

**FIBERTOWER CORPORATION  
COMPENSATION COMMITTEE CHARTER**

**As Adopted by the Board of Directors  
on December 15, 2010**

**Role**

The role of the Compensation Committee (the “Committee”) is to discharge the responsibilities of the Board of Directors (the “Board”) of FiberTower Corporation (the “Company”) relating to compensation of the Company’s executives, to issue an annual report on executive compensation for inclusion in the Company’s proxy statement, and to oversee and advise the Board on the adoption of policies that govern the Company’s compensation programs, including stock and benefit plans.

**Membership**

The membership of the Committee consists of at least three directors, each of whom is to be free of any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment. Applicable laws and regulations and the applicable requirements of the Nasdaq Stock Market will be followed in evaluating a member’s independence. All members shall be elected annually by the Board. The Board shall appoint a chairperson.

**Operations**

The Committee will normally meet two times per year, in conjunction with a regular meeting of the Board, or on a more frequent basis as necessary to carry out its responsibilities. The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Compensation Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, quorum and voting requirements and removal and vacancies as are applicable to the Board or as otherwise specified in the Company’s Bylaws. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of Delaware.

Meetings may, at the discretion of the Committee, include members of the Company’s management, independent consultants, and such other persons as the Committee or its chairperson may determine. In accordance with the Nasdaq rules, the chief executive officer may not be present during voting or deliberations concerning the CEO’s compensation.

**Authority**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain, terminate and approve the fees and retention terms with respect to outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal

advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications. The Committee shall have the authority to form and delegate any of its authorities and responsibilities to subcommittees comprised of one or more of its members as it deems appropriate and, to the extent permitted by applicable law and the Nasdaq rules, to delegate certain responsibilities relating to the day-to-day administration of the Company's compensation plans to one or more executive officers of the Company.

### **Responsibilities**

The principal responsibilities and functions of the Compensation Committee are as follows:

- Develop an overall executive compensation philosophy, strategy and framework consistent with the Company's objectives and stockholder interests.
- Review and approve goals and objectives for the CEO and executive management, evaluate the performance of the CEO and executive management in light of these corporate objectives, and set CEO and executive management compensation levels consistent with company philosophy.
- Approve the salaries, bonus and other compensation for all executive officers.
- Review and approve compensation packages for new corporate officers and termination packages for corporate officers as requested by management.
- Review and discuss with the Board and senior officers plans for officer development and corporate succession plans for the CEO and other senior officers.
- Review and approve the awards made under any executive officer bonus plan, and provide an appropriate report to the Board.
- Review and make recommendations concerning long-term incentive compensation plans, including the use of stock options and other equity-based plans. Except as otherwise delegated by the Board, the Committee will act on behalf of the Board as a "Plan Administrator" or similar function established to administer equity-based and employee benefit plans, and as such will discharge any responsibilities imposed on the Committee under those plans, including making and authorizing grants, in accordance with the terms of those plans.
- Determine the Company's policy with respect to the application of Section 162(m) of the Internal Revenue Code of 1986, as amended, and when compensation may be paid by the Company which is not deductible for federal income tax purposes.
- Select a peer group or peer groups against which the Company's executive compensation program is assessed.

- Review whether the Company’s compensation plans, policies and programs, including any ERISA or other benefit plans, are competitive and consistent with the Company’s long-term strategy, corporate values and accepted legal practices.
- Review and approve any transaction in equity securities of the Company, or derivatives of those equity securities, between the Company and any other officer or director of the Company who is subject to the reporting and short-swing liability provisions of Section 16 of the Securities and Exchange Act of 1934.
- Review periodic reports from management on matters relating to the Company’s personnel appointments and practices.
- Review and discuss with management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s proxy statement relating to its annual meeting of stockholders and determine whether to recommend to the Board that the CD&A be included in the proxy statement.
- Issue an annual Report of the Compensation Committee on Executive Compensation for the Company’s annual proxy statement in compliance with applicable Securities and Exchange Commission (“SEC”) and Nasdaq rules and regulations.
- Annually evaluate the Committee’s performance and this Charter and recommend to the Board any proposed changes to the Charter or the Committee.
- Undertake all further actions and discharge all further responsibilities imposed upon the Committee from time to time by the Board, the federal securities laws or the rules and regulations of the SEC or Nasdaq.

### **Legal Compliance**

This Compensation Committee Charter and the composition and authorized activities of the Committee are intended to, and shall be construed to, comply with applicable state and federal laws, the rules and regulations of Nasdaq and the SEC, and the Company’s bylaws.