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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2020
OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period to

Commission File Number 333-187970

CC HOLDINGS GS V LLC
(Exact name of registrant as specified in its charter)

Delaware	**20-4300339**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

1220 Augusta Drive, Suite 600, Houston, Texas 77057-2261
(Address of principal executives office) (Zip Code)

(713) 570-3000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Explanatory Note: The registrant is a voluntary filer and not subject to the filing requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934; however, the registrant has filed all reports that would have been required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months had the registrant been subject to such filing requirements.

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of June 30, 2020, the only member of the registrant is a wholly-owned indirect subsidiary of Crown Castle International Corp.

The registrant is a wholly-owned indirect subsidiary of Crown Castle International Corp. and meets the conditions set forth in General Instruction (H)(1)(a) and (b) of Form 10-Q, and is therefore filing this form with the reduced disclosure format.

CC HOLDINGS GS V LLC
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Cautionary Language Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q ("Form 10-Q") contains forward-looking statements that are based on our management's expectations as of the filing date of this report with the Securities and Exchange Commission ("SEC"). Statements that are not historical facts are hereby identified as forward-looking statements. In addition, words such as "estimate," "anticipate," "project," "plan," "intend," "believe," "expect," "likely," "predicted," "positioned," "continue," "target," and any variations of these words, and similar expressions are intended to identify forward-looking statements. Such statements include plans, projections and estimates contained in *"Part I—Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations," "Part I—Item 4. Controls and Procedures" and "Part II—Item 1A. Risk Factors"* herein. Such forward-looking statements include (1) anticipated growth in the wireless industry and demand for wireless data, (2) wireless carriers' focus on improving network quality and expanding capacity, (3) demand for our towers, including factors driving such demand, and the potential benefits that may be derived therefrom, (4) availability and adequacy of cash flows and liquidity, (5) debt maturities, (6) income taxes, (7) the potential impact of novel coronavirus (COVID-19) pandemic, (8) the potential effects of the restatement of our previously issued consolidated financial statements, including the Historical Adjustments related thereto, and (9) expectations regarding our remediation efforts related to a material weakness in our internal control over financial reporting.

Such forward-looking statements should, therefore, be considered in light of various risks, uncertainties and assumptions, including prevailing market conditions, risk factors described in *"Part II—Item 1A. Risk Factors"* herein and *"Item 1A. Risk Factors"* of our Annual Report on Form 10-K for the fiscal year ended December 31, 2019 ("2019 Form 10-K") and other factors. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expected.

Our filings with the SEC are available through the SEC website at www.sec.gov or through CCIC's investor relations website at investor.crowncastle.com. CCIC uses its investor relations website to disclose information about CCIC and us that may be deemed to be material. We encourage investors, the media and others interested to visit CCIC's investor relations website from time to time to review up-to-date information or to sign up for e-mail alerts to be notified when new or updated information is posted on the site.

Interpretation

As used herein, the term "including," and any variation thereof, means "including without limitation." The use of the word "or" herein is not exclusive. Unless this Form 10-Q indicates otherwise or the context otherwise requires, the terms, "we," "our," or "us" as used in this Form 10-Q refer to CC Holdings GS V LLC ("CCL") and its consolidated wholly owned subsidiaries (collectively, "Company"). The Company is a wholly owned subsidiary of Global Signal Operating Partnership, L.P. ("GSOP"), which is an indirect subsidiary of CCIC. Capitalized terms used but not defined in this Form 10-Q have the same meaning given to them in the 2019 Form 10-K.

Explanatory Note

As previously disclosed in the Explanatory Note of the 2019 Form 10-K, we restated our audited consolidated financial statements for the years ended December 31, 2018 and 2017, and quarterly unaudited financial information for the quarterly and year-to-date periods in the year ended December 31, 2018 and first three quarters for the year ended December 31, 2019. Accordingly, the condensed consolidated financial statements as of and for the three and six months ended June 30, 2019 included in this Form 10-Q have been restated to reflect the Historical Adjustments described in the 2019 Form 10-K. See also note 2 to our condensed consolidated financial statements for further information on the impact of the Historical Adjustments on the condensed consolidated financial statements as of and for the three and six months ended June 30, 2019.

PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CC HOLDINGS GS V LLC
CONDENSED CONSOLIDATED BALANCE SHEET (Unaudited)
(In thousands of dollars)

	June 30, 2020	December 31, 2019
ASSETS		
Current assets:		
Cash and cash equivalents	$ 28,886	$ 20,407
Receivables, net	4,331	3,620
Prepaid expenses	20,253	12,714
Deferred site rental receivables and other current assets	34,561	30,207
Total current assets	88,031	66,948
Deferred site rental receivables	353,171	354,075
Property and equipment, net of accumulated depreciation of $1,150,081 and $1,095,355, respectively	988,554	1,010,367
Operating lease right-of-use assets	1,153,939	1,150,476
Goodwill	1,338,730	1,338,730
Other intangible assets, net	622,114	678,956
Long-term prepaid rent and other assets, net	1,756	1,905
Total assets	$ 4,546,295	$ 4,601,457
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 1,957	$ 2,652
Accrued interest	8,126	8,126
Deferred revenues[(a)]	87,909	70,217
Other accrued liabilities	6,594	6,146
Current portion of operating lease liabilities—third parties	36,812	37,164
Current portion of operating lease liabilities—related parties	22,477	20,417
Total current liabilities	163,875	144,722
Debt	996,123	995,431
Operating lease liabilities—third parties	843,174	845,960
Operating lease liabilities—related parties	321,060	314,920
Other long-term liabilities[(a)]	199,687	203,470
Total liabilities	2,523,919	2,504,503
Commitments and contingencies (note 8)		
Member's equity:		
Member's equity	2,022,376	2,096,954
Accumulated earnings (deficit)	—	—
Total member's equity	2,022,376	2,096,954
Total liabilities and equity	$ 4,546,295	$ 4,601,457

(a) Reflects the recording of deferred revenues in connection with the tower installation and modification transactions described in note 5 that result in permanent improvements to the Company's towers. The Company receives no cash from, and is not party to, such transactions.

See notes to condensed consolidated financial statements.

CC HOLDINGS GS V LLC
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS (Unaudited)
(In thousands of dollars)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
		(As Restated)		(As Restated)
Site rental revenues:				
Revenues from tenant contracts	$ 171,304	$ 168,189	$ 343,693	$ 335,511
Amortization of tower installations and modifications[(a)]	14,769	12,764	28,821	24,935
Total site rental revenues	186,073	180,953	372,514	360,446
Operating expenses:				
Site rental cost of operations—third parties[(b)]	38,689	38,524	76,516	75,806
Ground rent expenses—related parties	11,508	10,721	22,789	21,330
Site rental cost of operations—total[(b)]	50,197	49,245	99,305	97,136
Management fee—related party	12,790	12,503	25,512	24,627
Asset write-down charges	—	185	424	375
Depreciation, amortization and accretion	52,744	51,626	105,090	103,206
Total operating expenses	115,731	113,559	230,331	225,344
Operating income (loss)	70,342	67,394	142,183	135,102
Interest expense and amortization of deferred financing costs	(9,968)	(9,968)	(19,937)	(19,937)
Other income (expense)	71	288	86	285
Income (loss) before income taxes	60,445	57,714	122,332	115,450
Benefit (provision) for income taxes	(106)	(107)	(212)	(205)
Net income (loss)	$ 60,339	$ 57,607	$ 122,120	$ 115,245

(a) Represents the amortization of deferred revenues recorded in connection with the tower installation and modification transactions described in note 5 that result in permanent improvements to the Company's towers. The Company receives no cash from, and is not party to, such transactions.
(b) Exclusive of depreciation, amortization and accretion shown separately and certain indirect costs included in the management fee.

See notes to condensed consolidated financial statements.

CC HOLDINGS GS V LLC
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Unaudited)
(In thousands of dollars)

	Six Months Ended June 30,	
	2020	2019
		(As Restated)
Cash flows from operating activities:[(a)]		
Net income (loss)	$ 122,120	$ 115,245
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation, amortization and accretion	105,090	103,206
Amortization of deferred financing costs	692	692
Asset write-down charges	424	375
Changes in assets and liabilities:		
Increase (decrease) in accounts payable	1,645	605
Increase (decrease) in other liabilities	13,768	9,473
Decrease (increase) in receivables	(711)	2,597
Decrease (increase) in other assets	(9,258)	(14,277)
Net cash provided by (used for) operating activities	233,770	217,916
Cash flows from investing activities:		
Capital expenditures[(b)]	(28,593)	(41,358)
Net cash provided by (used for) investing activities	(28,593)	(41,358)
Cash flows from financing activities:		
Distributions to member	(196,698)	(177,586)
Net cash provided by (used for) financing activities	(196,698)	(177,586)
Net increase (decrease) in cash and cash equivalents	8,479	(1,028)
Cash and cash equivalents at beginning of period	20,407	18,707
Cash and cash equivalents at end of period	$ 28,886	$ 17,679

(a) The Company receives no cash from, and is not party to, the tower installation and modification transactions described in note 5. Such transactions, however, are reflected on the cash flow statement for GAAP purposes as if an amount equal to the lease component for such transactions had been received by the Company, and, as such, the amounts have been recorded as deferred revenues.

(b) Includes permanent improvements recorded in connection with the tower installation and modification transactions described in note 5. The Company receives no cash from, and is not party to, such transactions.

See notes to condensed consolidated financial statements.

CC HOLDINGS GS V LLC
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN MEMBER'S EQUITY (Unaudited)
(In thousands of dollars)

	Member's Equity	Accumulated Earnings (Deficit)	Total
Balance, April 1, 2020	$ 2,050,115	$ —	$ 2,050,115
Distributions to member[a]	(27,739)	(60,339)	(88,078)
Net income (loss)	—	60,339	60,339
Balance, June 30, 2020	$ 2,022,376	$ —	$ 2,022,376

	Member's Equity	Accumulated Earnings (Deficit)	Total
Balance, April 1, 2019 (as restated)	$ 2,171,364	$ —	$ 2,171,364
Distributions to member (as restated)[a]	(14,507)	(57,607)	(72,114)
Net income (loss) (as restated)	—	57,607	57,607
Balance, June 30, 2019 (as restated)	$ 2,156,857	$ —	$ 2,156,857

	Member's Equity	Accumulated Earnings (Deficit)	Total
Balance, January 1, 2020	$ 2,096,954	$ —	$ 2,096,954
Distributions to member[a]	(74,578)	(122,120)	(196,698)
Net income (loss)		122,120	122,120
Balance, June 30, 2020	$ 2,022,376	$ —	$ 2,022,376

	Member's Equity	Accumulated Earnings (Deficit)	Total
Balance, January 1, 2019 (as restated)	$ 2,219,198	$ —	$ 2,219,198
Distributions to member (as restated)[a]	(62,341)	(115,245)	(177,586)
Net income (loss) (as restated)	—	115,245	115,245
Balance, June 30, 2019 (as restated)	$ 2,156,857	$ —	$ 2,156,857

(a) See note 5. The Company receives no cash from, and is not party to, the tower installation and modification transactions described in note 5.

See notes to condensed consolidated financial statements.

1. General

The accompanying consolidated financial statements reflect the consolidated financial position, results of operations and cash flows of CC Holdings GS V LLC ("CCL") and its consolidated wholly-owned subsidiaries (collectively, "Company"). The Company is a wholly-owned subsidiary of Global Signal Operating Partnership, L.P. ("GSOP"), which is an indirect subsidiary of Crown Castle International Corp., a Delaware corporation ("CCIC" or "Crown Castle"). CCL is a Delaware limited liability company that is a holding company and an issuer of the Company's debt. Intercompany accounts, transactions and profits have been eliminated. As used herein, the term "including," and any variation thereof means "including without limitation." The use of the word "or" herein is not exclusive.

The information contained in the following notes to the condensed consolidated financial statements is condensed from that which would appear in the annual consolidated financial statements; accordingly, the consolidated financial statements included herein should be reviewed in conjunction with the consolidated financial statements for the fiscal year ended December 31, 2019, and related notes thereto, included in the 2019 Form 10-K filed by the Company with the SEC.

The Company is organized specifically to own, operate, and lease towers and other structures (collectively, "towers"), and to a lesser extent, interests in land under third party and related party towers in various forms ("land interests") (collectively, "sites") that are geographically dispersed across the U.S. The Company's core business is providing access, including space or capacity, to its sites via long-term contracts in various forms, including lease, license and sublease agreements (collectively, "tenant contracts"). The Company's customers on its sites are referred to herein as "tenants." Management services related to the Company's sites are performed by Crown Castle USA Inc. ("CCUSA"), an affiliate of the Company, under the Management Agreement, as the Company has no employees.

Approximately 68% of the Company's sites are leased or subleased or operated and managed for an initial period of 32 years (through May 2037) under master leases or other agreements assumed by T-Mobile following its merger with Sprint completed April 1, 2020 ("T-Mobile Sites"). CCIC, through its subsidiaries (including the Company), has the option to purchase in 2037 all (but not less than all) of the T-Mobile Sites from T-Mobile for approximately $2.3 billion. CCIC has no obligation to exercise the purchase option.

For U.S federal income tax purposes, CCIC operates as a real estate investment trust ("REIT"), and as its indirect subsidiary, the Company's assets and operations are included in the CCIC REIT. See note 6.

Basis of Presentation

The condensed consolidated financial statements included herein are unaudited; however, they include all adjustments (consisting only of normal recurring adjustments) which, in the opinion of management, are necessary to state fairly the consolidated financial position of the Company at June 30, 2020, the condensed consolidated results of operations for the three and six months ended June 30, 2020 and 2019 and the condensed consolidated cash flows for the six months ended June 30, 2020 and 2019. The year-end condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by generally accepted accounting principles in the U.S. ("GAAP"). The results of operations for the interim periods presented are not necessarily indicative of the results to be expected for the full year.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

2. Restatement of Previously Issued Condensed Consolidated Financial Statements

The tables below summarize the impact of the Restatement Adjustments that were related to the timing of revenue recognition on CCIC's tower installation services. Specifically, CCIC determined that its historical practice of recognizing the full transaction price as services revenues upon completion of an installation was not acceptable under GAAP. Instead, a portion of the transaction price for CCIC's tower installation services, specifically the amounts associated with permanent improvements recorded as fixed assets, represent a lease component and should be recognized by CCIC as site rental revenues on a ratable basis over the associated estimated lease term.

CCIC, through its wholly owned subsidiary, offers certain installation and other construction-related services to tenants on the towers owned by CCIC's subsidiaries (including to tenants on the Company's towers). That business is separate from the operations of the Company, and the Company (1) is not party to such transactions and (2) does not receive any cash from such transactions. However, when CCIC is engaged by, and performs an installation or other activity for, a tenant that is locating or located on the Company's towers, and such transaction results in (1) enhancing a tower in connection with a new tenant installing equipment on the tower for the first time or as part of subsequent equipment augmentations or (2) modifying the structure of a tower to accommodate the additional tenant, the Company records any permanent improvement that is made on its tower site as a fixed asset. Historically, in connection with recording such permanent improvements as fixed assets on its financial statements, the Company would also record a corresponding amount as a capital contribution from CCIC.

(Tabular dollars in thousands)

The Company determined that, despite the Company not receiving any cash, an amount equal to the lease component as a result of such installation and other construction-related services should be recorded on the consolidated financial statements as deferred revenue, and then amortized as revenues on a ratable basis over the length of the tenants' associated estimated lease term.

In addition to the determination discussed above, the Company has also determined that errors existed related to its accounting for obligations to perform asset retirement activities pursuant to its ground lease and easement agreements. Specifically, the Company should not have recorded asset retirement obligations for its T-Mobile Sites, as the associated estimated retirement would occur beyond the period for which the Company has a contract term to these sites. The correction of the errors related to the Company's accounting for obligations to perform asset retirement activities resulted in (1) a decrease to both "Property and equipment, net" and "Member's equity" of $4.3 million on the Company's consolidated balance sheet as of June 30, 2019, and (2) a decrease to "Depreciation, amortization, and accretion" on the Company's consolidated statement of operations of $0.7 million and $1.5 million for the three and six months ended June 30, 2019, respectively.

The Restatement Adjustments in the tables below reflect the impact of (1) allocating an amount equal to the lease component as a result of such installation and other construction-related services on the consolidated financial statements as deferred revenue, and then amortizing those amounts as amortization of tower installations and modifications on a ratable basis over the length of the tenants' associated estimated lease term and (2) correcting errors related to the Company's accounting for obligations to perform asset retirement activities.

In addition, the Company has also made other adjustments to the financial statements referenced above to correct errors that were not material to its condensed consolidated financial statements. Such immaterial adjustments are related to a revision in the presentation of certain tower installation activities from a gross basis to a net basis, including the associated removal of certain amounts historically categorized as capital expenditures.

In addition to the restatement of the condensed consolidated financial statements, certain historical information in the notes to the condensed consolidated financial statements have been restated to reflect the impact of the Historical Adjustments.

Condensed Consolidated Balance Sheet

	June 30, 2019			
	As Reported	**Restatement Adjustments**	**Other Adjustments**	**As Restated**
ASSETS				
Property and equipment, net	$ 1,016,024	$ (4,288)	$ (2,745)	$ 1,008,991
Total assets	4,612,421	(4,288)	(2,745)	4,605,388
LIABILITIES AND EQUITY				
Current liabilities:				
Deferred revenues[(a)]	12,347	51,626	—	63,973
Total current liabilities	86,248	51,626	—	137,874
Other long-term liabilities[(a)]	35,001	162,240	—	197,241
Total liabilities	2,234,665	213,866	—	2,448,531
Member's equity:				
Member's equity	2,377,756	(218,154)	(2,745)	2,156,857
Total member's equity	2,377,756	(218,154)	(2,745)	2,156,857
Total liabilities and equity	$ 4,612,421	$ (4,288)	$ (2,745)	$ 4,605,388

(a) Reflects the recording of deferred revenues in connection with the tower installation and modification transactions described in note 5 that result in permanent improvements to the Company's towers. The Company receives no cash from, and is not party to, such transactions.

(Tabular dollars in thousands)

Condensed Consolidated Statement of Operations

	Three Months Ended June 30, 2019			
	As Reported	Restatement Adjustments	Other Adjustments	As Restated
Site rental revenues:				
Revenues from tenant contracts	$ 168,189	$ —	$ —	$ 168,189
Amortization of tower installations and modifications[(a)]	—	12,764	—	12,764
Total site rental revenues	168,189	12,764	—	180,953
Operating expenses:				
Depreciation, amortization and accretion	52,409	(736)	(47)	51,626
Total operating expenses	114,342	(736)	(47)	113,559
Operating income (loss)	53,847	13,500	47	67,394
Income (loss) before income taxes	44,167	13,500	47	57,714
Net income (loss)	$ 44,060	$ 13,500	$ 47	$ 57,607

	Six Months Ended June 30, 2019			
	As Reported	Restatement Adjustments	Other Adjustments	As Restated
Site rental revenues:				
Revenues from tenant contracts	$ 335,511	$ —	$ —	$ 335,511
Amortization of tower installations and modifications[(a)]	—	24,935	—	24,935
Total site rental revenues	335,511	24,935	—	360,446
Operating expenses:				
Depreciation, amortization and accretion	104,771	(1,472)	(93)	103,206
Total operating expenses	226,909	(1,472)	(93)	225,344
Operating income (loss)	108,602	26,407	93	135,102
Income (loss) before income taxes	88,950	26,407	93	115,450
Net income (loss)	$ 88,745	$ 26,407	$ 93	$ 115,245

(a) Represents the amortization of deferred revenues recorded in connection with the tower installation and modification transactions described in note 5 that result in permanent improvements to the Company's towers. The Company receives no cash from, and is not party to, such transactions.

(Tabular dollars in thousands)

Condensed Consolidated Statement of Cash Flows

	Six Months Ended June 30, 2019			
	As Reported	Restatement Adjustments	Other Adjustments	As Restated
Cash flows from operating activities:[(a)]				
Net income (loss)	$ 88,745	$ 26,407	$ 93	$ 115,245
Adjustments to reconcile net income (loss) to net cash provided by operating activities:				
Depreciation, amortization and accretion	104,771	(1,472)	(93)	103,206
Changes in assets and liabilities:				
Increase (decrease) in other liabilities	908	8,565	—	9,473
Net cash provided by (used for) operating activities	184,416	33,500	—	217,916
Cash flows from investing activities:				
Capital expenditures[(b)]	(41,464)	—	106	(41,358)
Net cash provided by (used for) investing activities	(41,464)	—	106	(41,358)
Cash flows from financing activities:				
Distributions to member	(143,980)	(33,500)	(106)	(177,586)
Net cash provided by (used for) financing activities	(143,980)	(33,500)	(106)	(177,586)
Net increase (decrease) in cash and cash equivalents	(1,028)	—	—	(1,028)
Cash and cash equivalents at beginning of year	18,707	—	—	18,707
Cash and cash equivalents at end of year	$ 17,679	$ —	$ —	$ 17,679

(a) The Company receives no cash from, and is not party to, the tower installation and modification transactions described in note 5. Such transactions, however, are reflected on the cash flow statement for GAAP purposes as if an amount equal to the lease component for such transactions had been received by the Company, and, as such, the amounts have been recorded as deferred revenues.
(b) Includes permanent improvements recorded in connection with the tower installation and modification transactions described in note 5. The Company receives no cash from, and is not party to, such transactions.

3. Summary of Significant Accounting Policies

Recently Adopted Accounting Pronouncements

No accounting pronouncements adopted during the six months ended June 30, 2020 had a material impact on the Company's condensed consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted

No new accounting pronouncements issued but not yet adopted are expected to have a material impact on the Company's condensed consolidated financial statements.

4. Debt

The outstanding balance of the 3.849% Secured Notes due April 2023 as of June 30, 2020 and December 31, 2019 was $996 million and $995 million, respectively.

Interest Expense and Amortization of Deferred Financing Costs

The components of interest expense and amortization of deferred financing costs are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Interest expense on debt obligations	$ 9,622	$ 9,622	$ 19,245	$ 19,245
Amortization of deferred financing costs	346	346	692	692
Total	$ 9,968	$ 9,968	$ 19,937	$ 19,937

5. Related Party Transactions

Pursuant to the Management Agreement, CCUSA has agreed to employ, supervise and pay at all times a sufficient number of capable employees as may be necessary to perform services in accordance with the operation standards defined in the Management Agreement. CCUSA currently acts as the Manager of the sites held by subsidiaries of CCIC. The management fee is equal to 7.5% of the Company's "Operating Revenues," as defined in the Management Agreement, which is based on the Company's reported revenues adjusted to exclude certain items including revenues related to the accounting for leases with fixed escalators. The fee is compensation for those functions reasonably necessary to maintain, market, operate, manage and administer the sites, other than the operating expenses (which includes real estate and personal property taxes, ground lease and easement payments, and insurance premiums).

Further, in connection with its role as Manager, CCUSA may offer certain installation and modification services to tenants on the Company's towers; however, the Company receives no cash from, and is not party to, such transactions. The Company includes the deferred revenue for a portion of the transaction price for the tower installation and modification services, which represents a lease component under GAAP, within "Deferred revenues," on the Company's condensed consolidated balance sheet and recognizes it as "Amortization of tower installations and modifications" on the Company's condensed consolidated statement of operations over the associated estimated lease term. The portions of the transaction price which do not represent a lease component are not reflected in the Company's operating results.

As part of CCIC's strategy to obtain long-term control of the land interests under its towers, affiliates of the Company have acquired rights to land under the Company's towers. These affiliates then lease the land to the Company, and the Company pays ground rent expenses to the affiliates. Under such circumstances, the Company's obligation typically continues with the same or similar economic terms as the contract for the land that existed prior to the purchase of such land by the affiliate. As of June 30, 2020, more than 30% of the Company's towers were located on land which was controlled by an affiliate. Also, the Company receives site rental revenues from affiliates for land owned by the Company on which affiliates have towers.

For the six months ended June 30, 2020 and 2019, the Company recorded equity distributions of $196.7 million and $177.6 million, respectively, reflecting distributions to its member. Cash on-hand above the amount that is required by the Management Agreement has been, and is expected to continue to be, distributed to the Company's parent company. As of June 30, 2020 and 2019, other than the amounts of its ROU assets and operating lease liabilities related to land leased from affiliates of the Company reflected in "Operating lease right-of-use assets," "Current portion of operating lease liabilities—related parties" and "Operating lease liabilities—related parties," the Company had no material related party assets or liabilities on its condensed consolidated balance sheet.

6. Income Taxes

CCIC operates as a REIT for U.S. federal income tax purposes. As a REIT, CCIC is generally entitled to a deduction for dividends that it pays and therefore is not subject to U.S. federal corporate income tax on its net taxable income that is currently distributed to its stockholders. For U.S. federal income tax purposes, the Company's assets and operations are included in the CCIC REIT.

For the six months ended June 30, 2020 and 2019, the Company's effective tax rate differed from the federal statutory rate predominately due to (1) CCIC's REIT status, including the dividends paid deduction, and (2) state taxes.

(Tabular dollars in thousands)

7. Fair Values

The fair value of cash and cash equivalents approximates the carrying value. The Company determines the fair value of its debt securities based on indicative, non-binding quotes from brokers. Quotes from brokers require judgment and are based on the brokers' interpretation of market information, including implied credit spreads for similar borrowings on recent trades or bid/ask prices or quotes from active markets if available. There were no changes since December 31, 2019, in the Company's valuation techniques used to measure fair values. The estimated fair values of the Company's financial instruments, along with the carrying amounts of the related assets and liabilities, are as follows:

	Level in Fair Value Hierarchy	June 30, 2020		December 31, 2019	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets:					
Cash and cash equivalents	1	$ 28,886	$ 28,886	$ 20,407	$ 20,407
Liabilities:					
Debt	2	996,123	1,080,200	995,431	1,046,200

8. Commitments and Contingencies

The Company is involved in various claims, lawsuits or proceedings arising in the ordinary course of business. While there are uncertainties inherent in the ultimate outcome of such matters, and it is impossible to presently determine the ultimate costs or losses that may be incurred, if any, management believes the resolution of such uncertainties and the incurrence of such costs should not have a material adverse effect on the Company's condensed consolidated financial position or results of operations. In addition, see note 1 for a discussion of CCIC's option to purchase approximately 68% of the Company's towers at the end of their respective lease terms. CCIC has no obligation to exercise the purchase option.

9. Supplemental Cash Flow Information

	Six Months Ended June 30,	
	2020	2019
Supplemental disclosure of cash flow information:		
Cash payments related to operating lease liabilities[a][b]	$ 53,207	$ 52,422
Interest paid	19,245	19,245
Supplemental disclosure of non-cash operating, investing and financing activities:		
New ROU assets obtained in exchange for operating lease liabilities[b]	26,765	26,708

(a) Excludes cash payments related to contingent payment pursuant to operating leases, which are recorded as expense in the period such contingencies are resolved.
(b) Inclusive of leases with related parties. See note 5.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the response to Part I, Item 1 of this report and our consolidated financial statements including the related notes and *"Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations"* included in our 2019 Form 10-K. As discussed in the "*Explanatory Note*" to this Form 10-Q and in further detail in our 2019 Form 10-K, amounts presented for the second quarter of 2019 have been restated to reflect the impact of the Historical Adjustments.

Throughout this Item 2 and this Form 10-Q, site rental revenues include both revenues from tenant contracts and amortization of tower installations and modifications.

General Overview

We own, lease and manage sites that are geographically dispersed throughout the United States. The vast majority of our site rental revenues is of a recurring nature and is subject to long-term contracts with our tenants.

Business Fundamentals and Results

The following are certain highlights of our business fundamentals and results as of and for the six months ended June 30, 2020:

- Potential growth resulting from the increasing demand for wireless data
    - We expect U.S. wireless carriers will continue their focus on improving network quality and expanding capacity (including through 5G initiatives) by adding additional antennas or other equipment on our sites.
    - We expect existing and potential new tenant demand for our towers will result from (1) new technologies, (2) increased usage of mobile entertainment, mobile internet, and machine-to-machine applications, (3) adoption of other emerging and embedded wireless devices (including smartphones, laptops, tablets, wearables and other devices), (4) increasing smartphone penetration, (5) wireless carrier focus on expanding both network quality and capacity (6) the adoption of other bandwidth-intensive applications (such as cloud services and video communications) and (7) the availability of additional spectrum.
    - Tenant additions on our existing sites are achieved at a low incremental operating cost, delivering high incremental returns.
    - Substantially all of our sites can accommodate additional tenancy, either as currently constructed or with appropriate modifications to the structure (which may include extensions or structural reinforcement).
- Organizational structure
    - For U.S. federal income tax purposes, CCIC operates as a REIT and, as its indirect subsidiary, our assets and operations are included in the CCIC REIT.
    - Our subsidiaries (other than Crown Castle GS III Corp.) were organized specifically to own, lease and manage certain sites, such as towers or other structures, and have no employees.
    - Management services, including those functions reasonably necessary to maintain, market, operate, manage or administer our sites, are performed by CCUSA. The management fee is equal to 7.5% of our Operating Revenues as defined in the Management Agreement.
- Site rental revenues under long-term tenant contracts
    - Initial terms of five to 15 years for site rental revenues derived from tenant contracts, with contractual escalations and multiple renewal periods of five to 10 years each, exercisable at the option of the tenant.
    - Weighted-average remaining term of approximately six years, exclusive of renewals exercisable at the tenants' option, currently representing approximately $4.2 billion of expected future cash inflows.
- Majority of our revenues from large wireless carriers
    - Approximately 89% of our site rental revenues were derived from T-Mobile (including revenues previously derived from Sprint), AT&T and Verizon Wireless.
        - On April 1, 2020, T-Mobile and Sprint announced the completion of their previously disclosed merger. For additional information, see *"Item 1A. Risk Factors"* in our 2019 Form 10-K.
- Majority of land interests under our towers under long-term control
    - More than 80% and more than 50% of our sites are under our control for greater than 10 and 20 years, respectively. The aforementioned percentages include towers that reside on land interests that are owned, including through fee interests and perpetual easements.
    - Approximately one-fourth of our site rental costs of operations represent ground lease payments to our affiliates. Such affiliates acquired the rights to such land interests as a result of negotiated transactions with third parties in connection with a program established by CCIC to extend the rights to the land under its portfolio of towers.

- Relatively fixed tower operating costs
  - Our operating costs tend to escalate at approximately the rate of inflation and are not typically influenced by tenant additions or non-renewals.
- Minimal sustaining capital expenditure requirements
  - Sustaining capital expenditures represented approximately 1% of site rental revenues.
- Fixed rate debt with no short-term maturities
  - Our debt consists of $1.0 billion aggregate principal amount of 3.849% Secured Notes. See note 4 to our condensed consolidated financial statements.
- Significant cash flows from operations
  - Net cash provided by operating activities was $233.8 million. See *"Item 2. MD&A—Liquidity and Capital Resources."*

Coronavirus (COVID-19)

The global outbreak of the novel coronavirus (COVID-19) was declared a pandemic by the World Health Organization and a national emergency by the U.S. government in March 2020 and has adversely affected the United States. In response, both the public and private sectors have introduced certain policies and initiatives in an effort to reduce the transmission of COVID-19 ("Initiatives"), such as the imposition of travel restrictions; mandates from federal, state and local authorities to close non-essential businesses and avoid large gatherings of people; quarantine or "shelter-in-place;" and the promotion of social distancing and the adoption of work-from-home and online learning by companies and institutions. In addition, the continued spread of COVID-19 and the resulting Initiatives have led to a significant economic downturn, global supply chain disruptions and volatility in the global capital markets.

In accordance with the U.S. Department of Homeland Security guidance issued in March 2020 designating telecommunications infrastructure and networks as critical infrastructure, we have continued our operations to ensure viability of communications networks, which are essential to public health and safety. We do not believe that COVID-19 had a material impact on our financial position, results of operations and cash flows during the six months ended June 30, 2020. We currently anticipate that we will be able to maintain sufficient liquidity as we manage through the current environment. See also *"Item 2. MD&A—Liquidity and Capital Resources—Liquidity Position"* and *"Item 1A. Risk Factors."*

Guarantor Subsidiaries

In March 2020, the SEC adopted amendments to reduce and simplify the financial disclosure requirements for guarantors and issuers of guaranteed registered securities, and affiliates of such issuers whose securities are collateralized. The amendments will be effective January 4, 2021, but voluntary compliance with the amendments in advance of January 4, 2021 is permitted.

Summary financial information of such subsidiaries that, in certain circumstances, may be required by the amendments described above is not provided in this Form 10-Q because the assets, liabilities and results of operations of the combined guarantors of the 3.849% Secured Notes and CCL affiliates whose securities are pledged as collateral to secure the 3.849% Secured Notes are not materially different than the corresponding amounts presented in CCL's consolidated financial statements. Below is a description of certain material terms of the guarantees of the 3.849% Secured Notes and the pledge of the equity interests of the Guarantors (as defined below) that secures the 3.849% Secured Notes.

The 3.849% Secured Notes were co-issued by CCL and its wholly owned finance subsidiary, Crown Castle GS III Corp. ("Co-Issuer" and, together with CCL, "Issuers"), and are guaranteed by all direct and indirect wholly owned subsidiaries of CCL, other than Co-Issuer (collectively, "Guarantors"). Subject to the provisions of the Secured Notes Indenture, a Guarantor may be released and relieved of its obligations under its guarantee under certain circumstances, including: (1) in the event of any sale or other disposition of all or substantially all of the assets of any Guarantor, by way of merger, consolidation or otherwise to a person that is not (either before or after giving effect to such transaction) CCL or one of its subsidiaries, (2) in the event of any sale or other disposition of all of the capital stock of any Guarantor, to a person that is not (either before or after giving effect to such transaction) CCL or a subsidiary of CCL, (3) upon CCL's exercise of legal defeasance in accordance with the relevant provisions of the Secured Notes Indenture or (4) upon the discharge of the Secured Notes Indenture in accordance with its terms.

CCL is a holding company with no significant operations or material assets other than the direct and indirect equity interests it holds in the Co-Issuer and the Guarantors. CCL conducts all of its business operations through the Guarantors. As a result, its ability to pay principal and interest on the 3.849% Secured Notes is dependent on the cash flow generated by the Guarantors and their ability to make such cash available to CCL by dividend or otherwise. The Guarantors' earnings will depend on their financial and operating performance, which will be affected by general economic, industry, financial, competitive, operating, legislative, regulatory and other factors beyond CCL's control. Any payments of dividends, distributions, loans or advances to CCL by the

Guarantors could also be subject to restrictions on dividends under applicable local law in the jurisdictions in which the Guarantors operate. In the event that CCL does not receive distributions from the Guarantors, or to the extent that the earnings from, or other available assets of, the Guarantors are insufficient, CCL may be unable to make payments on the 3.849% Secured Notes. Furthermore, the Co-Issuer has no material assets and conducts no operations. Therefore, the Co-Issuer has no independent ability to service the interest and principal obligations under the 3.849% Secured Notes.

Pursuant to the Secured Notes Indenture, and the terms of a pledge and security agreement related thereto ("Pledge Agreement" and, together with the Secured Notes Indenture, "Notes Documents"), the 3.849% Secured Notes and the related guarantees are secured by perfected, first priority (subject to certain permitted liens set forth in the Secured Notes Indenture) pledges of the equity interests of each of the Guarantors and proceeds thereof. The 3.849% Secured Notes are not secured by any other assets, including any mortgage liens on properties.

Pursuant to the terms of the Notes Documents, the trustee under the Secured Notes Indenture may pursue remedies under the Secured Notes Indenture, or pursue foreclosure proceedings on the collateral, following an event of default under the Secured Notes Indenture. However, unless a principal payment event of default or a bankruptcy event of default under the Secured Notes Indenture has occurred and is continuing or any other event has occurred that resulted in the acceleration of the 3.849% Secured Notes, the pledgors of such equity interests will receive any dividends and distributions on such pledged equity interests free and clear of the lien securing the 3.849% Secured Notes. Because the collateral consists of equity interests, its value is subject to fluctuations based on factors that include, among other things, general economic conditions and the ability to realize on the collateral as part of a going concern and in an orderly fashion to available and willing buyers and not under distressed circumstances. There is no trading market for the pledged equity interests.

Under the terms of the Notes Documents, the Issuers and the Guarantors will be entitled to the release of the collateral from the liens securing the 3.849% Secured Notes under one or more circumstances, including (1) to enable the Issuers or any subsidiary to consummate the disposition of such collateral as described under the asset sale covenant of the Secured Notes Indenture; (2) as permitted under the amendment provisions of the Secured Notes Indenture; or (3) as otherwise provided in the Pledge Agreement. Upon the release of any subsidiary from its guarantee, if any, in accordance with the terms of the Secured Notes Indenture, the lien on any collateral held by such Guarantor and the lien on any pledged equity interests issued by such Guarantor will automatically terminate. In addition, upon the occurrence of (i) payment in full of the 3.849% Secured Notes and any other payment obligations under the Notes Documents, together with accrued and unpaid interest, or (ii) a defeasance or discharge of the Secured Notes Indenture as provided in the Secured Notes Indenture, the liens on all collateral created under the Pledge Agreement will terminate.

Results of Operations

The following discussion of our results of operations should be read in conjunction with our condensed consolidated financial statements and our 2019 Form 10-K. Amounts for three and six months ended June 30, 2019, and any discussion relating to those amounts, give effect to the impact of the Historical Adjustments as described in the *"Explanatory Note"* and Note 2 to our condensed consolidation financial statements.

The following discussion of our results of operations is based on our condensed consolidated financial statements prepared in accordance with GAAP which requires us to make estimates and judgments that affect the reported amounts. See *"Item 2. MD&A—Accounting and Reporting Matters—Critical Accounting Policies and Estimates"* herein and note 3 to our 2019 Form 10-K.

Highlights of our results of operations for the three and six months ended June 30, 2020 and 2019 are depicted below.

(In thousands of dollars)	Three Months Ended June 30, 2020	Three Months Ended June 30, 2019 (As Restated)	Percent Change
Site rental revenues:			
Revenues from tenant contracts	$ 171,304	$ 168,189	2%
Amortization of tower installations and modifications[(a)]	14,769	12,764	16%
Total site rental revenues	186,073	180,953	3%
Operating expenses:			
Site rental cost of operations—third parties[(b)]	38,689	38,524	—%
Ground rent expenses—related parties	11,508	10,721	7%
Site rental cost of operations—total[(b)]	50,197	49,245	2%
Management fee—related party	12,790	12,503	2%
Asset write-down charges	—	185	*
Depreciation, amortization and accretion	52,744	51,626	2%
Total operating expenses	115,731	113,559	2%
Operating income (loss)	70,342	67,394	4%
Interest expense and amortization of deferred financing costs	(9,968)	(9,968)	*
Other income (expense)	71	288	
Income (loss) before income taxes	60,445	57,714	
Benefit (provision) for income taxes	(106)	(107)	
Net income (loss)	$ 60,339	$ 57,607	

(In thousands of dollars)	Six Months Ended June 30, 2020	Six Months Ended June 30, 2019 (As Restated)	Percent Change
Site rental revenues:			
Revenues from tenant contracts	$ 343,693	$ 335,511	2%
Amortization of tower installations and modifications[(a)]	28,821	24,935	16%
Total site rental revenues	372,514	360,446	3%
Operating expenses:			
Site rental cost of operations—third parties[(b)]	76,516	75,806	1%
Ground rent expenses—related parties	22,789	21,330	7%
Site rental cost of operations—total[(b)]	99,305	97,136	2%
Management fee—related party	25,512	24,627	4%
Asset write-down charges	424	375	*
Depreciation, amortization and accretion	105,090	103,206	2%
Total operating expenses	230,331	225,344	2%
Operating income (loss)	142,183	135,102	5%
Interest expense and amortization of deferred financing costs	(19,937)	(19,937)	*
Other income (expense)	86	285	
Income (loss) before income taxes	122,332	115,450	
Benefit (provision) for income taxes	(212)	(205)	
Net income (loss)	$ 122,120	$ 115,245	

* Percentage is not meaningful.

(a) Represents the amortization of deferred revenues recorded in connection with the tower installation and modification transactions described in note 5 to our condensed consolidated financial statements that result in permanent improvements to our towers. We receive no cash from, and are not party to, such transactions.

(b) Exclusive of depreciation, amortization and accretion shown separately and certain indirect costs included in the management fee.

Second Quarter 2020 and 2019

Site rental revenues for the three months ended June 30, 2020 increased by $5.1 million, or 3%, from the same period in the prior year. The increase in site rental revenues was impacted by the following items, inclusive of straight-line accounting: tenant additions across our entire portfolio, renewals or extensions of tenant contracts and escalations offset by non-renewals of tenant contracts. Tenant additions were influenced by our tenants' ongoing efforts to improve network quality and capacity.

Operating income for the three months ended June 30, 2020 increased by $2.9 million, or 4%, from the same period in the prior year. The increase in operating income was primarily due to the aforementioned increase in site rental revenues, partially offset by an increase in the cost of operations from the three months ended June 30, 2019.

Interest expense and amortization of deferred financing costs for the three months ended June 30, 2020 remained unchanged from the same period in the prior year.

Net income for the three months ended June 30, 2020 was $60.3 million, compared to net income of $57.6 million for the three months ended June 30, 2019. The increase was primarily due to the aforementioned increase in site rental revenues.

First Six Months 2020 and 2019

Site rental revenues for the six months ended June 30, 2020 increased by $12.1 million, or 3%, from the same period in the prior year. The increase in site rental revenues was impacted by the following items, inclusive of straight-line accounting: new tenant additions across our entire portfolio, renewals or extensions of tenant leases and escalations offset by non-renewal of tenant contracts. Tenant additions were influenced by our tenants' ongoing efforts to improve network quality and capacity.

Operating income for the six months ended June 30, 2020 increased by $7.1 million, or 5%, from the same period in the prior year. The increase in operating income was predominately due to the aforementioned increase in site rental revenues, partially offset by an increase in the cost of operations from the six months ended June 30, 2019.

Interest expense and amortization of deferred financing costs for the six months ended June 30, 2020 remained unchanged from the same period in the prior year.

Net income for the six months ended June 30, 2020 was $122.1 million compared to net income of $115.2 million for the six months ended June 30, 2019. The increase was due primarily to the aforementioned increase in site rental revenues.

Liquidity and Capital Resources

Overview

General. Our core business generates revenues under long-term tenant contracts (See *"Item 2. MD&A—General Overview"*), from the largest U.S. wireless carriers. Historically, our net cash provided by operating activities has exceeded our capital expenditures. For the foreseeable future, we expect to generate net cash provided by operating activities (exclusive of movements in working capital) that exceeds our capital expenditures. We seek to allocate the net cash generated from our business in a manner that we believe drives value for our member.

From a cash management perspective, we currently distribute cash on hand above amounts required pursuant to the Management Agreement to our member. If any future event would occur that would leave us with a deficiency in our operating cash flow, while not required, CCIC may contribute cash back to us.

CCIC operates as a REIT for U.S. federal income tax purposes. For U.S. federal income tax purposes, our assets and operations are included in the CCIC REIT. We expect to continue to pay minimal cash income taxes as a result of CCIC's REIT status and NOLs.

Liquidity Position. The following is a summary of our capitalization and liquidity position as of June 30, 2020:

(In thousands of dollars)	June 30, 2020
Cash and cash equivalents	$ 28,886
Debt	996,123
Total member's equity	2,022,376

Over the next 12 months:

- We expect that our net cash provided by operating activities should be sufficient to cover our expected capital expenditures.
- We have no scheduled contractual debt maturities.

See note 4 to our condensed consolidated financial statements for additional information regarding our debt.

Summary Cash Flow Information

(In thousands of dollars)	Six Months Ended June 30, 2020	2019 (As Restated)	Change
Net cash provided by (used for):			
Operating activities	$ 233,770	$ 217,916	$ 15,854
Investing activities	(28,593)	(41,358)	12,765
Financing activities	(196,698)	(177,586)	(19,112)
Net increase (decrease) in cash and cash equivalents	$ 8,479	$ (1,028)	$ 9,507

Operating Activities

The increase in net cash provided by operating activities for the first six months of 2020 of $15.9 million, or 7%, from the first six months of 2019, was primarily due to growth in cash revenues, including cash escalations that are subject to straight-line accounting, and a net increase from changes in working capital. Changes in working capital contribute to variability in net cash provided by operating activities, largely due to the timing of advanced payments by us and advanced receipts from tenants.

Investing Activities

Capital Expenditures

Our capital expenditures are primarily recorded as a result of tower installation and modification services performed by CCUSA that result in permanent improvements to our towers. We receive no cash from, and are not party to, such transactions. Such capital expenditures include the following:

- Discretionary capital expenditures primarily consist of expansion or development of sites (including capital expenditures related to (1) enhancing sites in order to add new tenants for the first time or support subsequent tenant equipment augmentations, or (2) modifying the structure of a site asset to accommodate additional tenants). Discretionary capital expenditures also include purchases of land interests under our towers, certain technology-related investments necessary to support and scale future tenant demand for our sites, and other capital projects. The expansion or development of existing sites to accommodate new leasing typically varies based on, among other factors: (1) the type of site, (2) the scope, volume and mix of work performed on the site, (3) existing capacity prior to installation or (4) changes in structural engineering regulations and standards. Our decisions regarding discretionary capital expenditures are influenced by (1) sufficient potential to enhance CCIC's long-term stockholder value, (2) CCIC's availability and cost of capital and (3) CCIC's expected returns on alternative uses of cash, such as payments of dividends and investments.
- Sustaining capital expenditures consist of maintenance capital expenditures on our sites that enable our tenants' ongoing quiet enjoyment of the site.

Capital expenditures for the six months ended June 30, 2020 and 2019 were as follows:

(In thousands of dollars)	Six Months Ended June 30, 2020	2019 (As Restated)	Change
Discretionary	$ 26,659	$ 37,949	$ (11,290)
Sustaining	1,934	3,409	(1,475)
Total	$ 28,593	$ 41,358	$ (12,765)

Financing Activities

The net cash flows used for financing activities during the six months ended June 30, 2020 and 2019 were impacted by our continued practice of distributing excess cash to our member.

2012 Secured Notes

See our 2019 Form 10-K for a discussion of the 2012 Secured Notes, debt restrictions and disclosures about market risk. There are no financial maintenance covenants in the Secured Notes Indenture. We are currently not restricted in our ability to incur additional indebtedness or distribute cash to affiliates or issue dividends to our member.

Accounting and Reporting Matters

Critical Accounting Policies and Estimates

Our critical accounting policies and estimates are those that we believe (1) are most important to the portrayal of our financial condition and results of operations or (2) require our most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. The critical accounting policies and estimates for 2020 are not intended to be a comprehensive list of our accounting policies and estimates. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP, with no need for management's judgment. In other cases, management is required to exercise judgment in the application of accounting principles with respect to particular transactions. Our critical accounting policies and estimates as of December 31, 2019 are described in *"Item 7. MD&A—Accounting and Reporting Matters"* and in note 3 in our 2019 Form 10-K.

Accounting Pronouncements

Recently Adopted Accounting Pronouncements.

See note 3 to our condensed consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted.

See note 3 to our condensed consolidated financial statements.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company conducted an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that due to the material weakness in the Company's internal control over financial reporting described below, the Company's disclosure controls and procedures were not effective in alerting them in a timely manner to material information relating to the Company required to be included in the Company's periodic reports under the Securities Exchange Act of 1934, as amended.

Material Weakness in Internal Control over Financial Reporting

As previously disclosed in the Company's 2019 Form 10-K, management concluded that a material weakness existed in the Company's internal control over financial reporting, as it did not effectively design and maintain controls related to the accounting for tower installation and modification services.

Remediation of Material Weakness

Management is in the process of remediating the material weakness described above. Management has revised its accounting policies for its tower installation and modification services to identify and account for lease components and the related calculation of deferred revenue and is making improvements to existing processes and controls related to the determination of the accuracy of capital expenditures made for permanent improvements associated with tower installation services. Management is also implementing training with respect to the new processes and evaluating the need for additional resources.

Management believes that the measures described above will remediate the identified material weakness and strengthen the Company’s internal control over financial reporting. Management may take additional measures to strengthen its internal control environment.

Changes in Internal Control Over Financial Reporting

Except as discussed above with respect to management's ongoing remediation of the material weakness, there have been no changes in the Company's internal control over financial reporting during the fiscal quarter covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See the disclosure in note 8 to our condensed consolidated financial statements, which disclosure is hereby incorporated herein by reference.

ITEM 1A. RISK FACTORS

The following risk factor is provided to update the risk factors previously discussed in *"Item 1A. Risk Factors"* in our 2019 Form 10-K.

The impact of COVID-19 and related risks could materially affect our financial position, results of operations and cash flows.

The global spread of COVID-19 has created significant uncertainty and economic disruption. We have modified, and might further modify, our business practices as a result of the COVID-19 pandemic, the economic and social ramifications of the disease, and the societal and governmental responses in the communities in which we operate. See *"Item 2. MD&A—General Overview—Coronavirus (COVID-19)"* for further information. The extent to which the COVID-19 pandemic will affect our financial position, results of operations and cash flows is difficult to predict with certainty and depends on numerous evolving factors, including: the duration, scope and severity of the pandemic; government, social, business and other actions that have been and will be taken in response to the pandemic; and the effect of the pandemic on short- and long-term general economic conditions. Among other things, COVID-19 and the Initiatives could (1) adversely affect the ability of our suppliers, vendors, and the Manager to provide products and services to us; (2) result in decreased demand for our sites; and (3) make it more difficult for us and the Manager to serve our tenants, including as a result of delays or suspensions in the issuance of permits or other authorizations needed to conduct our business. The potential effects of COVID-19 could also heighten the risks disclosed in many of our risk factors that are included in "*Item 1A. Risk Factors*" in our 2019 Form 10-K. Due to factors beyond our knowledge or control, including the duration and severity of COVID-19, as well as third-party actions taken to contain its spread and mitigate its public health effects, at this time we cannot estimate or predict with certainty the impact of COVID-19, the Initiatives, or the measures we take in response thereto on our financial position, results of operations and cash flows, particularly over the near to medium term, but the impact could be material.

ITEM 6. EXHIBITS

Exhibit Index

Exhibit No.		Description
(a)	3.1	Certificate of Formation, as amended, of CC Holdings GS V LLC
(a)	3.2	Second Amended and Restated Limited Liability Company Agreement of CC Holdings GS V LLC
(b)	22	List of Subsidiaries
*	31.1	Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002
*	31.2	Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002
†	32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of Sarbanes-Oxley Act of 2002
*	101	The following financial statements from CC Holdings GS V LLC's Quarterly Report on Form 10-Q for the quarter ended March 30, 2020, formatted in Inline XBRL: (i) Condensed Consolidated Balance Sheet, (ii) Condensed Consolidated Statement of Operations, (iii) Condensed Consolidated Statement of Cash Flows, (iv) Condensed Consolidated Statement of Changes of Member's Equity, and (v) Notes to Condensed Consolidated Financial Statements, tagged as blocks of text and including detailed tags
*	104	The cover page from CC Holdings GS V LLC's Quarterly Report on Form 10-Q for the quarter ended March 30, 2020, formatted in Inline XBRL

* Filed herewith.
† Furnished herewith.
(a) Incorporated by reference to the exhibit previously filed by the Registrant on Form S-4 (Registration No. 333-187970) on April 17, 2013.
(b) Incorporated by reference to the exhibit previously filed by the Registrant on Annual Report on Form 10-K for the year ended December 31, 2019.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CC HOLDINGS GS V LLC

Date:	August 4, 2020	By:	/s/ Daniel K. Schlanger
			Daniel K. Schlanger **Executive Vice President and Chief Financial Officer** **(Principal Financial Officer)**
Date:	August 4, 2020	By:	/s/ Robert S. Collins
			Robert S. Collins **Vice President and Controller** **(Principal Accounting Officer)**

Exhibit 31.1

Certification
For the Quarterly Period Ended June 30, 2020

I, Jay A. Brown, certify that:

1. I have reviewed this report on Form 10-Q of CC Holdings GS V LLC (“registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2020

/s/ Jay A. Brown

Jay A. Brown
President and Chief Executive Officer

Exhibit 31.2

Certification
For the Quarterly Period Ended June 30, 2020

I, Daniel K. Schlanger, certify that:

1. I have reviewed this report on Form 10-Q of CC Holdings GS V LLC (“registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2020

/s/ Daniel K. Schlanger

Daniel K. Schlanger
Executive Vice President and Chief Financial Officer

Exhibit 32.1

Certification Pursuant to
18 U.S.C. Section 1350
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q of CC Holdings GS V LLC, a Delaware Corporation (“Company”), for the period ending June 30, 2020 as filed with the Securities and Exchange Commission on the date hereof (“Report”), each of the undersigned officers of the Company hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of such officer's knowledge:

1) the Report complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of June 30, 2020 (the last date of the period covered by the Report).

/s/ Jay A. Brown

Jay A. Brown
President and Chief Executive Officer
August 4, 2020

/s/ Daniel K. Schlanger

Daniel K. Schlanger
Executive Vice President and Chief Financial Officer
August 4, 2020