

**CROWN CASTLE INTERNATIONAL CORP.**  
**AUDIT COMMITTEE CHARTER**  
(May 23, 2008)

**Purpose**

The Audit Committee ("Committee") is established by the Board of Directors ("Board") of Crown Castle International Corp. ("Company") to assist the Board in its fiduciary responsibilities to the Company's stockholders ("Stockholders"). The Committee's function is an oversight role relating to the Company's financial statements and accounting practices. In particular, the purpose of the Committee is to serve as an independent and objective party to:

- oversee the quality and integrity of the financial statements and other financial information the Company provides to any governmental body or the public;
- oversee the Company's compliance with legal and regulatory requirements;
- oversee the Company's independent external auditor's ("Auditors") qualifications and independence;
- oversee the performance of the Company's internal audit function and the Auditors; and
- oversee the Company's systems of internal controls regarding finance, accounting, legal compliance and ethics.

In its oversight function, the Committee is neither intended nor equipped to guarantee to the Board, the Stockholders or any other person the accuracy and quality of the Company's financial statements and accounting practices.

**Accountability of the Auditors**

The Auditors are accountable to the Committee. The Committee shall have the sole authority and responsibility with respect to the selection, engagement, compensation, oversight, evaluation and, where appropriate, dismissal of the Auditors. The Committee, or a member thereof, should pre-approve any non-audit service provided to the Company by the Auditors.

**Authority and Responsibilities**

The Committee shall have the authority to take all actions it deems advisable to fulfill its responsibilities and duties. Without limiting the generality of the foregoing, the Committee shall have the authority to retain professional advisors including special legal counsel, accounting experts, or other consultants to advise the Committee, which may be the same as or different from the Company's primary legal counsel, accounting experts and other consultants, as the Committee deems necessary or advisable in connection with the exercise of its powers and responsibilities as set forth in this Audit Committee Charter ("Charter"), all on such terms as the Committee deems necessary and advisable.

The Committee shall be responsible for the resolution of any disagreements between the Auditors and Company management ("Management") regarding the Company's financial reporting.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the Auditors employed by the Company for the purpose of rendering or

issuing an audit report and to any special legal counsel, accounting experts or other consultants employed by the Committee.

In connection with the purpose, powers and responsibilities set forth above, the Committee shall also endeavor to:

#### Independent Auditors

1. Annually select and engage the Auditors retained to audit the financial statements of the Company.
2. Review and pre-approve the plan and scope of the Auditors' auditing services (including comfort letters), non-audit services and related fees, with such non-audit services approved by the Committee to be disclosed, as may be required, in the Company's periodic reports filed with the Securities and Exchange Commission ("SEC").
3. Review the performance of the Auditors and approve any proposed discharge of the Auditors when circumstances warrant.
4. Ensure that the lead audit partner and reviewing audit partner of the Auditors are rotated at least every five years.
5. Establish policies or guidelines for hiring employees or former employees of the Auditors.
6. Periodically review the independence of the Auditors, including a review of relationships between the Auditors and the Company, including non-audit related services and fees. Discuss with the Auditors concerns relating to the Auditor's objectivity and independence, and if necessary, take appropriate action relating to the independence of the Auditors.
7. Periodically obtain and review reports from the Auditors that include (i) critical accounting policies and practices used; (ii) alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with Management, their ramifications and the preferences of the Auditors; and (iii) other material written communications between the Auditors and Management.

#### Review

1. Review and approve the appointment, termination or replacement by Management of an Internal Audit Director (or similarly titled position) overseeing the internal auditing function ("Internal Audit Director") and/or, at the discretion of the Board, select and contract with outside auditors to perform the function of an internal audit department.
2. Oversee the scope of the duties and activities of the Internal Audit Director, who shall report directly to the Committee.
3. Oversee the scope of the duties and activities of any outside auditors serving as internal auditors who shall report to the Internal Audit Director (or in the absence of an Internal Audit Director or otherwise determined by the Committee, directly to the Committee).

4. Periodically meet and review with the Internal Audit Director, and/or any outside auditors serving as internal auditors, the regular internal reports to Management prepared by the internal auditing department and the progress of activities and any findings of major significance stemming from internal audits.
5. Review and discuss with Management and the Auditors the applicable Company quarterly or annual financial information prior to the quarterly earnings release or filing of the Company's Quarterly Report on Form 10-Q or Annual Report on Form 10-K, including the disclosures made under Management's Discussion and Analysis of Financial Condition and Results of Operations in any such Form 10-Q or Form 10-K.
6. Discuss with financial management the Company's quarterly earnings releases or other press releases or Current Reports on Form 8-K reports providing significant financial information or earnings guidance.
7. Upon completion of any annual audit, meet with the Auditors and Management and review the Company's financial statements and related notes, the results of their audit, any report or opinion rendered in connection therewith, any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information, any significant disagreements with Management concerning accounting or disclosure matters and any significant adjustment proposed by the Auditors.
8. Review with the Auditors any audit problems or difficulties and Management's response.
9. Review and consider with the Auditors and Management the matters required to be discussed by Statement of Auditing Standards No. 61. These discussions should include consideration of the quality of the Company's accounting principles as applied in its financial reporting, including review of estimates, reserves and accruals, review of judgmental areas, review of audit adjustments whether or not recorded and such other inquiries as may be appropriate.
10. Make its recommendation to the Board as to the inclusion of the Company's audited financial statements in the Company's Annual Report on Form 10-K.
11. Obtain and review reports describing the Auditor's internal quality-control procedures; material issues raised by the internal quality-control review, or peer review, of the Auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Auditors, and any steps taken to deal with any such issues.

#### Financial Reporting Processes

1. Periodically meet with and discuss with Management, the Auditors and the internal audit department the adequacy and integrity of the Company's accounting policies and procedures and internal accounting controls, the completeness and accuracy of the Company's financial disclosure and the extent to which major recommendations made by the Auditors or the internal auditors have been implemented or resolved.

2. Consider and approve, if appropriate, major changes to the Company's auditing or accounting principles and practices as suggested by the Auditors, Management, or the internal auditing department.
3. Review with the Auditors, the internal auditing department and Management the extent to which such major changes have been implemented. This review should be conducted at an appropriate time subsequent to implementation of changes, as the Committee determines.

#### Process Improvement

1. Establish systems of reporting to the Committee by each of Management, the Auditors and the Internal Audit Director regarding any significant judgments made in Management's preparation of the financial statements and the view of each as to appropriateness of such judgments.
2. Periodically discuss with Management and the Internal Audit Director policies with respect to risk assessment and risk management.

#### Ethical and Legal Compliance

1. Establish procedures for (i) the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls, auditing matters and (ii) the confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters.
2. Review any disclosures provided by the Chief Executive Officer or the Chief Financial Officer to the Committee regarding (i) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data; and (ii) any fraud, including that which involves Management or other employees who have a significant role in the Company's internal controls.
3. Investigate at its discretion any matter brought to its attention by, without limitation by enumeration, reviewing the books, records and facilities of the Company and interviewing Company officers or employees.

#### General

1. Conduct a periodic performance evaluation of the Committee.
2. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation and Bylaws, the rules of the New York Stock Exchange ("NYSE") applicable to its listed companies, and governing law as the Committee or the Board deems necessary or appropriate.
3. Make reports of its activities from time to time to the Board.
4. Prepare annually a report meeting the requirements of any applicable SEC regulations to be included in the Company's proxy statement relating to its annual meeting of Stockholders.

5. Perform such other duties and functions as the Board may from time to time determine or as may be required under any applicable law, rule or regulation, including regulations of the NYSE and SEC.

## **Membership**

The Board appoints the members of the Committee. Each Committee member will serve at the pleasure of the Board and for such term or terms as the Board may determine. Any or all Committee members may be removed by the Board at any time.

The Committee shall be comprised of no fewer than three “independent” members of the Board, as such term is defined from time to time by the listing standards of the NYSE and by applicable regulations of the SEC and shall meet any other applicable independence requirements of the NYSE and SEC. Accordingly, the Board shall endeavor to determine annually whether each member is free from any relationship that may interfere with his or her independence from Management and the Company. The members of the Committee should be financially literate with at least one being a “financial expert” as defined from time to time by applicable regulations of the SEC.

Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

## **Meetings and Structure**

The Committee shall meet at least four times per year to review the financial information of the Company, consistent with its duties and responsibilities, and as many additional times as the members deem necessary. The Committee should meet separately, periodically, with Management, internal auditors (or other personnel responsible for the internal audit function) and the Auditors to discuss any matters that the Committee or each of these groups believes should be discussed privately.

A chairperson shall be designated by the Board from among the members of the Committee, or, if no such designation is made, a chairperson may be selected by the affirmative vote of the majority of the Committee. Regular meetings of the Committee shall be held at such times as determined by resolution of the Board or the Committee. A special meeting of the Committee shall be called by resolution of the Board or upon the request of the chairperson or a majority of the members of the Committee. A majority of the members, but not less than two, will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee.

The chairperson will preside, when present, at all meetings of the Committee. The Committee may meet in person, by telephone or video conference or in any other manner permitted under law or the Company’s bylaws. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee. The Committee may determine additional rules and procedures, including designation of a chairperson pro tempore in the absence of the chairperson, at any meeting thereof.

The Committee may, at its discretion, invite or request any officer or employee of the Company or any of its subsidiaries, the Company’s outside legal counsel, consultants, the Auditors and such other persons as the Committee or its chairperson may determine to attend a meeting of the Committee or to meet with any member of, or consultant to, the Committee. The Committee chairperson, or other designee of the Committee, may also meet with the Company’s investment bankers or financial analysts who follow the Company.

**Legal Compliance**

This 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 the NYSE and the SEC, and the Company's Bylaws.

**Review of Charter**

Periodically, as it deems necessary or appropriate, the Committee shall review and reassess this Charter. Any proposed changes shall be submitted to the Nominating and Corporate Governance Committee of the Board for its consideration and submission to the Board.