

ORDINANCE NO. 147, SERIES 2015

AN ORDINANCE AWARDDING A COMMUNICATIONS SERVICES FRANCHISE TO CROWN CASTLE NG CENTRAL, INC. PURSUANT TO THE TERMS AND CONDITIONS IN CHAPTER 116.70 - 116.99 OF THE LOUISVILLE METRO CODE OF ORDINANCES

SPONSORED BY: COUNCIL MEMBER MARIANNE BUTLER

WHEREAS, pursuant to Chapter 116.70 - 116.99 of the Louisville Metro Code of Ordinances the Louisville/Jefferson County Metro Government ("Louisville Metro") solicited bid proposals from parties interested in obtaining communications services franchises to erect, install or maintain communications facilities or provide communication services by use of said communication facilities within the confines of Louisville/Jefferson County, Kentucky; and

WHEREAS, Crown Castle NG Central, Inc. submitted a bid proposal to Louisville Metro for a communications services franchise which meets all of the requirements of Chapter 116.70 - 116.99 of the Louisville Metro Code of Ordinances and all other applicable state and federal laws.

BE IT ORDAINED BY THE LEGISLATIVE COUNCIL OF THE LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT AS FOLLOWS:

Section 1. Louisville Metro hereby grants to Crown Castle NG Central, Inc. for a period of twenty (20) years, a non-exclusive franchise to erect, install or maintain communications facilities or provide communication services by use of said communication facilities within the confines of Louisville/Jefferson County, Kentucky pursuant to Chapter 116.70 - 116.99 of the Louisville Metro Code of Ordinances.

Section 2. The franchise agreement by and between Crown Castle NG Central, Inc. and Louisville Metro as appended to this ordinance is hereby approved and the Mayor is hereby authorized to execute and enter into that agreement for and on behalf of Louisville Metro.

Section 3. That the statements set forth in the Preamble to this Ordinance are hereby incorporated in this Ordinance by reference, the same as if set forth at length herein.

Section 4. That if any section, sentence, clause or phrase of this Ordinance is held to be unconstitutional or otherwise invalid, such infirmity shall not affect the validity of the remainder of the Ordinance.

Section 5. This ordinance shall take effect upon its passage and approval.



H. Stephen Ott
Metro Council Clerk



David Tandy
President of the Council



Greg Fischer
Mayor

Date Approved: 9/28/15

APPROVED AS TO FORM AND LEGALITY:

Michael J. O'Connell
Jefferson County Attorney

By: 

**LOUISVILLE METRO COUNCIL
READ AND PASSED**
September 10, 2015

FRANCHISE AGREEMENT

THIS FRANCHISE AGREEMENT made and entered into this ____ day of _____, 2015, by and between the Louisville/Jefferson County Metro Government (hereinafter "Louisville Metro"), and Crown Castle NG Central, Inc.

WITNESSETH:

WHEREAS, pursuant to Chapter 116.70 - 116.99 of the Louisville Metro Code of Ordinances and Sections 163 and 164 of the Kentucky Constitution, the Louisville Metro solicited bid proposals from parties interested in obtaining franchises to erect, install or maintain communications facilities or provide communication services by use of said communication facilities within the confines of Louisville/Jefferson County, Kentucky; and

WHEREAS, Crown Castle NG Central, Inc. submitted a bid proposal to Louisville Metro for a communications services franchise pursuant to the requirements of Chapter 116.70 - 116.99 of the Louisville Metro Code of Ordinances.

WHEREAS, pursuant to Ordinance No. _____ Series 2015, Louisville Metro granted to Crown Castle NG Central, Inc. for a period of twenty (20) years, a non-exclusive franchise to erect, install or maintain communications facilities or provide communication services by use of said communication facilities within the confines of Louisville/Jefferson County, Kentucky pursuant to Chapter 116.70 - 116.99 of the Louisville Metro Code of Ordinances.

WHEREAS, Louisville Metro and Crown Castle NG Central, Inc. have entered into this Franchise Agreement to memorialize the award by Louisville Metro to Crown Castle NG Central, Inc. of said franchise pursuant to the terms and conditions reflected in Chapter 116.70 - 116.99 of the Louisville Metro Code of Ordinances.

NOW THEREFORE, for and in consideration of the mutual covenants and agreements contained herein the receipt and sufficiency of which are hereby acknowledged, Louisville Metro and Crown Castle NG Central, Inc. hereby agree to incorporate the foregoing recitals as if fully set forth herein and further agree as follows:

1. Chapter 116.70 - 116.99 of the Louisville Metro Code of Ordinances are incorporated herein by reference in its entirety and shall apply as if fully set forth herein.

2. The bid of Crown Castle NG Central, Inc. for said franchise, which is attached hereto as Exhibit "A", is incorporated herein by reference in its entirety and shall apply as if fully set forth herein.

3. Crown Castle NG Central, Inc. agrees to comply with all applicable requirements as set forth in the Louisville Metro Public Works & Assets Utility Policy.

4. Louisville Metro has granted unto Crown Castle NG Central, Inc. a non-exclusive franchise, for a term of twenty (20) years to erect, install or maintain communications facilities or provide communication services by use of said communication facilities within the confines of Louisville/Jefferson County, Kentucky and as more specifically identified in the above- mentioned bid pursuant to Chapter 116.70 - 116.99 of the Louisville Metro Code of Ordinances.

5. The franchise memorialized in this Franchise Agreement shall commence _____, 2015, and shall expire on _____, 20____.

6. Crown Castle NG Central, Inc. does hereby bind itself, its successors and assigns, to faithfully and fully perform each and every condition of said franchise as

memorialized in this Agreement, and further to faithfully perform all acts required of it as the purchaser of said franchise.

7. This Franchise Agreement memorializes the agreement between the parties and shall be binding upon and inure to the benefit of the respective successors in interest to the parties hereto.

IN WITNESS WHEREOF, Louisville Metro and Crown Castle NG Central, Inc. have executed this Franchise Agreement as their free and voluntary act and deed effective as of the day and year first above written.

**LOUISVILLE/JEFFERSON COUNTY
METRO GOVERNMENT**

CROWN CASTLE NG CENTRAL, INC.

GREG FISCHER, MAYOR

BY: _____

TITLE: _____

**APPROVED AS TO FORM
AND LEGALITY**

**Michael J. O'Connell
Jefferson County Attorney**

By: _____
Assistant County Attorney



Crown Castle
2000 Corporate Drive
Canonsburg, PA 15317

Robert L. Ritter
Government Relations Counsel

Tel (724) 416-2417
Fax (724) 416-4417

bob.ritter@crowncastle.com

May 19, 2014

Via Overnight Delivery

Mr. Ted Smith
Chief of Economic Growth and Innovation
Department of Economic Growth and Innovation
444 South Fifth St., Ste. 600
Louisville, KY 40202
(502) 574-4140

COPY

RE: Application for Communications Franchise Agreement

Dear Mr. Smith:

Crown Castle NG Central Inc. ("Crown Castle"), a wholly-owned indirect subsidiary of Crown Castle International Corp. ("CCIC"), is hereby making an application to the Louisville Jefferson County Metro Government ("Metro") for permission to operate within Metro rights-of-way (ROW) pursuant to the Louisville Metro Code ("Code").

The use of wireless communications networks continues to grow dramatically. In the United States wireless devices now outnumber people, over fifty percent of Americans own a smartphone, and nearly one-third of households have no wireline telephone service.¹ Wireless data traffic increased 123% from 2010 to 2011, driven by smartphones running an average of 22 "apps".² Wireless callers place nearly 400,000 9-1-1 calls each day, and soon subscribers will receive automatic emergency alerts about severe weather at their location,³ and send text messages, photos, and video to 9-1-1 centers.⁴ Wireless broadband provides Americans with increased convenience and safety, but it also created productivity gains which will add nearly \$680 billion to the United States gross domestic product (GDP) over a decade.⁵ The availability of wireless broadband connections is critical to economic growth in the United States and in the City, and Crown Castle is preparing to make a major capital investment in infrastructure to serve the City. Section 20-201 *et seq.* of the Code provides for permitting within the ROW. Crown Castle intends to comply with these permits requirements. Included with this letter please find the completed Communications Franchise Application. Also, please accept the following information to be incorporated to address the "Additional Requirements" of the application:

¹ Wireless 101, CTIA – The Wireless Association (visited January 25, 2013) <
http://www.ctia.org/media/industry_info/index.cfm/ALL/10319>.

² *Id.*

³ Weather Ready Nation, National Oceanic and Atmospheric Administration (viewed January 25, 2013) <
<http://www.nws.noaa.gov/cum/weatherreadynation/wea.html>>.

⁴ See, e.g., David Rash, FCC Moves to Implement Text-to-911 Nationwide, eWeek, December 13, 2012 (viewed January 25, 2013) <
<http://www.e-week.com/mobile/fcc-moves-to-implement-text-to-911-nationwide/>>. (Describing an event in which burglars in York County, Virginia, were captured with the help of cell phone photos taken by a 13-year-old girl.)

⁵ The gain in GDP is projected in the period from 2008 to 2018. Roger Eatner, *The Increasingly Important Impact of Wireless Broadband Technology and Services on the U.S. Economy: A Follow up to the 2005 Ovum Report on the Impact of the US Wireless Telecom Industry on the US Economy* at 4 (2008).

1. Supplementary, additional or other information:


- (a) **Description of Services to be Provided:** CCIC is the largest provider of Distributed Antenna Systems and Small Cell Networks (collectively "SCN") infrastructure in the country with over 10,000 antenna nodes on air or in construction. CCIC owns, operates and leases towers and other infrastructure, such as small cell solutions and third party land interests beneath towers for wireless communications, and is the largest wireless infrastructure operator in the United States. Founded in 1994, CCIC is a NYSE-traded company and a component company of the S&P 500 Index. Crown Castle is a "carriers' carrier" providing "RF Transport Services" that carry voice and data traffic handed off to it by wireless providers (such as cellular and PCS). It carries that traffic via its fiber optic lines to and from antennas located on utility and/or street light poles to a central network hub.
- (b) **Scope of Metro Operations:** Crown Castle has been contracted by a major wireless carrier to construct an SCN network in two areas, with the preliminary fiber network and node locations identified on the attached map. Crown Castle expects to engage in the actual construction in the right-of-way during the fourth quarter of 2014 and the first quarter of 2015. We believe the construction of these networks will bring substantial benefit to the City by providing enhanced wireless service, including fast data speeds. Once constructed, the fiber network will have the ability to support other wireless carriers and to be expanded to adjacent areas, minimizing future construction and disruption in the area. Each node location will include small telecommunications equipment deployed in the ROW as depicted in the attached node profile drawing.
2. **Copy of Applicant's Certificate of Authority:** Crown Castle has made application dated March 24, 2014 with the Kentucky Public Service Commission for a Certificate of Authority. By letter dated May 9, 2014, the PSC approved Crown Castle to provide Competitive Local Exchange Services in the Commonwealth, under Filing No. TFS2014-00205 [<http://psc.ky.gov/trf/TRFListFilings.aspx?ID=TFS2014-00205>]. A copy of the application and letter are attached. .
3. **FCC Authority:** While Crown Castle is not required to hold any federal licenses to operate the network as contemplated, Crown Castle is a federally-registered telecommunication carrier (Registration # 0010120830).
4. **Insurance:** Attached is an insurance certificate from Crown Castle naming the Louisville Jefferson County Metro Government as an additional insured. Please advise as to whether this COI is acceptable to the Louisville Metro Insurance and Risk Coordinator.
5. **Certification:** The applicant, Crown Castle NG Central LLC, agrees to be bound by all provisions of the Franchise and agrees to obtain all application permits and authorizations prior to constructing, installing or operating a System in the right-of-way

At any time during your review of enclosed material, Crown Castle is available for a meeting between our project personnel and appropriate Metro staff to answer any questions.

Mr. Ted Smith
May 19, 2013
Page 3

If you have any questions about the application and jurisdictional materials, please don't hesitate to contact me at (724) 416-2417, or bob.ritter@crowncastle.com. We appreciate your cooperation.

Sincerely,



Robert L. Ritter
Government Relations Counsel
Small Cell Networks

Enclosures:

Ten (10) copies of Application package including:

- a. Application
- b. Preliminary network maps
- c. Node profile drawing
- d. Project plan
- e. PSC approval letter and application for Certificate of Authority
- f. Certificate of Insurance
- g. Check for \$1,000 application fee



Louisville Metro
Communications Franchise Application
 (This application must be filed with ten (10) additional copies)

(For more detail on application requirements and communications franchises generally, please review Louisville Metro Code of Ordinances §116.70 – 116.99 at www.louisvilleky.gov/economicdevelopment)

Applicant Information

Applicant Name: Crown Castle UK Capital LLC
 (Complete Legal Name as Registered with the Kentucky Secretary of State)

Address: 2000 Corporate Drive

City: Cincinnati State: PA Zip Code: 15317

E-mail Address: bob.ritter@crowncastle.com

Phone Number: (734) 416-2417 Fax Number: (734) 416-4417

Local Representative Information

Name: Robert Ritter, Government Relations Counsel

Address: SAME AS ABOVE

City: _____ State: _____ Zip Code: _____

E-mail Address: _____

Phone Number: _____ Fax Number: _____

Emergency Contact Information: 24/7 NOC - (800) 788-7011

Description of Proposed System Design (LMCO § 116.71 (D)(1)(c)):

Fiber-based small cell network at the appropriate locations identified in the attached maps.

Description of All Types of Service Proposed (LMCO § 116.71 (D)(1)(d)):

Crown Castle is a "carrier" carrier providing 4G LTE service and data fiber service to other telecommunications carriers.

Disclosure of Ownership of Facilities (LMCO § 116.71 (D)(1)(e)):

Crown Castle will construct, control, operate and maintain the network.

Additional Requirements - Please submit the following:

1. A technical description of the type of system proposed by the applicant and the applicant's plan for the installation of the system (Please see LMCO § 116.71 (D)(1)(f) for specific requirements for description).
2. The engineering statement required by LMCO § 116.71 (D)(1)(g).
3. Copy of the applicant's certificate of authority from the Public Service Commission ("PSC") or a signed statement that applicant is not lawfully required to have such certificate from the PSC.
4. Copy of the applicant's certificate of authority from the Federal Communications Commission ("FCC") or a signed statement that the applicant is not lawfully required to have such certificate from the FCC.
5. Copy of all required insurance policies and certificates with a signed statement from Louisville Metro's Insurance and Risk Coordinator that such policies and certificates are acceptable to Louisville Metro.
6. A statement signed by the applicant that the applicant agrees to be bound by all provisions of the Franchise and agrees to obtain all application permits and authorizations prior to constructing, installing or operating a System in the right-of-way.
7. Filing Fee
8. Supplementary, additional or other information that the applicant deems reasonable for consideration.

Louisville Metro hereby puts the applicant on notice of the following:

1. Applications may be modified at any time prior to the opening of the applications, provided that any modifications must be duly executed in the manner that the applicant's application must be executed.
2. Louisville Metro reserves the right to require such supplementary, additional or other information that it deems reasonable necessary for its determinations.
3. Louisville Metro reserves the right to waive all formalities and/or technicalities where the best interest of Louisville Metro may be served.
4. Franchises shall be granted in accordance with Kentucky Constitution Sections 163 and 164. All franchisees shall be required to obtain and maintain any necessary and lawful permit, license certification, grant, registration or any other authorization required by any appropriate governmental entity.
5. Any franchise granted pursuant to this application shall take effect and be in force from and after the effective date of a resolution granting a franchise, provided that on or before said date, franchisee shall:
 - a. Enter into and execute such contracts and documents as required by Louisville Metro that are consistent with the terms and provisions of LMCO § 116.71-116.99.
 - b. File certificates of insurance as required by LMCO § 116.71-116.99.
 - c. File such bond or bonds as required by LMCO § 116.71-116.99.
 - d. Advise the Director of Finance in writing of Franchisee's address for mail and official notifications from Louisville Metro.

CERTIFICATION

Applicant hereby certifies that the information provided by the applicant is true and correct and that the person signing on behalf of the applicant is authorized to do so. Applicant further acknowledges and certifies that is shall be responsible to certify to Louisville Metro any material changes to the information provided in the completed application during the term of any Franchise.

Complete Legal Name of Applicant: Crown Castle NG Central LLC

By: [Signature]

Title: Russell L. Roth, Government Relations Counsel

Date: May 19, 2014

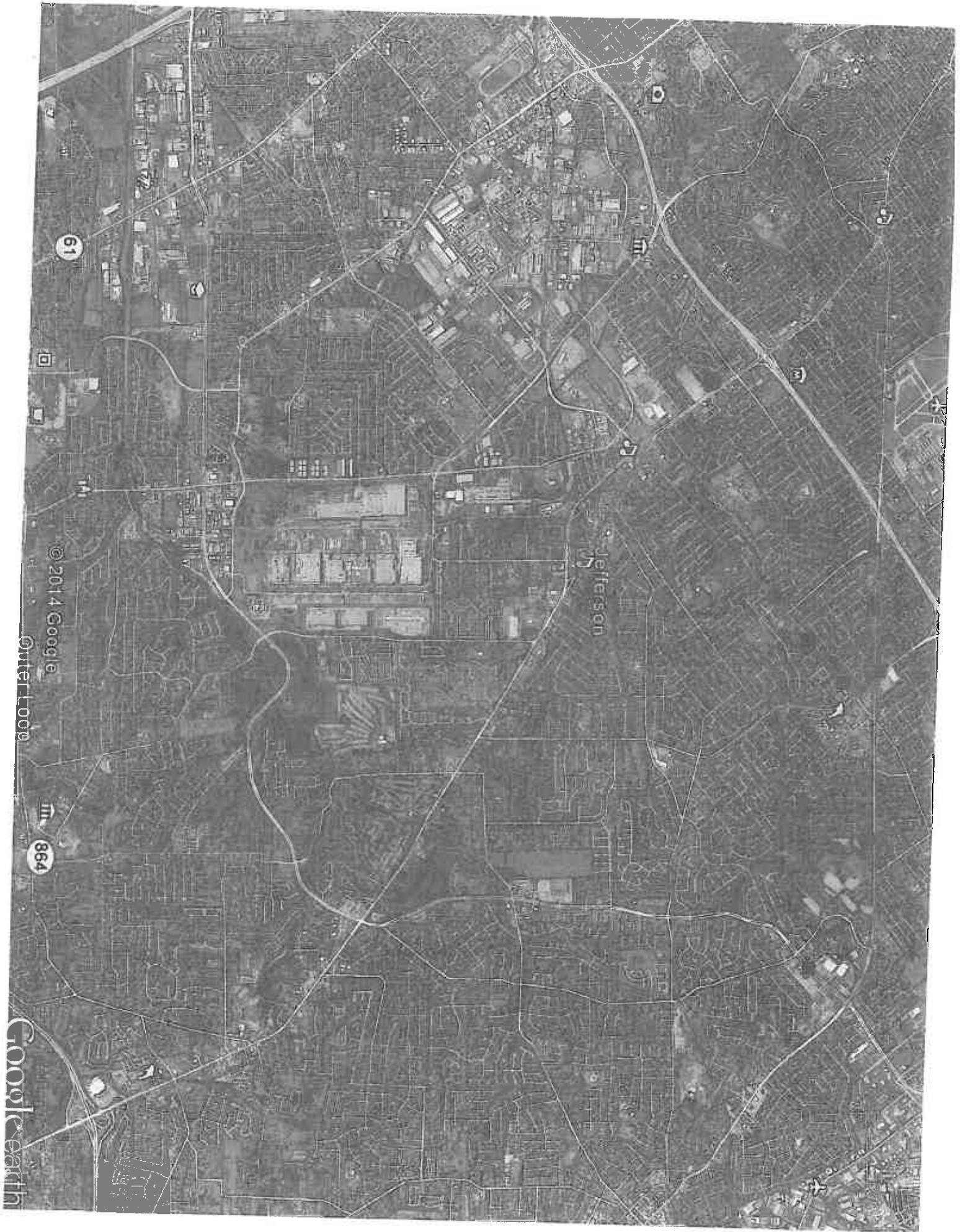
NOTICE TO APPLICANTS

Information submitted on applications is a public record under the Kentucky Open Records Act, Sections 61.870, et. seq. of the Kentucky Revised Statutes. Under that law, certain kinds of proprietary and trade information are exempt from disclosure. Should an applicant believe that any information required to be submitted involves confidential proprietary or trade information, the applicant should contact the Metro Public Works Department before the application is filed and request a determination as to whether the information is covered by the exemption. If no such request is made prior to the filing of the application, the applicant will be deemed to have waived any entitlement to confidentiality under the Open Records Act.



© 2014 Google

Google Earth



61

Jefferson

© 2014 Google

Outlook

864

Google earth

Louisville

2054

Bernheim Ln

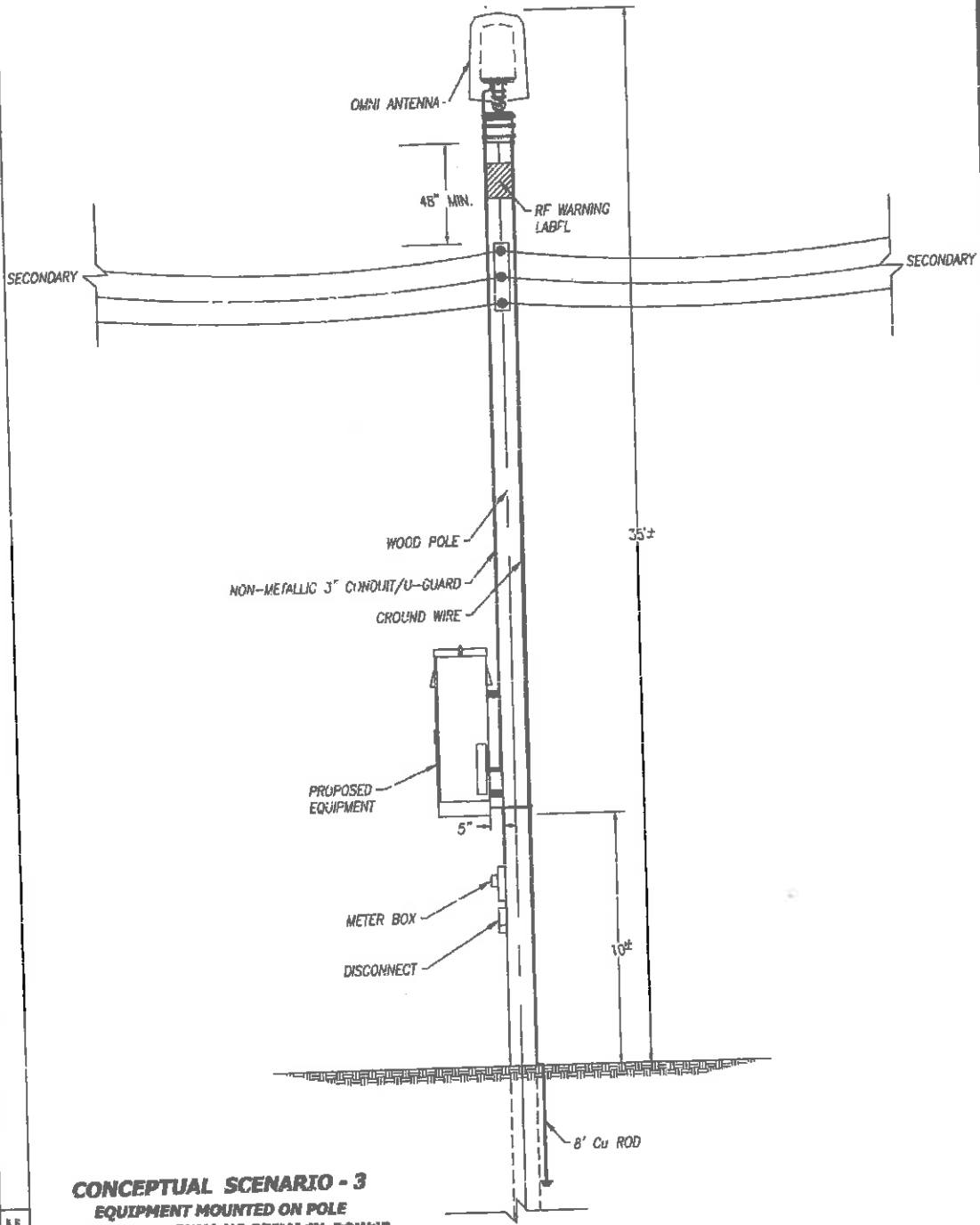
1931

©2014 Google

Google earth

TWO DATE
FILE NAME

DRAFT



CONCEPTUAL SCENARIO - 3
EQUIPMENT MOUNTED ON POLE
POLE TOP ANTENNA NO PRIMARY POWER
(NON CROWN CASTLE OWNED POLE)

NOT TO SCALE

SCALE
AS SHOWN
1

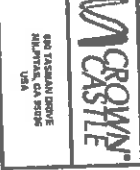
A-1

USA
 SHEET TITLE
 SHEET NUMBER
 SITE ADDRESS
 MOUNTING LIGHT NUMBER
 SITE NAME
 SITE NUMBER
 SITE NAME

DRAWN BY
 CHECKED BY
 PROJECT NO. 0728713

REVISIONS		BY
NO.	DATE	DESCRIPTION
1	8/7/13	DRAFT SCENARIO 3

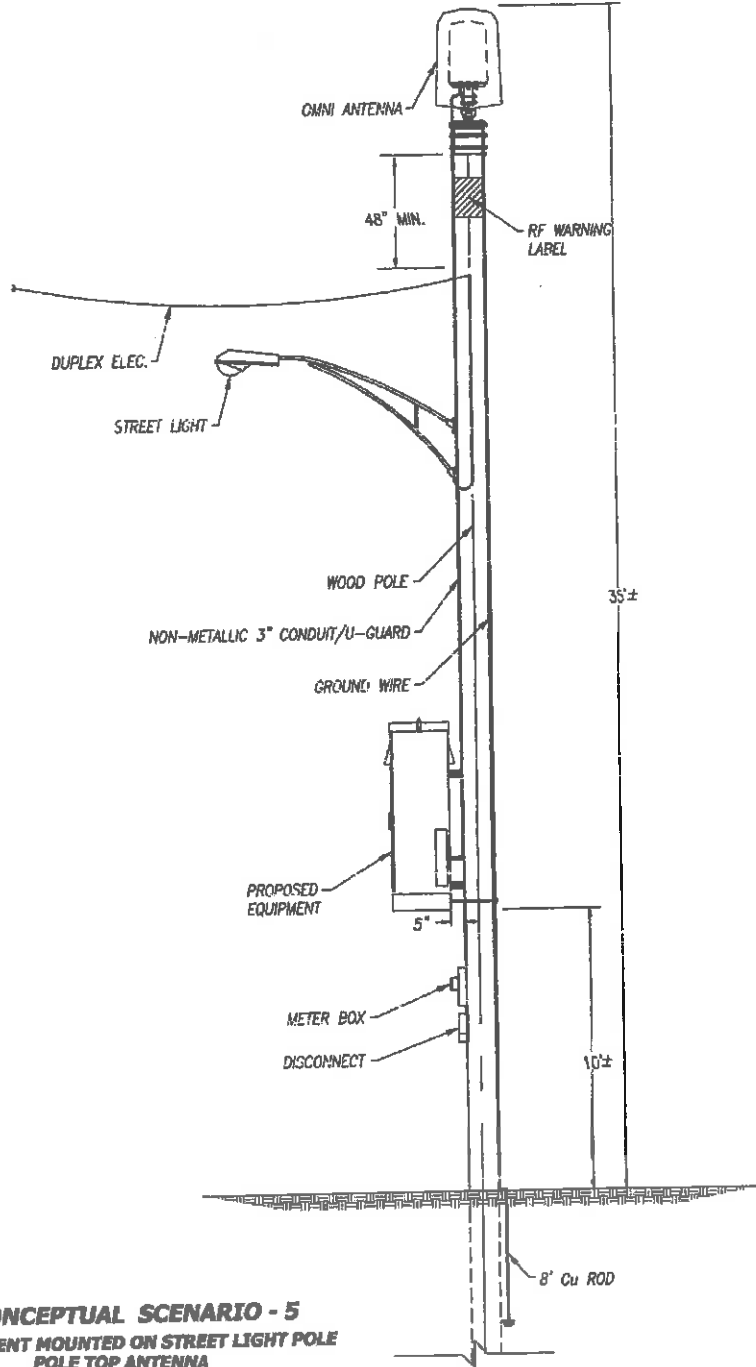
POLE REQUIRED FOR PROTECTION SCALE



CROWN CASTLE

PLOT DATE: FILE NAME:

DRAFT



CONCEPTUAL SCENARIO - 5
EQUIPMENT MOUNTED ON STREET LIGHT POLE
POLE TOP ANTENNA
(NON CROWN CASTLE OWNED POLE)

NOT TO SCALE

1

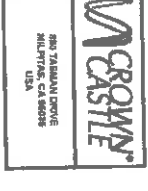
A-1

SHEET NUMBER
 USA
 SHEET TITLE
 BUSINESS UNIT NUMBER
 SITE ADDRESS
 SITE NAME
 SITE SCALE

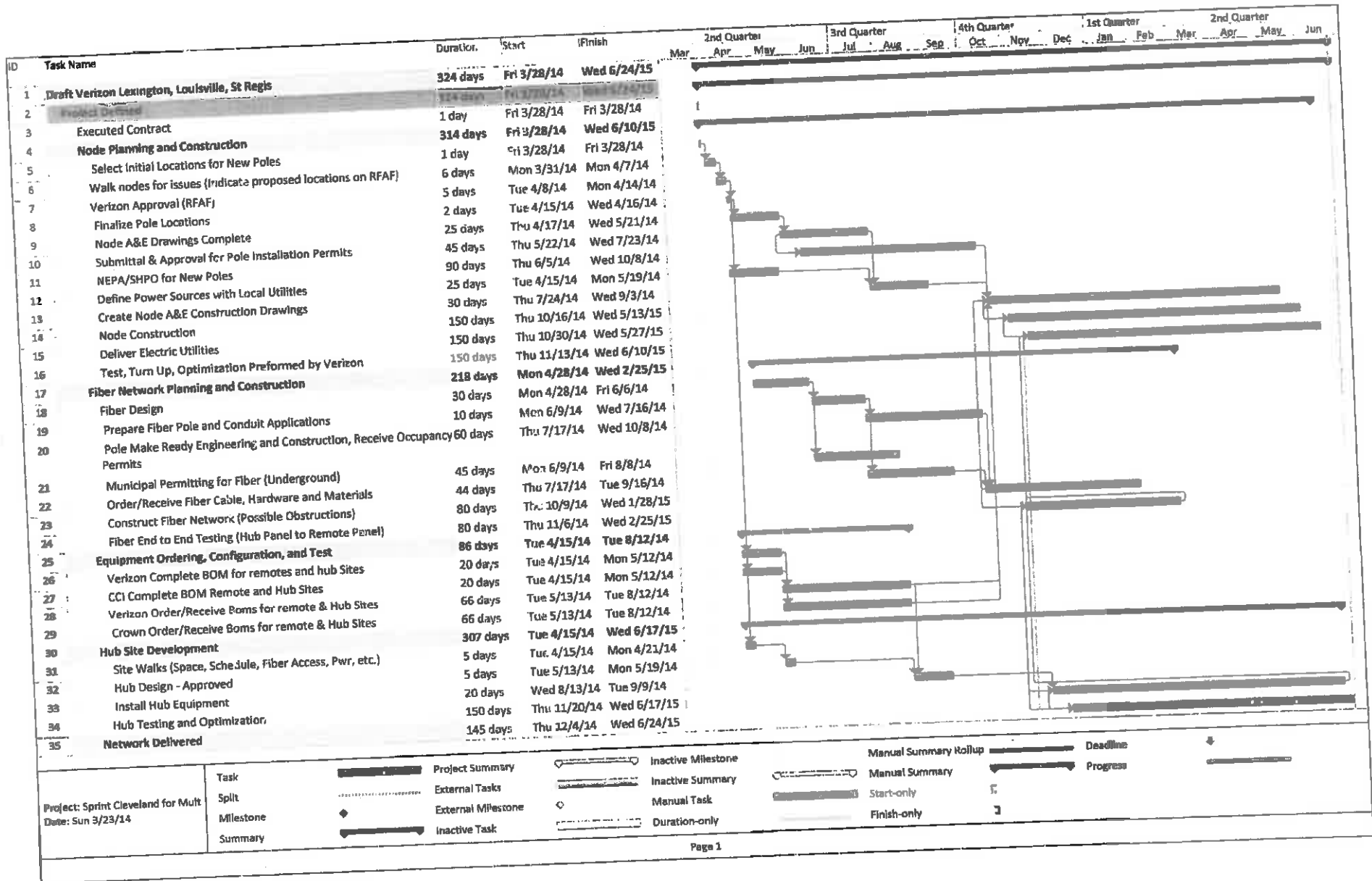
DRAWN BY
 CHECKED BY
 DRAWING DATE: 07/2013

NO.	DATE	DESCRIPTION	BY
1	8/7/13	DRAFT SCENARIO 5	

SCALE REFER TO THE PROFESSIONAL SEAL



CHANGES 1000



Project: Sprint Cleveland for Mult
Date: Sun 3/23/14

Task		Project Summary		Inactive Milestone		Manual Summary Rollup		Deadline	
Split		External Tasks		Inactive Summary		Manual Summary		Progress	
Milestone		External Milestone		Manual Task		Start-only			
Summary		Inactive Task		Duration-only		Finish-only			

Steve L. Beshear
Governor

Leonard K. Peters
Secretary
Energy and Environment Cabinet



David L. Armstrong
Chairman

James Gardner
Vice Chairman

Linda Breathitt
Commissioner

Commonwealth of Kentucky
Public Service Commission

211 Sower Blvd.
P.O. Box 615
Frankfort Kentucky 40602-0615
Telephone: (502) 564-3940
Fax: (502) 564-3460
psc.ky.gov

May 09, 2014

Jennifer Toland Frewer
Davis Wright Tremaine LLP
1919 Pennsylvania Ave NW
Washington, DC 20006-3401

RE: Filing No. **TFS2014-00205**
Application for authority to provide Competitive Local Exchange Services in the state
of Kentucky.

Dear Jennifer Toland Frewer:

The above referenced filing has been received. Use the following link to access documents
related to this filing.

<http://psc.ky.gov/trf/TRFListFilings.aspx?ID=TFS2014-00205>

Sincerely,


Dennis Brent Kintley
Tariff Review Branch Manager



Suite 800
1919 Pennsylvania Avenue NW
Washington, DC 20006-3401

Jennifer Frewer
202.973.4282 tel
202.973.4499 fax

jenniferfrewer@dw.com

March 21, 2014

VIA FEDERAL EXPRESS

Jeffrey DeRouen
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
P.O. Box 615
Frankfort, KY 40601

RECEIVED

MAR 24 2014

PUBLIC SERVICE
COMMISSION

RE: Notice of Crown Castle NG Central LLC's Intent to provide Telecommunications Services as a Telephone Utility in Kentucky

Dear Mr. DeRouen:

In accordance with the provisions of Administrative Case Nos. 359 and 370, Crown Castle NG Central LLC ("Crown Castle" or "Applicant") hereby advises the Commission of its intent to provide telecommunications services throughout the State of Kentucky. Crown Castle NG Central LLC is a duly formed limited liability company, organized under the laws of the State of Delaware. Crown Castle's Certificate of Formation attached hereto as Exhibit A.

Crown Castle seeks to provide facilities-based local transport services (hereinafter referred to as "Services") to customers throughout the State of Kentucky. Crown Castle proposes to provide these Services through a combination of its own facilities and facilities to be leased from a variety of telecommunications carriers.

Applicant's Services will typically rely on a technical platform known as a "Distributed Antenna System," or "DAS." Crown Castle's "RF transport services" will use fiber optic technology, including multi-wavelength optical technology over dedicated transport facilities, to provide telecommunications companies with transport options. RF transport services connect wireless capacity equipment (i.e., antennas) to bi-directional, RF-to-optical conversion equipment at a hub facility. The hub facility can be customer or Crown Castle-provided. The conversion equipment allows Crown Castle to accept RF traffic from the customer and then send bi-directional traffic transmissions across the appropriate optical networks. At the remote end, Crown Castle or the customer company will provide RF-to-optical conversion equipment to allow bi-directional conversion between optical signals and RF signals. RF signals can be received and radiated at this remote node by the customer company.

The Services are customized to the transport and backhaul needs of individual customers. Pricing information for all non-custom services will be available on the Applicant's website.

Applicant does not intend to furnish switched residential or business telephone service, and as such, Applicant does not intend to file an interconnection agreement with the Commission. Applicant also does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.

Repair, maintenance and all customer-affecting issues are usually directed to Crown Castle's Customer Service, which operates 24 hours a day, 7 days a week. Customer Service employees then dispatch the appropriate Kentucky technicians, as necessary and appropriate. The Customer Service telephone number 1 (800) 788-7011.

The Information Form for Telephone Utilities required by KRS 278.542(2) is enclosed. In addition, please use the information below to add Crown Castle to the Commission's records.

1. Name and Address of the Carrier

Crown Castle NG Central LLC
2000 Corporate Drive
Canonsburg, PA 15317
Phone: (724) 416-2000
Fax: (724) 416-4239
Web: www.crowncastle.com
Toll-Free Customer Service: 1-800-788-7011

2. Authorization to do Business in Kentucky/Registered Agent

See Attached Exhibit B.

3. Contact for Customer Complaints

Robert Millar
Associate General Counsel
Crown Castle NG Central LLC
2000 Corporate Drive
Canonsburg, PA 15317
Phone: (724) 416-2000
Fax: (724) 416-4239
E-Mail: robert.millar@crowncastle.com

I have included an extra copy of this letter to be stamped as FILED and returned to our office in the enclosed, self-addressed, postage paid envelope.

Sincerely yours,


Jennifer Toland Frewer
Counsel to Crown Castle NG Central LLC

Exhibit A

(Applicant's Certificate of Formation)

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "CROWN CASTLE NG CENTRAL LLC" FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2013, AT 2:53 O'CLOCK P.M.

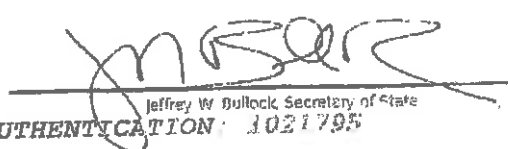
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11:59 O'CLOCK P.M.

3576829 8100V

131459171

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1021795

DATE: 12-30-13

Certificate of Formation

of

Crown Castle NG Central LLC

This Certificate of Formation of Crown Castle NG Central LLC ("LLC"), dated as of December 19, 2013, has been duly executed and is being filed by E. Blake Hawk, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.)

1. The name of the limited liability company is Crown Castle NG Central LLC.
2. The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle.
3. The name and address of the registered agent for service of process of the LLC in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware.
4. This Certificate of Formation shall be effective at 11:59 p.m. on December 31, 2013.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Crown Castle NG Central LLC as of the date first written above.



E. Blake Hawk, Authorized Person
19 Dec 2013

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "CROWN CASTLE NG CENTRAL INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CROWN CASTLE NG CENTRAL INC." TO "CROWN CASTLE NG CENTRAL LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2013, AT 2:53 O'CLOCK P.M.

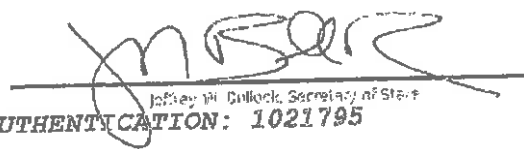
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11:59 O'CLOCK P.M.



3576829 8100V

131459171

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1021795

DATE: 12-30-13

Certificate of Conversion
of
Crown Castle NG Central Inc.
to
Crown Castle NG Central LLC

Pursuant to Section 18-214 of the Limited Liability Company Act

Crown Castle NG Central Inc., a Delaware corporation ("Company"), does hereby certify that:

1. **Name of Corporation to be Converted.** The name of the Company immediately prior to conversion is Crown Castle NG Central Inc., and the name under which the Company was originally formed was NextG Networks of Illinois, Inc.
2. **Original Date and Jurisdiction of Incorporation.** The original certificate of incorporation of the Company was filed on October 4, 2002 with the Secretary of State of the State of Delaware.
3. **Name of Limited Liability Company.** The name of the limited liability company into which the Company will be converted is Crown Castle NG Central LLC.
4. **Approval of Conversion.** This conversion has been approved by the board of directors and sole stockholder of the Company.
5. **Effective Time.** The conversion of the Company to a limited liability company shall be effective at 11:59 p.m. on December 31, 2013.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of December 19, 2013.

Crown Castle NG Central Inc.

By: 
E. Blake Hawk
Executive Vice President

19 Dec 2013

Exhibit B

(Applicant's Authorization to Transact Business in Kentucky)

0881549.06

amcray
ADD

Alison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
3/10/2014 1:35 PM
Fee Receipt: \$90.00



COMMONWEALTH OF KENTUCKY
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

Division of Business Filings Business Filings PO Box 718 Frankfort, KY 40602 (502) 564-3430 www.sos.ky.gov	Certificate of Authority (Foreign Business Entity)	FBE
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Pursuant to the provisions of KRS 14A and KRS 271B, 273, 274, 275, 362 and 380 the undersigned hereby applies for authority to transact business in Kentucky on behalf of the entity named below and, for that purpose, submits the following statements:

1. The entity is a: profit corporation (KRS 271B), nonprofit corporation (KRS 273), professional service corporation (KRS 274),
 business trust (KRS 398), limited liability company (KRS 273), professional limited liability company (KRS 276),
 limited partnership (KRS 362).

2. The name of the entity is Crown Castle NG Central LLC
(The name must be identical to the name on record with the Secretary of State.)

3. The name of the entity to be used in Kentucky is (if applicable):
(Only provide if "real name" is unavailable for use; otherwise, leave blank.)

4. The state or country under whose law the entity is organized to Delaware

5. The date of organization is 10/04/2002 and the period of duration is Perpetual
(If left blank, the period of duration is considered perpetual.)

6. The mailing address of the entity's principal office is
1220 Augusta Drive, Suite 600, Houston, TX 77057
Street Address City State Zip Code

7. The street address of the entity's registered office in Kentucky is
306 W. Main Street, Suite 512, Frankfort, KY 40601
Street Address City State Zip Code

and the name of the registered agent at that office to CT Corporation System

8. The names and business addresses of the entity's representatives (secretary, officers and directors, managers, trustees or general partners):
SEE ATTACHMENT

W. Benjamin Moreland, 1220 Augusta Dr. Suite 600, Houston, TX 77057
Name Street or P.O. Box City State Zip Code

B. Blake Hawk, 1220 Augusta Dr. Suite 600, Houston, TX 77057
Name Street or P.O. Box City State Zip Code

W. Benjamin Moreland, 1220 Augusta Dr. Suite 600 Houston, TX 77057
Name Street or P.O. Box City State Zip Code

9. If a professional service corporation, of the individual shareholders, not less than one-half (1/2) of the directors and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.

10. I certify that, as of the date of filing this application, the above-named entity validly exists under the laws of the jurisdiction of its formation.

11. If a limited partnership, it elects to be a limited liability limited partnership. Check the box if applicable:

12. This application will be effective upon filing, unless a delayed effective date and/or time is provided.
The effective date of this delayed effective date cannot be prior in the date the application is filed. The date and/or time is: 3/10/14
(Delayed effective date and/or time)

[Signature] Lyatt Howell, Asst. Secretary 3/10/14
Signature of Authorized Representative Printed Name & Title Date

CT Corporation System Howard L. Volz registered agent on behalf of the business entity.
Type/Print Name of Registered Agent Printed Name Title

By: Howard L. Volz 3-7-2014
Signature of Registered Agent (01/12) Printed Name Title Date

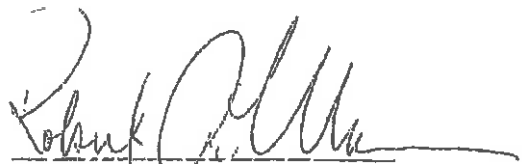
Exhibit C

(Verification)

VERIFICATION

State of California)
)
County of Alameda)

Robert A. Millar, being duly sworn, states that he files this application as Associate General Counsel; that in such capacity, he is qualified and authorized to file and verify such Application; that he has carefully examined all the statements and matters contained in the application; and that all such statements made and matters set forth therein are true and correct to the best of his knowledge, information and belief. Affiant states that the Applicant has not provided or collected for intrastate service in Kentucky prior to the filing of this Application. Affiant further states that the application is made in good faith with the intention of presenting evidence in support thereof.


Robert A. Millar

Subscribed and sworn to before me, a
Notary Public in and for the State and
County named above, this _____ day
of _____, 2014.

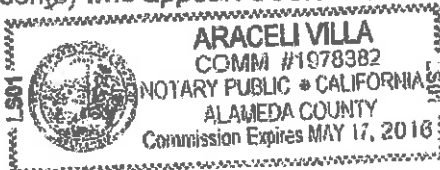
Please see attached
CA Notary Certificate

(Notary Public)

State of California
County of ALAMEDA

Subscribed and sworn to (or affirmed) before me on this 21st
day of March, 2014, by _____

Araceli A. Villa
proved to me on the basis of satisfactory evidence to be the
person(s) who appeared before me.



(Seal)

Signature

A handwritten signature in cursive script, appearing to read "Araceli Villa", written over a horizontal line.



CERTIFICATE OF LIABILITY INSURANCE

Page 1 of 2
DATE (MM/DD/YYYY)
04/02/2014

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Willis of Pennsylvania, Inc. c/o 26 Century Blvd. P. O. Box 305191 Nashville, TN 37230-5191	CONTACT NAME:		
	PHONE (A/C. NO. EXT): 877-945-7378	FAX (A/C. NO.): 888-467-2378	
	E-MAIL ADDRESS: certificates@willis.com		
INSURED CROWN CASTLE INTERNATIONAL CORP. See Attached Named Insured List 1220 Augusta Dr. Suite 500 Houston, TX 77057	INSURER(S) AFFORDING COVERAGE		NAIC#
	INSURER A: Federal Insurance Company		20281-005
	INSURER B: North American Elite Insurance Company		29700-001
	INSURER C:		
	INSURER D:		
	INSURER E:		
	INSURER F:		

COVERAGES CERTIFICATE NUMBER: 21444617 REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN. THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADD'L INSRD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	GENERAL LIABILITY <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR	Y	Y	7021-02-28	4/1/2014	4/1/2015	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000 MED EXP (Any one person) \$ 5,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COMP/OP AGG \$ 2,000,000
	GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PROJECT <input type="checkbox"/> LOC						\$
A	AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS	Y	Y	7021-02-29	4/1/2014	4/1/2015	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
B	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED <input checked="" type="checkbox"/> RETENTION \$ 25,000	Y	Y	UMB 2000165-00	4/1/2014	4/1/2015	EACH OCCURRENCE \$ 5,000,000 AGGREGATE \$ 5,000,000 \$
A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? <input type="checkbox"/> Y <input checked="" type="checkbox"/> N (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below		N/A	7171-06-98	4/1/2014	4/1/2015	<input checked="" type="checkbox"/> WC STATE LOBBY LIMITS <input type="checkbox"/> OTHER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach Acord 101, Additional Remarks Schedule, if more space is required)
See attached:

CERTIFICATE HOLDER

CANCELLATION

Louisville Metro Government
Department of Public Works and Assets
444 S 5th St, Suite 400
Louisville, KY 40202SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
AUTHORIZED REPRESENTATIVE

AGENCY CUSTOMER ID: 713115

LOC#: _____



ADDITIONAL REMARKS SCHEDULE

Page 2 of 2

<p>AGENCY Willis of Pennsylvania, Inc.</p> <p>POLICY NUMBER See First Page</p> <p>CARRIER See First Page</p>	<p>NAMED INSURED CROWN CASTLE INTERNATIONAL CORP. See Attached Named Insured List 1220 Augusta Dr. Suite 500 Houston, TX 77057</p> <p>NAIC CODE</p> <p>EFFECTIVE DATE: See First Page</p>
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ADDITIONAL REMARKS

**THIS ADDITIONAL REMARKS FORM IS A SCHEDULE TO ACORD FORM,
FORM NUMBER: 25 FORM TITLE: CERTIFICATE OF LIABILITY INSURANCE**

Certificate Holder is included as an Additional Insured under the General, Automobile and Umbrella policies as required by written agreement and only with respect to the liability arising out of the operations performed by or on behalf of the Named Insured.

General, Automobile, Umbrella Liability and Workers' Compensation include a Waiver of Subrogation in favor of the Certificate Holder when required by written contract but always subject to the policy terms, conditions, exclusions and as permitted by law.

Re: VZW-Erie Small Cell (920875). Fiber and node construction in ROW.

Additional Insureds: Louisville/Jefferson County Metro Government, including its Mayor and Metro Council Members.

Crown Castle International Corp. Consolidated Subsidiaries

Entity Name	1/22/2014 edition
AirComm of Avon, L.L.C.	Crown Castle MM Holding Corp.
Amwahi Tower Newco LLC	Crown Castle MM Holding LLC
Atlantic Coast Communications LLC	Crown Castle MU LLC
CA - CLEC LLC	Crown Castle MUPA LLC
CC Castle International LLC	Crown Castle NG Atlantic LLC (eff 5/4/12); fka NextG Networks Atlanta Inc.
CC Finance LLC	Crown Castle NG Central LLC (eff 5/3/12) fka NextG Networks of Illinois Inc
CC Holdings GS V LLC	Crown Castle NG East LLC (eff 5/3/12); fka NextG Networks of NY Inc
CC Site Acquisitions II LLC	Crown Castle NG Networks Inc. (eff 5/3/12) fka NextG Networks Inc
CC TM PA LLC (eff 10/31/2012)	Crown Castle NG West LLC (eff 5/3/12); fka NextG Networks of California Inc
CC Towers Guarantor LLC	Crown Castle Operating Company
CC Towers Holding LLC	Crown Castle Operating LLC
CCATT Holdings LLC	Crown Castle Orlando Corp
CCATT LLC	Crown Castle PR LLC
CCATT PR LLC	Crown Castle PR Solutions LLC (eff 8/10/13)
CCGS Holdings Corp	Crown Castle PT Inc
CCPE Acquisitions LLC	Crown Castle Puerto Rico Corp
CCPR VI LLC	Crown Castle Services LLC (eff 6/24/2011)
CCTM Holdings LLC (eff 10/31/2012)	Crown Castle Solutions Corp
CCTM1 LLC (eff 11/30/12)	Crown Castle South LLC
CCTM2 LLC (effective 11/30/12)	Crown Castle TLA LLC
CCTMO LLC (eff 10/31/2012)	Crown Castle Towers DE LLC
CCTTA Pty Limited (eff 6/13/08)	Crown Castle Towers DE-2 LLC
Coastal Antennas LLC	Crown Castle Towers DE-LLC
Consite Venture, Inc	Crown Castle Towers LLC
Coverage Plus Antenna Systems LLC	Crown Castle USA Inc
Crown Atlantic Company LLC	Crown Communication LLC (formerly Crown Communication Inc. eff 1/1/11)
Crown Castle Administration Pty Ltd	Crown Communication New York, Inc
Crown Castle AS LLC (eff 4/28/11)	Crown Mobile Systems, Inc
Crown Castle Atlantic LLC	DC - CLEC LLC
Crown Castle Augusta LLC	Divame Pty Limited (effective 10/20/12)
Crown Castle Australia Holdings Pty Ltd	Global Signal Acquisitions II LLC
Crown Castle Australia Pty Ltd	Global Signal Acquisitions III LLC
Crown Castle BF ATT LLC	Global Signal Acquisitions IV LLC
Crown Castle CA Corp.	Global Signal Acquisitions LLC
Crown Castle GS III Corp.	Global Signal GP LLC
Crown Castle GT Company LLC	Global Signal Holdings II LLC
Crown Castle GT Corp.	Global Signal Holdings IV LLC
Crown Castle GT Holding Sub LLC	Global Signal Operating Partnership, L.P.
Crown Castle International Corp.	Global Signal Services LLC
Crown Castle International Corp. de Puerto Rico	GoldenState Towers, LLC
Crown Castle International LLC	GS Savings Inc
Crown Castle Investment Corp	GSFN Intangibles LLC
Crown Castle Investment II Corp	High Point Management Co LLC

Crown Castle International Corp. Consolidated Subsidiaries

1/22/2014 edition

Entity Name	
ICB Towers, LLC	TowerOne Middletown 003, LLC (eff 3/2/2012)
IL - CLEC LLC	TowerOne North Coventry LLC (eff 3/2/2012)
IN - CLEC LLC	TowerOne Partners, LLC (eff 3/2/2012)
in SITE Fiber of Virginia LLC	TowerOne Upper Pottsgrove 002, LLC (eff 3/2/2012)
InSITE Solutions, LLC	TowerOne Warminster 001, LLC (eff 3/2/2012)
Interstate Tower Communications LLC	TowerOne Warrington 002, LLC (eff 3/2/2012)
Intracoastal City Towers LLC	Towers Finco II LLC
JBCM Towers LLC	Towers Finco III LLC
KAW Consulting Pty Ltd (eff 12/12/01)	Towers Finco LLC
MA - CLEC LLC	TVHT, LLC
MD - CLEC LLC	WA - CLEC LLC
Md7 Capitol One, LLC	WCP Wireless Lease Subsidiary, LLC (eff 1/31/2012)
Mobile Media California LLC	WCP Wireless Site Funding LLC (eff 1/31/2012)
Mobile Media National LLC	WCP Wireless Site Holdco LLC (eff 1/31/2012)
Modeo LLC	WCP Wireless Site Non-RE Funding LLC (eff 1/31/2012)
MW Cell REIT 1 LLC (eff 1/31/12)	WCP Wireless Site Non-RE Holdco LLC (eff 1/31/2012)
MW Cell TRS 1 LLC (eff 1/31/12)	WCP Wireless Site RE Funding LLC (eff 1/31/2012)
New Path Networks, Inc.	WCP Wireless Site RE Holdco LLC (eff 1/31/2012)
New Path Networks, LLC	Wireless Funding, LLC (eff 1/31/2012)
NJ - CLEC LLC	Wireless Realty Holdings II, LLC (effective 5/19/11)
NY - CLEC LLC	Wireless Revenue Properties, LLC (eff 1/31/2012)
OH - CLEC LLC (effective 7/20/11)	
OP 2 LLC	
OP LLC	
PA - CLEC LLC	
Pinnacle San Antonio L.L.C.	
Pinnacle St. Louis LLC	
Pinnacle Towers Acquisition Holdings LLC	
Pinnacle Towers Acquisition LLC	
Pinnacle Towers Asset Holding LLC	
Pinnacle Towers Canada Inc	
Pinnacle Towers III LLC	
Pinnacle Towers Limited	
Pinnacle Towers LLC	
Pinnacle Towers V Inc.	
Radio Station WGLD LLC	
RECC Properties Limited (eff 9/20/05)	
Shaffer & Associates, Inc.	
Sierra Towers, Inc.	
Structal Pty Ltd	
Thunder Towers LLC	
Tower Systems LLC	
Tower Technology Company of Jacksonville LLC	
Tower Ventures III, LLC	
TowerOne 2012, LLC (eff 3/2/2012)	
TowerOne Allentown 001, LLC (eff 3/2/2012)	
TowerOne Doylestown, LLC (eff 3/2/2012)	

Crown Castle USA Inc.
2000 CORPORATE DRIVE
CANONSBURG, PA 15317
(724) 416-2000

THIS CHECK PRINTED ON DUPLICHECK GHOST PAPER
AND HAS A GRAPHIC WATERMARK ON REVERSE SIDE

JPMorgan Chase Bank, N.A.
Dallas, TX

901294

32-61/1110

00901294

DATE
04/21/14

AMOUNT
\$****1,000.00

ONE THOUSAND AND 00/100*****

PAY
TO THE
ORDER
OF

LOUISVILLE METRO GOVERNMENT
1135 W. JEFFERSON ST.
ATTN: HAZMAT PERMIT LOUISVILLE FIRE PREV
LOUISVILLE KY 40203

581404

Crown Castle USA Inc.

Reat VP AND CONTROLLER
Mitchell Nefly VP - FINANCIAL REPORTING

Both Signatures Required If Over \$5,000.00 - Void After 180 Days

⑈901294⑈ ⑆111000614⑆ 103410453⑈

Crown Castle USA Inc.

901294

Check No 901294

Check Date 04/21/14

Stub 1 of 1

CKRQ APPL NON-REFUNDABLE 04/21/14

1,000.00

1,000.00

1,000.00

1,000.00