENT OF CHARTER

This Charter is to remain in effect until amended or terminated by the Board of Directors (the “Board”) of M.D.C. Holdings, Inc. (“MDC”).