

**CROWN CASTLE INTERNATIONAL CORP.  
COMPENSATION COMMITTEE CHARTER  
(December 13, 2007)**

**Purpose**

The Compensation Committee ("Committee") shall (1) assist the Board of Directors ("Board") of Crown Castle International Corp. ("Company") with its responsibilities relating to compensation of executives of the Company, (2) design, recommend, administer and evaluate the executive compensation plans, policies and programs of the Company (including employment agreements and severance agreements), and (3) oversee administration of the Company's equity based compensation plans.

The Committee should generally endeavor to promote compensation policies and procedures that allow the Company to attract, retain and incentivize key employees. The Committee should endeavor to promote a compensation policy that (1) creates a positive relationship between pay levels and corporate performance and returns to shareholders and (2) monitors the results of such policy to review whether the compensation payable to the Company's executives is competitive in view of prevailing market conditions, creates proper incentives to enhance shareholder value, and rewards performance.

**Composition**

The Board shall appoint the members of the Committee. The Board shall select and appoint three or more of its members, each of whom shall meet the independence requirements of the New York Stock Exchange ("NYSE"), to serve as members of the Committee. Each Committee member shall serve at the pleasure of the Board and for such term or terms as the Board may determine. Any or all members of the Committee may be removed by the Board at any time. The Board may designate a chairperson 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. The Committee's composition shall be reviewed periodically to determine whether each of its members meet the criteria set forth in any applicable rules and regulations of the NYSE and Securities and Exchange Commission ("SEC").

**Authority and Responsibilities**

The Committee shall generally have (i) authority over the Company's overall compensation philosophy and objectives and (ii) specific authority for reviewing, approving and monitoring compensation strategies, plan design, guidelines and practices as they relate to executive and senior management. The Committee shall have the authority to review and approve the compensation of the direct reports of the Chief Executive Officer ("CEO") as well as certain other selected senior officers of the Company and its subsidiaries ("Specified Officers") and to generally review and monitor compensation for employees other than the CEO and Specified Officers. In addition to the authority of the Committee described above, the Committee shall have the authority to:

- develop an overall executive compensation philosophy, strategy and framework consistent with the Company's objectives and stockholder interests;
- review and recommend actions relating to compensation, promotion and employment-related arrangements for the CEO, including severance arrangements and incentive plans or benefits applicable to the CEO;

- review and approve actions relating to compensation, promotion and employment-related arrangements for the Specified Officers, including severance arrangements and incentive plans or benefits applicable to the Specified Officers;
- 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;
- administer awards under, make recommendations, and act as the administrator or governing committee with respect to incentive-compensation or equity-based plans, including the Company's 1995 Amended and Restated Stock Option Plan, 2001 Stock Incentive Plan, and 2004 Stock Incentive Plan, each as amended from time to time, and any other similar or successor plans;
- select a peer group or peer groups against which the Company's executive compensation program is measured;
- review and approve changes to, and take administrative actions associated with, any other forms of non-salary compensation under its purview;
- 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;
- conduct a periodic performance evaluation of the Committee;
- retain, terminate and approve the fees and retention terms with respect to one or more compensation consultants to assist the Committee in carrying out its duties;
- review and approve any transaction in equity securities of the Company, or derivatives of those equity securities, between the Company and any officer or director of the Company who is subject to the reporting and short-swing liability provisions of Section 16 of the Securities Exchange Act of 1934;
- 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 ("Proxy Statement") and determine whether to recommend to the Board that the CD&A be included in the Proxy Statement;
- produce a Committee report as may be required by SEC rules for inclusion in the Proxy Statement;
- 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 the regulations of the NYSE and the SEC; and
- make reports of its activities from time to time to the Board or the independent directors of the Board ("Independent Directors"), as applicable.

Notwithstanding the foregoing, the Board may designate matters by dollar amount, transaction/benefit

type or otherwise that are subject to approval of the Board or the Independent Directors (“Designation”); provided, that any such Designation complies with applicable rules and regulations of the NYSE and SEC. The Committee is authorized to review and make recommendations relating to matters designated as subject to Board or Independent Director approval. Matters specifically involving CEO compensation are subject to approval of the Independent Directors. Periodically, as they may deem necessary and appropriate, the Committee and the Board shall review any standing Designations.

### **Procedural Matters**

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. 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 may be called by resolution of the Board or upon the request of the chairperson or a majority of the members 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. 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. 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 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 delegate responsibility for the day-to-day management of executive compensation to the senior officers of the Company.

### **Legal Compliance**

This Compensation Committee Charter (“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 & Corporate Governance Committee of the Board for its consideration and submission to the Board.