

**CROWN CASTLE INTERNATIONAL CORP.**  
**CORPORATE GOVERNANCE GUIDELINES**

**(August 17, 2006)**

**1. Director Qualification Standards**

The Board of Directors (“Board”) of Crown Castle International Corp. (“Company”) will have a majority of directors who meet the criteria for independence required by the New York Stock Exchange (“NYSE”) and any applicable laws. The Nominating & Corporate Governance Committee (“NCG Committee”) has the authority to establish criteria for selecting new directors and recommend nominees for directorship in accordance with the terms of the NCG Committee charter (“NCG Charter”).

The Board is presently divided into three classes. The term for each class is three years. Class terms expire on a rolling basis, so that one class of directors is elected each year. The number of directors that constitutes the Board shall be fixed from time to time pursuant to a resolution adopted by a majority of the Board. The NCG Committee has the authority to review the advisability or need for any change in the number and composition of the Board in accordance with the terms of the NCG Charter.

**2. Board Committees**

The Board will have at all times an Audit Committee, a Compensation Committee and an NCG Committee (collectively “Committees”). All of the members of these committees will be independent directors under the criteria established by the NYSE and any applicable laws. Committee members will be appointed by the Board upon recommendation of the NCG Committee, in accordance with other criteria as may be established by the NYSE and any applicable laws from time to time, and with consideration given to the desires of individual directors. Each Committee will have its own charter, which generally sets forth the authority and responsibilities of such Committee

The Board may, from time to time, establish or maintain additional committees as it deems necessary or appropriate and subject to the rules, procedures and terms as established by the Board.

**3. Director Responsibilities**

The general responsibility of each director is to exercise his or her business judgment to act in what he or she reasonably believes to be in the best interests of the Company and its stockholders. In discharging that responsibility, directors should be entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and auditors. The directors shall also be entitled to (i) have the Company purchase reasonable directors’ and officers’ liability insurance on their behalf; (ii) the benefits of indemnification to the fullest extent permitted by law and the Company’s certificate of incorporation, bylaws and any

indemnification agreements; and (iii) exculpation as provided by state law and the Company's certificate of incorporation.

While the Board understands that scheduling conflicts may arise resulting in absences, it strongly encourages each director to attend the annual meeting of stockholders, Board meetings and meetings of committees on which he or she serves. Further, the directors are expected to spend the time needed and meet as necessary to discharge their responsibilities. When feasible, information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed to the directors before the meeting in order that directors may review these materials in advance of the meeting.

The Board does not maintain a firm policy with respect to the separation of the offices of Chairman and the Chief Executive Officer ("CEO"). The Board believes that it is in the best interests of the Company for the Board to make a determination regarding this issue each time it elects a new Chairman or CEO based on the relevant facts and circumstances applicable at such time.

In general, the Chairman will establish the agenda for each Board meeting. Each director is free to suggest the inclusion of items on the agenda and to raise at any Board meeting subjects that are not on the agenda for that meeting.

#### **4. Meetings of Non-Management Directors**

The non-management directors should meet regularly in executive session (typically at each regularly scheduled Board meeting). If the Chairman is a non-management director, the Chairman shall preside at such meetings. If the Chairman is a member of management, the non-management directors may elect a chairman for the executive sessions ("ES Chairman"), and the ES Chairman shall preside at such meetings.

#### **5. Director Access to Management and Independent Advisors**

The Board has the power to hire independent legal, financial or other advisors as they deem necessary or advisable. Each Committee shall have the authority to hire such advisors as provided in such Committee's respective charter.

Directors should have access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or directly by the director. The directors should use their judgment to minimize the disruption that any such contact might have to the business operations of the Company.

#### **6. Director Compensation**

The NCG Committee has the authority to advise and make recommendations to the Board with respect to director compensation in accordance with the terms of the NCG Charter, including form and amount of compensation and philosophy relating thereto.

## **7. Director Orientation and Continuing Education**

New directors should receive a director orientation package, which may include copies of certain Company policies, Company formation and governance documents, recent SEC filings and press releases and other materials to familiarize new directors with the Company and the Board. The Company encourages its directors to engage in continuing education activities which will expand and enhance the directors' knowledge of issues and matters regarding corporate governance, director roles and responsibilities and other matters relating to the carrying out of director duties.

## **8. Chief Executive Officer Evaluation and Management Succession**

The Compensation Committee has authority to evaluate the performance of the CEO in accordance with the terms of the Compensation Committee Charter.

The CEO should periodically report to the Board with respect to management succession planning, including making available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

## **9. Performance Evaluation of the Board**

The NCG Committee will lead the Board in its periodic performance reviews, pursuant to the terms of the NCG Charter. The Committees will conduct periodic performance reviews pursuant to the terms of the respective Committee charters.

## **10. Communications with Directors**

The Board welcomes communications from the Company's stockholders and other interested parties. Stockholders and other interested parties may send communications to the Board, to any Board committee, to the non-management Directors or to any Director in particular, to:

c/o Crown Castle International Corp.  
1220 Augusta Drive, Suite 500  
Houston, Texas 77057  
Attention: Corporate Secretary

Any correspondence addressed to the Board, any Board committee, the non-management Directors or any one of the Directors care of the Company's offices should be forwarded to the addressee without review by management.