

SBA COMMUNICATIONS CORP  
Form DEF 14A  
April 07, 2006  
Table of Contents

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only

(as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**SBA COMMUNICATIONS CORPORATION**

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(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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(1) Amount previously paid: \_\_\_\_\_

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(4) Date Filed: \_\_\_\_\_

**Table of Contents**

**SBA COMMUNICATIONS CORPORATION**

**5900 Broken Sound Parkway NW**

**Boca Raton, Florida 33487**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD MAY 4, 2006**

SBA Communications Corporation's Annual Meeting of Shareholders will be held on Thursday, May 4, 2006 at 10:00 a.m. We will meet at SBA Communications Corporation, 5900 Broken Sound Parkway NW, Boca Raton, Florida 33487. If you owned common stock at the close of business on March 6, 2006 you may vote at this meeting or any adjournments or postponements thereof. At the meeting, we plan to:

1. elect three directors for a term of three years, in each case, until their successors are duly elected and qualified; and
2. transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

The Board of Directors is not aware of any other proposals for the May 4, 2006 meeting.

It is important that your common stock be represented at the meeting regardless of the number of shares you hold. You are encouraged to specify your voting preferences by marking and dating the enclosed proxy card. If you attend the meeting, you may, if you wish, withdraw your proxy and vote in person.

On behalf of the Board of Directors of

SBA Communications Corporation,

STEVEN E. BERNSTEIN

Chairman

Boca Raton, Florida

April 7, 2006

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**YOUR VOTE IS IMPORTANT. PLEASE COMPLETE AND RETURN THE ENCLOSED  
PROXY PROMPTLY SO THAT YOUR VOTE MAY BE RECORDED  
AT THE MEETING IF YOU DO NOT ATTEND PERSONALLY.**

**Table of Contents**

**TABLE OF CONTENTS**

	<b>Page</b>
<b><u>Information About the Meeting</u></b>	1
<b><u>Proposal 1 Election of Directors</u></b>	3
<u>Compensation of Directors</u>	4
<u>Independence of the Board</u>	5
<u>Committees and Meetings of the Board</u>	5
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	7
<u>Compensation Committee Interlocks and Insider Participation</u>	7
<b><u>Audit Committee Report</u></b>	8
<b><u>Independent Registered Certified Public Accountants</u></b>	9
<b><u>Executive Officers and Key Employees</u></b>	11
<b><u>Executive Compensation</u></b>	13
<b><u>Compensation Committee Report</u></b>	16
<b><u>Certain Relationships and Related Transactions</u></b>	20
<b><u>Performance Graph</u></b>	21
<b><u>Security Ownership of Certain Beneficial Owners and Management</u></b>	22
<b><u>General Information</u></b>	24
<b><u>Appendix A: Audit Committee Charter</u></b>	A-1

**Table of Contents**

**SBA COMMUNICATIONS CORPORATION**

**5900 Broken Sound Parkway NW**

**Boca Raton, Florida 33487**

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**PROXY STATEMENT**

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**INFORMATION ABOUT THE MEETING**

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of SBA Communications Corporation for the Annual Meeting of Shareholders to be held on Thursday, May 4, 2006 at 10:00 a.m. at SBA Communications Corporation, 5900 Broken Sound Parkway NW, Boca Raton, Florida 33487 and thereafter as it may from time to time be adjourned. This proxy statement and the accompanying proxy are first being mailed to shareholders on or about April 7, 2006.

*Who May Vote*

Each shareholder of record at the close of business on March 6, 2006 is entitled to notice of and to vote at the annual meeting. On the record date, there were 85,738,634 shares of our Class A common stock outstanding, with a par value of \$.01 per share (the Class A Common Stock or Common Stock ). As of March 6, 2006, there were no shares of Class B Common Stock outstanding. Holders of the Class A Common Stock are entitled to one vote per share held as of the record date.

*How You May Vote*

You may vote (1) in person by attending the meeting or (2) by mail by completing and returning a proxy. To vote your proxy by mail, mark your vote on the enclosed proxy card, then follow the instructions on the card.

Proxies duly executed and received in time for the meeting will be voted in accordance with your instructions. If no instructions are given, proxies will be voted as follows:

1. FOR the election as a director of the three Class I nominees named herein, each to serve for a term of three years, in each case, until their successors are duly elected and qualified; and

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2. In the discretion of the proxy holders, FOR or AGAINST such other business as may properly come before the meeting or any adjournment thereof.

### *How You May Revoke or Change Your Vote*

Proxies may be revoked at any time prior to the meeting in the following ways:

by giving written notice of revocation to the Secretary of SBA;

by giving a later dated proxy; or

by attending the meeting and voting in person.

**Table of Contents**

*Voting Procedures*

All record holders of issued and outstanding shares of Common Stock are entitled to vote on Proposal 1. Brokers who hold shares in street name for customers have the authority under the rules of the various stock exchanges to vote on certain items when they have not received instructions from beneficial owners. Brokers that do not receive instructions are entitled to vote those shares with respect to the election of directors. Shares for which brokers have not received instructions, and therefore are not voted with respect to a certain proposal are referred to as broker non-votes.

Under Florida law and our Bylaws, the presence in person or by proxy of shareholders entitled to cast a majority of all votes entitled to be cast on the matter at the annual meeting constitutes a quorum, except that under our Bylaws, in no event shall a quorum consist of less than one-third of the shares entitled to vote. A share that is represented for any purpose is deemed present for quorum purposes. Therefore, abstentions and broker non-votes will count for purposes of determining if there is a quorum present at the annual meeting.



**Table of Contents**

**PROPOSAL 1**

**ELECTION OF DIRECTORS**

**Proposal**

Our Board of Directors currently consists of seven directors, divided into three classes with members of each class of directors serving for staggered three-year terms. Our current Board members and classifications are as follows:

<u>Class I</u>	<u>Class II</u>	<u>Class III</u>
Brian C. Carr Philip L. Hawkins Steven E. Nielsen	Jack Langer Jeffrey A. Stoops	Steven E. Bernstein Duncan H. Cocroft

The terms of the three current Class I directors will expire at the 2006 Annual Meeting of Shareholders. The Nominating and Governance Committee has recommended that Messrs. Carr, Hawkins and Nielsen, the current Class I directors, be nominated for re-election.

*Nominees to Serve for a Three Year Term Expiring in 2009*

The following current Class I directors have been nominated by the Board for election to the Board of Directors as Class I directors for a term of three years, expiring at the 2009 Annual Meeting of Shareholders and until their successors are elected and qualified.

*Brian C. Carr*, 44, has served as a director of SBA since May 2004. Mr. Carr has served as Chairman and Chief Executive Officer of American Esoteric Laboratories, a company engaged in advanced clinical laboratory testing, since June 2003. From November 2000 to April 2003, Mr. Carr was the President and a director of AmeriPath, Inc., a publicly held anatomic pathology laboratory company. From March 1997 to November 2000, Mr. Carr was the founder, President, Chief Executive Officer and a director of InformDX, a pathology services company that was acquired by AmeriPath.

*Philip L. Hawkins*, 50, has served as a director of SBA since August 2004. Mr. Hawkins has served as President of CarrAmerica Realty Corporation, a publicly-traded real estate investment trust, since March 2002 and as Chief Operating Officer from October 1998 to March 2002. Prior to joining CarrAmerica in 1996, Mr. Hawkins was employed by Jones Lang LaSalle, a real estate services company. Mr. Hawkins also serves on the Board of Directors of CarrAmerica Realty Corporation.

*Steven E. Nielsen*, 43, has served as a director of SBA since November 2001. Mr. Nielsen has served as President and Chief Executive Officer of Dycom Industries, Inc., a publicly-traded provider of engineering, construction and maintenance services to telecommunication providers, since March 1999. From August 1996 to March 1999, Mr. Nielsen served as President and Chief Operating Officer of Dycom Industries, Inc. and from February 1996 to August 1996 as Vice President of Dycom Industries, Inc. Mr. Nielsen also serves as Chairman of the Board of Directors

of Dycom Industries, Inc.

Each of the nominees has consented to be named in this proxy statement and to serve as a member of our Board of Directors if elected. In the event that a nominee withdraws or for any reason is not able to serve as a director, the proxy will be voted for such other person as may be designated by the Board of Directors, but in no event will the proxy be voted for more than three nominees as Class I directors. Our management has no reason to believe that the nominees will not serve if elected.

## **Table of Contents**

### **Vote Required**

The affirmative vote of a plurality of the votes cast by holders of outstanding shares of the Common Stock is required for the approval of the election of a director. You may vote in favor of a nominee or you may withhold your vote from a nominee. Votes that are withheld with respect to this matter will be excluded entirely from the vote and will have no effect, other than for purposes of determining the presence of a quorum.

### **Recommendation of the Board of Directors**

The Board of Directors recommends a vote **FOR** each of the three nominees.

### **Continuing Directors**

#### *Directors Whose Terms Expire in 2007*

*Jeffrey A. Stoops*, 47, President, Chief Executive Officer and Director, joined SBA in April 1997 and has served as a director of SBA since August 1999. Mr. Stoops was appointed Chief Executive Officer effective as of January 2002, President in April 2000, and previously served as our Chief Financial Officer. Prior to joining us, Mr. Stoops was a partner with Gunster, Yoakley & Stewart, P.A., a South Florida law firm, where he practiced law.

*Jack Langer*, 57, has served as a director of SBA since May 2004. Mr. Langer is a private investor. From April 1997 to December 2002, Mr. Langer served as Managing Director and the Global Co-Head of the Media Group at Lehman Brothers Inc. From 1995 to 1997, Mr. Langer served as the Managing Director and Head of Media Group at Bankers Trust & Company. From 1990 to 1994, Mr. Langer served as Managing Director and Head of Media Group at Kidder Peabody & Company, Inc. Mr. Langer also serves on the Board of Directors of CKX, Inc., a company engaged in the ownership, development and commercial utilization of entertainment content.

#### *Directors Whose Terms Expire in 2008*

*Steven E. Bernstein*, 45, our founder, has served as our Chairman since our inception in 1989 and was our Chief Executive Officer from 1989 to 2001. From 1986 to 1989, Mr. Bernstein was employed by McCaw Cellular Communications. Mr. Bernstein was the Personal Communications Industry Association's 1996 Entrepreneur of the Year.

*Duncan H. Cocroft*, 62, has served as a director of SBA since August 2004. Mr. Cocroft is a private investor who retired in March 2004 from Cendant Corporation, a provider of consumer and business services primarily in the travel and real estate services industries. Mr. Cocroft was Executive Vice President - Finance and Treasurer of Cendant and Executive Vice President and Chief Financial Officer of PHH Corporation, Cendant's wholly-owned finance subsidiary. Prior to joining Cendant in June 1999, Mr. Cocroft served as Senior Vice President and Chief

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Administrative Officer of Kos Pharmaceuticals, where he was responsible for finance, information systems and human resources. His other prior senior management positions include Vice President Finance and Chief Financial Officer of International Multifoods, an operator of food manufacturing businesses in the U.S. and Canada, and Vice President and Treasurer of Smithkline Beckman, a pharmaceutical company. Mr. Cocroft also serves on the Board of Directors of Atlas Air Worldwide Holdings, a provider of global air cargo services.

### **Compensation of Directors**

Our 2001 Equity Participation Plan provides that all non-employee directors, upon their initial election or appointment to the Board of Directors, will be granted non-qualified stock options to purchase 25,000 shares of Class A Common Stock with a per share exercise price equal to the fair market value per share of our Class A Common Stock at the grant date. Such options will vest and become exercisable in equal annual installments on

## **Table of Contents**

each of the first five anniversaries of the grant date so long as the person continues to serve as a member of our Board of Directors. Additionally, during each fiscal year, each continuing non-employee director will receive an annual grant of non-qualified stock options to purchase shares of Class A Common Stock. The number of shares will be determined by the full Board of Directors annually. The per share exercise price of these options will equal the fair market value per share of our Class A Common Stock at the grant date. On July 22, 2005, each of our continuing non-employee directors, Messrs. Carr, Cocroft, Hawkins, Langer and Nielsen, received an annual grant of non-qualified stock options to purchase 10,000 shares of our Class A Common Stock at an exercise price of \$14.80. On July 22, 2005, Mr. Bernstein also received an annual grant of non-qualified stock options to purchase 10,000 shares of our Class A Common Stock at an exercise price of \$14.80. Each of these grants of options will fully vest and become exercisable in equal annual installments on the day prior to each of the first three subsequent annual meeting of shareholders following the grant date.

Effective July 1, 2005, the Board revised director compensation to reflect the increased time obligations imposed upon our non-employee directors. The annual retainer for each non-employee director increased from \$20,000 to \$25,000. In addition, the per meeting fee payable to each non-employee director was revised from \$1,000 per meeting to (i) \$1,500 per in-person meeting, or any meeting that lasts three hours or more, of the Board of Directors or any Board committee and (ii) \$500 per telephonic meeting of the Board of Directors or any Board committee. Non-employee directors are also reimbursed for incidental expenses associated with each Board of Directors meeting. The additional retainer payable to the Audit Committee Chair was increased from \$5,000 to \$7,500, while annual retainer fees of \$5,000 for the Chairs of each of SBA's Compensation Committee and Nominating and Governance Committee were implemented. All retainer fees are payable quarterly in cash or shares of Class A Common Stock at the option of the director. Other than the Chairs of each of the committees, directors who serve on any of the committees of the Board of Directors described below do not receive any additional compensation for their services as a committee member.

During 2005, each of Messrs. Cocroft, Nielsen and Langer received the pro-rated portion of such additional annual cash compensation for his service as Chairman of the Audit Committee, Chairman of the Compensation Committee and Chairman of the Nominating and Governance Committee, respectively. Directors who are employees do not receive any additional compensation for their services as a director.

Mr. Bernstein received approximately \$40,000 in total compensation during 2005 and is expected to receive approximately \$40,000 in total compensation during 2006.

## **Independence of the Board**

The Board of Directors has determined that the following five individuals of its seven members of the Board of Directors are independent as defined by the Nasdaq Marketplace Rules: Messrs. Carr, Cocroft, Hawkins, Langer and Nielsen.

## **Committees and Meetings of the Board**

The Board of Directors held 15 meetings, including 4 regularly scheduled meetings and 11 special meetings, during the year ended December 31, 2005. Each director attended at least 75% or more of the aggregate number of meetings held by the Board of Directors and the committees on which he served. It is the policy of the Board of Directors of SBA to encourage its members to attend SBA's Annual Meeting of Shareholders. All members of the Board of Directors were present at SBA's 2005 Annual Meeting of Shareholders.

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Our Board of Directors has three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Governance Committee. The Audit Committee and the Compensation Committee were established in May 1999. The Nominating Committee was established in March 2002 and was expanded to a Nominating and Governance Committee in November 2005.

## **Table of Contents**

On March 4, 2004, the Board of Directors approved our Code of Ethics. The Code of Ethics sets forth standards of conduct applicable to our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer to promote honest and ethical conduct, full, fair, accurate, timely and understandable disclosure, and compliance with applicable governmental rules and regulations. Our Code of Ethics is available to view at our website, [www.sbsite.com](http://www.sbsite.com).

*Audit Committee.* The Audit Committee presently consists of Messrs. Carr, Cocroft and Nielsen. Our Board of Directors has determined that the members of the Audit Committee are independent directors as defined under Rule 4200(a)(15) of The Nasdaq Stock Market Inc.'s Marketplace Rules. The Audit Committee has been assigned the principal function of establishing our audit policies, selecting our independent auditors and overseeing the engagement of our independent auditors. The Audit Committee's responsibilities are set forth in an Audit Committee Charter, a copy of which is attached as Appendix A and can be found on SBA's website [www.sbsite.com](http://www.sbsite.com). The Board of Directors has designated Mr. Cocroft the audit committee financial expert as defined by the rules promulgated by the Securities and Exchange Commission (the SEC). The Audit Committee held 12 meetings during the year ended December 31, 2005.

*Compensation Committee.* The Compensation Committee presently consists of Messrs. Hawkins, Langer and Nielsen. The Compensation Committee has been assigned the functions of establishing salaries, incentives and other forms of compensation for executive officers and administers incentive compensation and benefit plans provided for employees. The Compensation Committee held 8 meetings during the year ended December 31, 2005.

*Nominating and Governance Committee.* In 2005, the Board of Directors expanded the function of our nominating committee to include a role in shaping the corporate governance of SBA. The nominating committee was re-designated as the Nominating and Governance Committee. The members of the Nominating and Governance Committee are Messrs. Cocroft, Hawkins and Langer. Our Board of Directors has determined that the members of the Nominating and Governance Committee are independent directors as defined under Rule 4200(a)(15) of The Nasdaq Stock Market Inc.'s Marketplace Rules. The Nominating and Governance Committee has been assigned the functions of (i) soliciting, considering, recommending and nominating candidates to serve on the Board under criteria adopted by it from time to time; (ii) advising the Board with respect to Board composition, procedures and committees; (iii) overseeing periodic evaluations of the Board and Board committees, including establishing criteria to be used in connection with such evaluations; and (iv) reviewing and reporting to the Board on a periodic basis with regards to matters of corporate governance. The Nominating and Governance Committee's responsibilities are set forth in a Nominating and Governance Committee Charter, a copy of which can be found on SBA's website, [www.sbsite.com](http://www.sbsite.com). The Nominating and Governance Committee held 4 meetings during the year ended December 31, 2005.

The Nominating and Governance Committee considers possible candidates from many sources, including shareholders, for nominees for directors. If a shareholder wishes to recommend a nominee for director, written notice should be sent to the Corporate Secretary by December 1, 2006 in accordance with the instructions set forth later in this proxy statement under Shareholder Proposals for 2007 Annual Meeting. Each written notice must set forth: (1) the name and address of the shareholder who is making the nomination; (2) the number of shares of SBA's Common Stock which are beneficially owned by the shareholder and a representation that the shareholder is a holder of record of Common Stock of the Corporation entitled to vote at such annual meeting of the shareholders and intends to appear in person or by proxy at the meeting and nominate the person specified in the notice; (3) the name of the director candidate; (4) a complete resume or statement of the candidate's qualifications (including education, work experience, knowledge of SBA's industry, membership on the board of directors of another corporation and civic activity); (5) a description of all arrangements or understandings between the shareholder and the candidate and/or any other person or persons pursuant to which the nomination is to be made by the shareholder; (6) such other information regarding a candidate as would be required to be included in a proxy statement, including information with respect to a candidate's independence as defined under the rules and regulations promulgated by the SEC and The Nasdaq Stock Market and information regarding the

## **Table of Contents**

candidate's attributes that the Nominating and Governance Committee would need to consider in order to assess whether such candidate would qualify as an audit committee financial expert as defined by the rules and regulations promulgated by the SEC; and (7) the candidate's consent to serve as a director of SBA if elected. The Nominating and Governance Committee will evaluate the suitability of potential candidates nominated by shareholders in the same manner as other candidates recommended to the Nominating and Governance Committee, in accordance with the Criteria for Nomination to the Board of Directors set forth in the Nominating and Governance Committee charter, which, as discussed above, can be found on SBA's website, [www.sbasite.com](http://www.sbasite.com).

From time to time, the Nominating and Governance Committee has retained the services of Korn/Ferry International, a third party search firm providing recruitment and leadership development services, to assist the Nominating and Governance Committee in identifying and evaluating potential nominees for the Board of Directors.

## **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers and persons who own more than 10% of our outstanding Common Stock to file with the SEC reports of changes in their ownership of Common Stock. Officers, directors and greater than 10% shareholders are also required to furnish us with copies of all forms they file under this regulation. To our knowledge, based solely on a review of the copies of such reports furnished to us and representations that no other reports were required, during the year ended December 31, 2005, all Section 16(a) filing requirements applicable to our officers, directors and greater than 10% shareholders were complied with.

## **Compensation Committee Interlocks and Insider Participation**

During the fiscal year ended December 31, 2005, Messrs. Carr, Hawkins, Langer and Nielsen served as members of the Compensation Committee. Mr. Carr served on the Compensation Committee through May 18, 2005, the date of our 2005 annual shareholders' meeting. None of the members of the Compensation Committee served as an officer or employee of ours or any of our subsidiaries during the fiscal year ended December 31, 2005. There were no material transactions between us and any of the members of the Compensation Committee during the fiscal year ended December 31, 2005.



**Table of Contents**

**AUDIT COMMITTEE REPORT**

The Audit Committee oversees the accounting and financial reporting process of SBA on behalf of the Board of Directors of SBA. Management has primary responsibility for SBA's financial statements, financial reporting process and internal controls over financial reporting. The independent auditors are responsible for performing an independent audit of SBA's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and evaluating the effectiveness of internal controls and issuing a report thereon. The Audit Committee's responsibility is to select the independent auditors and monitor and oversee the accounting and financial reporting processes of SBA, including SBA's internal controls over financial reporting, and the audits of the financial statements of SBA.

During the course of 2005 and the first quarter of 2006, the Audit Committee regularly met and held discussions with management and the independent auditors. In the discussions related to SBA's consolidated financial statements for fiscal year 2005, management represented to the Audit Committee that such consolidated financial statements were prepared in accordance with U. S. generally accepted accounting principles. The Audit Committee reviewed and discussed with management and the independent auditors the audited consolidated financial statements for fiscal year 2005, management's annual report on internal control over financial reporting, the results of the independent auditor's testing and evaluation of SBA's internal control over financial reporting and the independent auditor's attestation report regarding management's assessment of internal control over financial reporting.

In fulfilling its responsibilities, the Audit Committee discussed with the independent auditors the matters that are required to be discussed by Statement on Auditing Standards No. 61 (as amended) (Communication with Audit Committees). In addition, the Audit Committee received from the independent auditors the written disclosures and letter required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and the Audit Committee discussed with the independent auditors that firm's independence. In connection with this discussion, the Audit Committee also considered whether the provision of services by the independent auditors not related to the audit of SBA's financial statements for fiscal year 2005 is compatible with maintaining the independent auditors' independence. The Audit Committee's policy is that it must approve any audit or permitted non-audit service proposed to be performed by its independent auditors in advance of the performance of such service.

Based upon the Audit Committee's discussions with management and the independent auditors and the Audit Committee's review of the representations of management and the report and letter of the independent auditors provided to the Audit Committee, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements for the years ended December 31, 2005 be included in SBA's Annual Report on Form 10-K, for filing with the SEC.

See the portion of this proxy statement titled "Committees and Meetings of the Board" on page 5 for information on the Audit Committee's meetings in 2005.

The Audit Committee

**Brian C. Carr**

**Duncan H. Cocroft**

**Steven E. Nielsen**

April 3, 2006

*Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, that might incorporate future filings, including this proxy statement, in whole or in part, the Audit Committee Report above and the Compensation Committee Report and the Performance Graph of Shareholder Return that follow shall not be incorporated by reference into any such filings.*

**Table of Contents**

**INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTANTS**

Our Audit Committee has not yet selected the accounting firm that will serve as our independent registered certified public accountant for the fiscal year ending December 31, 2006. Our Audit Committee currently intends to select our independent registered certified public accountant for the fiscal year ending December 31, 2006 at its first meeting subsequent to the completion of the 2005 audit. Ernst & Young LLP also served as our independent registered certified public accountant for the fiscal year ended December 31, 2005. Representatives from Ernst & Young LLP are expected to be present at the annual meeting, will have the opportunity to make a statement if they desire, and will be available to answer questions.

**Independent Auditor's Fees**

The aggregate fees billed to SBA for the years ended December 31, 2004 and 2005, by our principal accounting firm Ernst & Young LLP, are as follows:

*Audit Fees:* The aggregate audit fees paid for professional services rendered by Ernst & Young LLP for the years ended December 31, 2004 and 2005 were approximately \$1,917,000 and \$1,531,000, respectively. These professional services included fees associated with (i) the audit of our annual financial statements (Form 10-K); (ii) reviews of our quarterly financial statements (Forms 10-Q); (iii) the audit of SBA's internal control over financial reporting and attestation services in connection with SBA's compliance with Section 404 of the Sarbanes-Oxley Act of 2002; (iv) fees associated with assisting us with the preparation and review of our various documents relating to our debt and equity offerings, including the preparation of comfort letters; and (v) other statutory audits required for the years ended 2004 and 2005. For the year ended December 31, 2004, these professional fees also included fees relating to the restatements of our financial statements for the years ended December 31, 2002 and 2003.

*Audit-Related Fees:* There were no fees for audit-related services for the year ended December 31, 2004. The aggregate fees for professional services rendered by Ernst & Young LLP for the performance of agreed upon procedures and review of our various documents relating to our securitization transaction during the year ended December 31, 2005 were approximately \$351,000.

*Tax Fees:* The aggregate fees for professional services rendered by Ernst & Young LLP for (i) compliance fees for preparation of tax returns, (ii) tax work on the securitization transaction (during 2005), (iii) assistance with tax planning strategies, and (iv) tax examination assistance during the years ended December 31, 2004 and 2005 were approximately \$259,000 and \$356,000, respectively.

*All Other Fees:* The aggregate fees paid for professional services rendered by Ernst & Young LLP in connection with providing SBA with the EY Online accounting research tool for the year ended December 31, 2004 was approximately \$2,000. The aggregate fees for professional services rendered by Ernst & Young LLP in connection with providing SBA with the EY Online accounting research tool for the year ended December 31, 2005 were approximately \$2,000.

Ernst & Young LLP advised the Audit Committee that it did not believe its audit was impaired by providing such services. As a result, Ernst & Young LLP confirmed that, as of December 31, 2005, it was an independent accountant with respect to SBA within the meaning of the Securities Act of 1933 and the requirements of the Independence Standards Board.



**Table of Contents**

**Pre-Approval Policies and Procedures for Audit and Permitted Non-Audit Services**

The Audit Committee has a policy of considering and, if deemed appropriate, approving, on a case by case basis, any audit or permitted non-audit service proposed to be performed by Ernst & Young LLP in advance of the performance of such service. These services may include audit services, audit-related services, tax services and other services. The Audit Committee has not implemented a policy or procedure which delegates the authority to approve, or pre-approve, audit or permitted non-audit services to be performed by Ernst & Young LLP. In connection with making any pre-approval decision, the Audit Committee must consider whether the provision of such permitted non-audit services by Ernst & Young LLP is consistent with maintaining Ernst & Young's status as our independent auditors.

Consistent with these policies and procedures, the Audit Committee approved all of the services rendered by Ernst & Young LLP during fiscal year 2005, as described above.

**Table of Contents****EXECUTIVE OFFICERS AND KEY EMPLOYEES**

As of April 7, 2006 each of the persons below served as one of our executive officers or key employees.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Jeffrey A. Stoops	47	President and Chief Executive Officer
Kurt L. Bagwell	41	Senior Vice President and Chief Operating Officer
Anthony J. Macaione	42	Senior Vice President and Chief Financial Officer
Thomas P. Hunt	48	Senior Vice President and General Counsel
Jason V. Silberstein	37	Vice President Property Management
Reid Boynton	51	Vice President Northeast Region
Brendan T. Cavanagh	34	Vice President and Chief Accounting Officer
Jorge Grau	43	Vice President and Chief Information Officer
Pamela J. Kline	42	Vice President Capital Markets
Jim D. Williamson	60	Vice President Southeast Region

Below is a summary of the business experience of each of our executive officers who does not serve on our Board of Directors. The business experience of Mr. Stoops appears under the caption Election of Directors set forth above.

*Kurt L. Bagwell* has served as our Senior Vice President and Chief Operating Officer since January 1, 2002. Mr. Bagwell joined SBA Network Services, Inc., a subsidiary of ours, in February 2001 as Vice President of Network Services. Prior to joining us, Mr. Bagwell served as Vice President Site Development for Sprint PCS from May 1995 to February 2001.

*Anthony J. Macaione*, CPA, has served as our Senior Vice President and Chief Financial Officer since April 2004. From April 2001 to March 2004, Mr. Macaione served as Senior Vice President, Corporate Controller and Chief Accounting Officer for Perry Ellis International, Inc., an apparel company. Prior to Perry Ellis, Mr. Macaione served in various accounting and financial roles, including as Vice President-Finance, for a division of the Liz Claiborne Co. from August 1995 to December 2000.

*Thomas P. Hunt* has served as our Senior Vice President and General Counsel since September 2000. Prior to joining us, Mr. Hunt was a partner with Gunster, Yoakley & Stewart, P.A., a South Florida law firm, where he practiced for 16 years in the corporate and real estate areas. Mr. Hunt is a member of the Florida Bar.

*Jason V. Silberstein* has served as our Vice President Property Management since January 2000. Mr. Silberstein joined SBA in 1994 and has held various positions with us, including Director Property Management and Regional Director Florida.

Below is a summary of the business experience of each of our key employees.

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*Reid Boynton* has served as our Vice President – Northeast Region since January 2001. Mr. Boynton joined SBA in 1996 and has held various positions, including Project Director for Sprint PCS in Boston and President of Operations. Prior to joining us, Mr. Boynton was a Site Development Director for Nextel Communications in the New England market.

*Brendan T. Cavanagh*, CPA, has served as our Vice President and Chief Accounting Officer since June 2004. Mr. Cavanagh joined SBA in 1998 and has held various positions with us including serving as Vice President – Site Administration, from January 2003 to June 2004. Prior to joining us, Mr. Cavanagh was a senior accountant with Arthur Andersen LLP where he was employed for three years.

*Jorge Grau* has served as our Vice President and Chief Information Officer since August 2003 when he joined SBA. Prior to joining us, Mr. Grau was Director of Information Technology for Vision Care Holdings, a

**Table of Contents**

vision care specialist and eye laser center, from July 2002 through August 2003. Prior to joining Vision Care Holdings, Mr. Grau served as Chief Information Officer of Bentley's Luggage Corporation from 1989 to May 2002.

*Pamela J. Kline*, CPA, has served as our Vice President - Capital Markets since January 2001. Ms. Kline joined SBA in 1997 and has held various positions, including Director of Finance and Accounting and Chief Accounting Officer. Prior to joining us, Ms. Kline was an Audit Manager with Arthur Andersen LLP where she was employed for 10 years.

*Jim D. Williamson* has served as our Vice President - Southeast Region since January 2001. Mr. Williamson joined us in October 1995 and has held various positions with us, including Program Manager, Project Director responsible for network buildouts, Corporate Director of Build to Suit Support, Director of Due Diligence with overall responsibility for SBA's Corporate Strategic Siting Initiative, Territory Manager for Alabama, Mississippi and Northeast Florida and General Manager for the Southeast Region. Prior to joining us, Mr. Williamson was employed for 28 years in various capacities with BellSouth.



**Table of Contents****EXECUTIVE COMPENSATION**

The following table presents certain summary information for the fiscal year ended December 31, 2005 concerning compensation earned for services rendered in all capacities by our Chief Executive Officer and our, or our subsidiaries, other four most highly compensated executive officers (the Named Executive Officers) whose total annual salary and bonus exceeded \$100,000 during the fiscal year ended December 31, 2005.

**Summary Compensation Table****for Fiscal Year 2005**

Name and Principal Position	Year	Annual Compensation			Long Term	All Other Compensation (\$)
		Salary (\$)	Bonus (\$) <sup>(1)</sup>	Other Annual Compensation (\$)	Compensation Awards	
					Securities Underlying	
					Options (#)	
Jeffrey A. Stoops	2005	440,000	400,000	4,237 <sup>(2)</sup>	175,000	3,000 <sup>(3)</sup>
President and Chief Executive Officer	2004	430,000	430,000	9,675 <sup>(2)</sup>	195,000	3,000 <sup>(3)</sup>
	2003	410,000	315,000	9,776 <sup>(4)</sup>	300,000	3,000 <sup>(3)</sup>
Kurt L. Bagwell	2005	270,000	90,000	3,719 <sup>(2)</sup>	82,000	
	2004	260,000	175,000	2,814 <sup>(2)</sup>	85,000	
	2003	242,000	130,000	13,817 <sup>(4)</sup>	130,000	
Thomas P. Hunt	2005	262,000	198,750	6,645 <sup>(2)</sup>	72,000	
	2004	258,000	110,000	2,269 <sup>(2)</sup>	75,000	
	2003	240,000	120,000	7,403 <sup>(4)</sup>	110,000	935,650 <sup>(5)</sup>
Anthony J. Macaione <sup>(6)</sup>	2005	235,000	95,000	10,978 <sup>(4)</sup>	61,000	3,000 <sup>(3)</sup>
	2004	152,144	72,250	6,474 <sup>(4)</sup>	75,000	
	2003					
Jason V. Silberstein	2005	135,000	187,752	3,398 <sup>(2)</sup>	50,000	3,000 <sup>(3)</sup>
	2004	131,000	165,000	3,313 <sup>(2)</sup>	55,000	3,000 <sup>(3)</sup>
	2003	126,000	131,000	2,577 <sup>(2)</sup>	80,000	3,000 <sup>(3)</sup>

<sup>(1)</sup> Bonuses are reflected in the year in which they are earned, not the year in which they are paid.

<sup>(2)</sup> Represents value of medical reimbursements not generally provided to all employees.

<sup>(3)</sup> These amounts represent company matching contributions to the recipient's 401(k) plan.

<sup>(4)</sup> Represents value of health insurance and medical reimbursements not generally provided to all employees.

<sup>(5)</sup> This amount constitutes the difference between \$1,000,000 and the aggregate value of all vested options and restricted stock held by Mr. Hunt as of September 19, 2003. This amount was paid to Mr. Hunt as required under the terms of his employment agreement.

<sup>(6)</sup> Mr. Macaione joined SBA and was appointed Senior Vice President and Chief Financial Officer effective April 19, 2004.

