

Corporate Governance and Nominating Committee

Carrier Access' Corporate Governance and Nominating Committee is comprised of the following independent directors:

CHARTER FOR THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS OF CARRIER ACCESS CORPORATION

1. PURPOSE

The Corporate Governance and Nominating Committee (*the "Nominating Committee"*) is a committee of the Board of Directors of Carrier Access Corporation (*the "Company"*). Its purpose is to:

- Review and make recommendations to the Board of Directors regarding matters concerning corporate governance;
- Review the composition and evaluate the performance of the Board of Directors, select or recommend for the selection of the Board of Directors director nominees, and evaluate director compensation;
- Review the composition of committees of the Board of Directors and recommend persons to be members of such committees; and
- Review and make recommendations regarding the resolution of conflicts of interest of members of the Board of Directors and corporate officers.

In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors may from time to time prescribe.

2. MEMBERSHIP AND ORGANIZATION

Composition. The Nominating Committee members shall be appointed by, and will serve at the discretion of, the Board of Directors. The Nominating Committee shall consist of no fewer than three members of the Board of Directors. Members of the Nominating Committee must meet the following criteria:

- Each member shall be independent of the Company and its affiliates, shall have no relationship to the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise be deemed "Independent Directors" as defined in Rule 4200 of The NASDAQ Stock Market, Inc. Marketplace Rules (the "NASDAQ Rules").

The Board of Directors may designate one member of the Committee as its Chair. The Nominating Committee may form and delegate authority to subcommittees when appropriate.

Meetings. The Nominating Committee will meet at least four times per year. The Nominating Committee may establish its own meeting schedule, which it will provide to the Board of Directors. Special meetings may be convened as required. The Nominating Committee, or its Chair, shall report to the Board of Directors on the results of these meetings. The Nominating Committee may invite to its meetings other Directors, Company management and such other persons as the Nominating Committee deems appropriate in order to carry out its responsibilities. In performing its duties, the Nominating Committee shall have the authority to obtain advice, reports or opinions from internal or external legal counsel and expert advisors, including any search firm to be used to identify candidates for the Board of Directors, and shall have sole authority to approve such experts' fees and other retention terms.

The Nominating Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

Compensation. Members of the Nominating Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board of Directors.

3. RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Nominating Committee include to:

Corporate Governance Generally

- Review annually the principles of corporate governance approved by the Board of Directors to ensure that they remain relevant and are being complied with;
- Periodically review this Charter and the Nominating Committee's processes and procedures;
- Recommend ways to enhance communications and relations with stockholders;
- Make recommendations to the Board regarding issues of management succession.
- Oversee compliance by the Board of Directors and its committees with applicable laws and regulations, including the NASDAQ Rules and regulations promulgated by the Securities and Exchange Commission; and

Composition of the Board of Directors, Evaluation and Nominating Activities

- Review the composition and size of the Board of Directors and determine the criteria for membership on the Board of Directors, including issues of character, judgment, independence, diversity, expertise, corporate experience, length of service, other commitments and the like;
- Recommend for selection by the Board of directors for appointment to its committees and, as appropriate, recommend rotation or removal of directors from Board committees.
- Conduct an annual evaluation of the Board of Directors as a whole, and evaluate the performance of individual members of the Board of Directors eligible for re-election;
- Identify, consider and select, or recommend for the selection of the Board of Directors, candidates to fill new positions or vacancies on the Board of Directors;
- Select, or recommend for the selection of the Board of Directors, the director nominees for election to the Board of Directors by the stockholders at the annual meeting of stockholders;

- Review any candidates for the Board of Directors recommended by stockholders, provided such recommendations are submitted in compliance with the Company's policies and procedures for consideration of candidates for the Board of Directors;
- Review the disclosure included in the Company's proxy statement regarding the Company's policies and procedures for the Committee's consideration of candidates for the Board of Directors;
- Evaluate director compensation, consulting with outside consultants and/or with the Human Resources department when appropriate, and make recommendations to the Board of Directors regarding director compensation;
- Review and make recommendations to the Board of Directors with respect to the 1998 Stock Option Plan and any proposed amendments thereto, subject to obtaining stockholder approval of any amendments as required by law or the NASDAQ Rules; and
- Make recommendations for continuing education of Board members.

Committees of the Board of Directors

- Periodically review the composition of each committee of the Board of Directors and make recommendations to the Board of Directors for the creation of additional committees or the change in mandate or dissolution of committees; and
- Recommend to the Board of Directors persons to be members of the various committees.

Conflicts of Interest

- Review and monitor the Company's Code of Ethics and Business Conduct;
- Consider questions of possible conflicts of interest of members of the Board of Directors and of corporate officers; and
- Review actual and potential conflicts of interest of members of the Board of Directors and corporate officers, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest.