

**Amended and Restated Charter
of the Nominating/Corporate Governance Committee of
Entercom Communications Corp.**

This Amended and Restated Nominating/Corporate Governance Committee Charter (this “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of Entercom Communications Corp. (the “**Company**”) on February 27, 2004.

I. Purpose

The purpose of the Nominating/Corporate Governance Committee (the “**Committee**”) of the Board is to assist the Board in discharging the Board’s responsibilities regarding: (a) the recommendation of criteria for selection of Board members; (b) the identification of qualified candidates to become Board members; (c) the selection of nominees for election as directors at the next annual meeting of shareholders (or special meeting of shareholders at which directors are to be elected); (d) the selection of candidates to fill any vacancies on the Board; (e) the recommendation of Board members to comprise the various committees of the Board, including without limitation the recommendation of Board members to serve as such committee chairpersons; (f) the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company (the “**Corporate Governance Guidelines**”); and (g) oversight of the evaluation of the board and management.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion.

II. Membership

The Committee shall be composed of two or more directors, as determined by the Board, each of whom (a) satisfies the independence requirements of the New York Stock Exchange, and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board.

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do

so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

IV. Duties and Responsibilities

1. (a) At an appropriate time prior to each annual meeting of shareholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(c) For purposes of (a) and (b) above, the Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:

- (i) experience in corporate management, such as serving as an officer or former officer of a publicly-held company;
- (ii) experience in the media, communication and/or radio broadcasting industries;
- (iii) experience as a board member of another publicly-held company;
- (iv) academic expertise in the media, communication and/or radio broadcasting industries or in specific areas of the Company's operations; and
- (v) financial experience necessary to assist the Company in meeting its corporate governance requirements.

2. The Committee shall oversee the Board in the Board's annual review of its performance (including its composition and organization).

3. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's Articles of Incorporation, bylaws, this Charter and the charters of the Company's other committees.

4. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines.

5. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter. The Committee shall conduct such evaluation and review in such manner as it deems appropriate

6. The Committee shall review and reassess this Charter as it deems necessary and may submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade.