

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

(August 18, 2005)

The Board of Directors (“Board”) of Crown Castle International Corp. (“Company”) has established the Nominating & Corporate Governance Committee of the Board (“Committee”).

Purposes

The purposes of the Committee are:

1. to assist the Board by identifying individuals qualified to become Board members, and to recommend director nominees for election at the annual meetings of stockholders or for appointment to fill vacancies;
2. to recommend to the Board director nominees for each committee of the Board;
3. to advise the Board about director compensation and philosophy and make recommendations to the Board with respect thereto;
4. to advise the Board about appropriate composition of the Board and its committees;
5. to advise the Board about and recommend to the Board appropriate corporate governance practices and to assist the Board in implementing those practices;
6. to lead the Board in its periodic review of the performance of the Board and its committees; and
7. to perform such other related functions as the Board may determine from time to time or as may be required under any applicable law, rule or regulation, including the regulations of the New York Stock Exchange (“NYSE”) and the Securities and Exchange Commission (“SEC”).

Composition

The Committee shall consist of at least three members, all of whom are members of the Board. One of the members shall serve as the chairperson of the Committee. Each member of the Committee shall satisfy the independence requirements of the rules of the NYSE applicable to domestic listed companies.

The Board shall appoint the members of the Committee. The chairperson of the Committee shall be designated by the Board or, if no such designation is made, a chairperson may be selected by the affirmative vote of the majority of the Committee. The Board may remove or replace the chairperson and any other member of the Committee at any time in accordance with the Company’s bylaws.

Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees as and when it deems appropriate. Without limiting the generality of the preceding statements, the Committee shall have authority to do or take the following actions:

1. prepare and recommend to the Board appropriate corporate governance guidelines and modifications from time to time to those guidelines;
2. establish criteria for selecting new directors and actively seek, as the Committee deems necessary or appropriate, individuals qualified to become Board members for recommendation to the Board;
3. determine whether or not each director and each prospective director of the Company is independent under the standards applicable to the committees on which such director is serving or may serve;
4. prepare and recommend to the Board criteria and procedures, and modifications thereto as the Committee deems necessary or appropriate, for compensating the directors for service on the Board and its committees;
5. oversee the evaluation of the Board and management;
6. make reports of its activities from time to time to the Board;
7. retain, terminate and approve the fees and retention terms with respect to one or more consultants to assist the Committee in carrying out its authority with respect to director compensation and new director searches;
8. conduct a periodic evaluation of the Committee; and
9. periodically, as it deems necessary or appropriate, the Committee shall endeavor to:
 - review the advisability or need for any changes in the number and composition of the Board;
 - review the advisability or need for any changes in the number, charters or titles of committees of the Board; and
 - recommend to the Board the composition of each committee of the Board and the individual director to serve as chairperson of each committee.

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. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee. 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.

Legal Compliance

This Nominating & Corporate Governance Committee Charter ("Charter") and the composition and authorized actions of the Committee are intended to, and shall be construed to, comply with applicable state and federal law, 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 Board.