

Adopted by Board: 02/05/2004

**NOMINATING/CORPORATE GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER**

I. PURPOSE

The Nominating/Corporate Governance Committee (the "Committee") shall provide assistance to the Board of Directors (the "Board") of WCI Communities, Inc. (the "Company") in fulfilling its responsibility to the shareholders, potential shareholders and investment community by fulfilling the Committee's responsibilities and duties as outlined in Section IV.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board, each of whom is determined by the Board to be "independent" in accordance with the rules of the New York Stock Exchange, Inc.

Appointment and Removal

The members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chairman

Unless a Chairman is elected by the full Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

III. MEETINGS

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Chairman of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

To the extent permitted by applicable legal requirements and/or listing standards, the Committee may delegate specified duties and responsibilities to a subcommittee created by a vote of a majority of the members of the Committee.

IV. RESPONSIBILITIES AND DUTIES¹

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

Board Selection, Composition and Evaluation

1. Establish criteria for the selection of new directors to serve on the Board, which criteria shall be approved by the Board.
2. Identify individuals, consistent with criteria approved by the Board, believed to be qualified as candidates to serve on the Board and select, or recommend that the full Board select, the candidates for all directorships to be filled by the Board or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee shall consider candidates recommended by shareholders, management and directors and shall take into account all factors it considers appropriate, which shall include: (a) minimum individual qualifications, including strength of character, mature judgment, industry knowledge or experience and an ability to work collegially with the other members of the Board, and (b) all other factors it considers appropriate, which may include independence from management; age, gender and ethnic background; existing commitments to other businesses; potential conflicts of interest with other pursuits; legal considerations such as antitrust issues; corporate governance background; financial and accounting background, to enable the Committee to determine whether the candidate would be suitable for audit committee membership (including as an “audit committee financial expert”); executive compensation background, to enable the Committee to determine whether the candidate would be suitable for compensation committee membership; and the size, composition and combined expertise of the existing Board. The Committee should also consider the extent to which the candidate would fill a present need on the Board.

Review and make recommendations to the full Board, or determine, whether members of the Board should stand for re-election. Consider matters relating to the retirement of Board members, including term limits or age caps.

In the case of a director nominated to fill a vacancy on the Board due to an increase in the size of the Board, recommend to the Board the class of directors in which the director-nominee should serve.

3. Evaluate candidates recommended by shareholders in a timely manner. In that connection, the Committee shall adopt procedures for the submission of such recommendations by shareholders as it deems appropriate.
4. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates and be responsible for the process of identifying and evaluating possible candidates. In that connection, the Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the corporation, including sole authority to approve the fees payable to such search firm and any other terms of retention.
5. In connection with the Company's filings with the Securities and Exchange Commission, the Committee will make such disclosures about its director nominating process as are required by the applicable securities laws or regulations.
6. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers, and whether a candidate has special interests or a specific agenda that would impair his or her ability to effectively represent the interests of all shareholders.
7. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
8. Oversee evaluation of the Board and management of the Company.

Indemnification and Insurance of Directors and Officers

9. Review, and make recommendations to the full Board with respect to, directors' and officers' indemnification and insurance matters.

Committee Selection and Composition

10. Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
11. Recommend members of the Board to serve as the Chair of the committees of the Board.
12. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations

regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee.

13. Periodically review the charter and composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

Corporate Governance

14. Consider the adequacy of the certificate of incorporation and by-laws of the corporation and recommend to the Board, as conditions dictate, that it propose amendments to the certificate of incorporation and by-laws for consideration by the shareholders.
15. Develop and recommend to the Board a set of corporate governance principles.
16. Consider policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.

Continuity / Succession Planning Process

17. Oversee and approve the management continuity planning process. Review and evaluate the succession plans relating to the CEO and other executive officer positions, including plans related to unanticipated vacancies, and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

Reports

18. Report regularly to the Board. The report to the Board may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.
19. Maintain minutes or other records of meetings and activities of the Committee.
20. Coordinate with General Counsel of the Company with respect to activities of the Committee.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee.