

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

**As Adopted by the Board of Directors
on August 25, 2006**

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) is to provide counsel to the Board of Directors of FiberTower Corporation (the “*Board*”) with respect to Board and Committee structure and membership.

Membership

The Committee shall consist of at least two members of the Board, each of whom shall be independent directors, and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. The Board shall appoint the chairperson and members of the Committee.

Responsibilities Related to the Nomination of Directors

The Committee shall:

- (1) Establish criteria for nomination to the Board and its committees, taking into account the composition of the Board as a whole.
- (2) Identify, review and recommend Director candidates for the Board.
- (3) Recommend Directors for election at the Annual Meeting of Stockholders and to fill new or vacant positions. In recommending such candidates, the Committee will consider such factors as it deems appropriate to assist in developing a Board and committees that are diverse in nature and comprised of experienced and seasoned advisors. These factors may include:
 - a candidate’s qualification as independent;
 - a candidate’s depth of experience and availability;
 - the balance of the business interest and experience of the incumbent or nominated Directors, diversity (including factors such as race, gender or experience), and;
 - the need for a required expertise on the Board or one of its committees.
- (4) Establish policies with respect to the process by which shareholders of the Corporation may recommend candidates to the Committee for consideration for

nomination as a Director.

- (5) Make recommendations to the Board regarding Director retirement age, tenure and removal for cause.
- (6) Review continued appropriateness of Board membership of members who retire or change their position held at the time of election.
- (7) Recommend Directors for membership on Board Committees.

Responsibilities Related to Corporate Governance

- (1) Assess and monitor, with Board involvement, the performance of the Board.
- (2) Review corporate governance issues and developments on a regular basis and recommend governance standards to the Board as it deems appropriate.
- (3) Review the corporate governance practices of the Company on an annual basis, or more frequently if appropriate, and recommend changes to the Board as it deems appropriate.

Meetings

The Committee will meet as necessary to perform its responsibilities, but at least once annually. The Committee may, in its discretion, delegate all or a portion of its duties to a subcommittee.

Resources and Authority

The Committee will have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding, in such amount as the Committee deems necessary, to compensate any consultants and any other advisors retained by the Committee. The Committee will have the sole authority to engage search firms to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firm. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.