

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE OF THE BOARD OF DIRECTORS  
(As Amended and Restated, February 25, 2009)**

The Board of Directors (“Board”) of American Tower Corporation (“Company”) has established a Nominating and Corporate Governance Committee (“Committee”) as a permanent standing committee with the authority, responsibility and specific duties described below. This Charter (“Charter”) and the composition of the Committee are intended to comply with applicable state and federal law, including the securities laws, the rules and regulations of the Securities and Exchange Commission (“SEC”) and the New York Stock Exchange (“NYSE”), and the Company’s Bylaws. This document replaces and Supersedes in its entirety previous charters of the Committee.

**I. Purpose and Scope**

The purpose of the Committee is to assist the Board in fulfilling its responsibilities relating to the composition and quality of the Company’s governing bodies. The Committee’s duties and responsibilities include, without limitation, oversight of: (i) the identification of individuals qualified to become Directors and recommendation of Director nominees to the Board prior to each annual meeting of stockholders; (ii) the setting of the composition and the recommendation of nominees for any committee of the Board; (iii) the development and recommendation of Corporate Governance Guidelines to the Board; (iv) the evaluation of the Board and each Committee of the Board; (v) the evaluation of management, which may be conducted by others, including, without limitation, the Compensation Committee, subject to the Committee’s ultimate responsibility and oversight; and (vi) the approval or ratification of all “Related Party Transactions”.

**II. Committee Charter, Membership and Organization**

A. Charter. This Charter shall be reviewed and reassessed by the Committee at least annually. Any proposed changes shall be submitted to the Board for its approval.

B. Members. The Committee shall consist of no fewer than two (2) members of the Board. The Committee shall be comprised of Directors who meet the independence requirements of the SEC, the NYSE and other applicable law. The Board will assess and determine the qualifications of the Committee members.

C. Term of Members and Selection of Chair. The members of the Committee shall be appointed annually by the Board and the Board shall select the Chair of the Committee. Committee members may be replaced by the Board.

D. Meetings. In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be held as required or as appropriate, but the Committee must meet not less frequently than quarterly. Such meetings may be held in person or telephonically and may be held at such times and

places as the Committee determines. The Committee may form and delegate authority to subcommittees when appropriate.

E. Quorum. A quorum at any meeting of the Committee shall consist of a majority of the members. All determinations of the Committee shall be by a majority of the disinterested members present at a meeting duly called or held, except as may be otherwise specifically provided for in this Charter. In the event that there are only (2) two members present, and such presence constitutes a quorum, all determinations of the Committee shall be unanimous. Any decision or determination of the Committee reduced to writing and consented to (including, but not limited to, by means of electronic transmission) by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

F. Agenda, Minutes and Reports. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record and shall be approved at a subsequent meeting of the Committee. In addition, the Committee shall make regular reports to the Board and such other periodic reports to the Board as it deems useful from time to time, or as may be required of it by the Board.

G. Performance and Evaluation. The Committee shall evaluate its performance on an annual basis and shall establish criteria for such evaluation.

H. Finances. The Committee has the authority to determine the appropriate funding (which shall be supplied by the Company at the request of the Committee) for the payment of compensation to any advisors engaged by the Committee on behalf of the Company and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **III. Committee Compensation**

The compensation of the Committee members shall be as determined by the Compensation Committee and approved by the Board. Fees may be paid in cash, stock, options or other equity-based compensation, or other forms ordinarily available to members of the Board. Committee members may also receive all regular benefits accorded to members of the Board generally. Members of the Committee may receive no other compensation from the Company other than such Director's fees and benefits.

### **IV. Committee Authority and Responsibilities**

A. Specific Duties and Responsibilities. The Committee shall have the following specific duties and responsibilities:

## 1. *Nominating*

- Establish criteria for the selection of nominees for Director (“Candidates”)
- Identify and recommend Candidates. In making recommendations, the Committee shall consider Candidates proposed by stockholders in accordance with the By-Laws, assuming appropriate biographical and background material is provided to it. The Committee shall review and evaluate Candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other Candidates.
- Assess each Candidate’s qualifications and compliance with independence and any other legal requirements for Board or Committee service
- Establish guidelines for the removal of Directors
- Consider and recommend as to whether the Board should accept any Director resignations, including where a Director fails to receive the required number of votes for re-election
- Periodically review the desirability of term limits for Directors

## 2. *Corporate Governance*

- Develop guidelines for corporate governance addressing, among other things, the size, composition and responsibilities of the Board and its Committees
- Advise the Board regarding Committee charters and the need for new or modified Committees
- Establish criteria for the evaluation of the Board’s and each Committee’s Performance
- Approve or ratify all Related Party Transactions<sup>1</sup>

B. Access to Records, Consultants and Others. The Committee shall have the authority and responsibility to employ search firms or other consultants to assist it in performing its duties, to approve the terms of any such engagement, and to set the fees paid to any such consultant. The Committee shall have full access to any relevant records of the Company and may request that any officer or other employee of the Company or the Company’s outside counsel meet with any members of, or consultants to, the Committee.

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<sup>1</sup> For these purposes, a “Related Party Transaction” is a transaction between the Company and any Related Party (including any transactions requiring disclosure under Item 404 of Regulation S-K under the Securities Exchange Act of 1934), other than (i) transactions available to employees or directors generally or (ii) transactions involving less than \$120,000 when aggregated with all similar transactions. For these purposes, a “Related Party” is (a) an executive officer or director of the Company; (b) a stockholder owning in excess of five percent of the Company (or its controlled affiliates); (c) a person who is an immediate family member of (a) or (b) above; or (d) an entity which is owned or controlled by someone listed in (a), (b), or (c) above, or an entity in which someone listed in (a), (b) or (c) above has a substantial ownership interest or control of such entity.

## **V. Other Delegated Responsibilities**

The Committee shall also carry out such other duties as may be delegated to it by the Board from time to time.

## **VI. Limitation of the Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to hire Directors or senior executives of the Company or to manage the performance of those Directors or senior executive on a day-to-day basis. These are the responsibilities of the Company's management and/or the Board itself. Nor is the duty of the Committee to conduct investigations or to assure compliance with applicable laws and regulations.