

METROPCS COMMUNICATIONS INC

Form DEF 14A

April 21, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
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

**MetroPCS Communications, Inc.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- ☐ No fee required.
  - ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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April 21, 2008

Dear Stockholder,

I am pleased to invite you to attend MetroPCS Communications, Inc. 2008 Annual Meeting of Stockholders to be held on Friday, May 23, 2008, at 10:00 a.m., local time, at the Eisemann Center located at 2351 Performance Drive, Richardson, Texas, 75082.

At this year's Annual Meeting, we will be electing one member to our Board of Directors, as well as considering the ratification of the appointment of Deloitte & Touche LLP as our independent auditors.

Attached you will find a notice of Annual Meeting and proxy statement that contain further information about the Annual Meeting, including how to obtain an admission card if you plan to attend in person, the different methods that you may use to vote your proxy, and the actions to be taken at the Annual Meeting.

Your vote is important to us and our business. Whether or not you plan to attend the Annual Meeting, **please read the enclosed proxy statement and then complete, sign and date the enclosed proxy and return it as promptly as possible.** I encourage you to sign and return your proxy card, or use the telephone or Internet voting prior to the Annual Meeting, so that your shares will be represented and voted at the Annual Meeting even if you cannot attend. Additionally, our 2007 Annual Report is being sent to you along with the proxy statement which contains information about MetroPCS Communications, Inc. and its financial performance.

Thank you for your continued interest in and support of MetroPCS Communications, Inc.

Sincerely yours,

Roger D. Linquist

Chairman of the Board of Directors, President and Chief Executive Officer

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**Important Notice Regarding the Availability of Proxy Materials  
For the Annual Meeting of Stockholders to Be Held on May 23, 2008**

This proxy statement, along with MetroPCS Communications, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2007 and other proxy materials, are available on the Company's website at [www.metropcs.com](http://www.metropcs.com) under the Investor Relations tab.

**Notice of 2008 Annual Meeting of Stockholders**

Date: May 23, 2008  
Time: 10:00 a.m. Local Time  
Place: Eisemann Center  
2351 Performance Drive  
Richardson, Texas 75082

At the MetroPCS Communications, Inc. 2008 Annual Meeting, or Annual Meeting, of Stockholders you will be asked to:

1. Elect a Director to the Company's Board of Directors;
2. Ratify the appointment of Deloitte & Touche LLP as the independent auditors of the Company to serve for the 2008 fiscal year; and
3. Consider any other business that is properly before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

The Board of Directors has established the close of business on April 15, 2008 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting, and any continuation, adjournment or postponement thereof.

You may vote on the items to be considered at the Annual Meeting in person, by mailing a proxy card, by following the alternate voting procedures described in the proxy card or you may vote your shares by returning the voter information form provided by your bank or broker. Please review the instructions for the various voting options available that are provided on the proxy card. You may also see our questions and answers about the Annual Meeting and the voting options for additional information, including how to revoke your proxy and how to vote your shares in person.

If you plan on attending the Annual Meeting in person, you will need an admission ticket. If you are a registered stockholder, an admission ticket is attached to your proxy card. If your shares are not registered in your name, you should ask the broker, bank or other institution that holds your shares to provide you with a copy of your account statement or a letter from the firm confirming that you own the Company's common stock as of April 15, 2008. You can obtain an admission ticket to the Annual Meeting by presenting this confirming documentation at the Annual Meeting. All stockholders will be required to show valid, government issued, picture identification which must match the admission ticket information.

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You are invited to attend the Annual Meeting, but whether or not you attend in person, you are urged to mark, date and sign the enclosed proxy card and return it to the Company or use an alternate voting option described in the proxy card.

By Order of the Board of Directors

Roger D. Linquist  
Chairman of the Board of Directors, President and  
Chief Executive Officer  
Dallas, Texas  
April 21, 2008

**YOUR VOTE IS IMPORTANT**

**ALL STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING.  
HOWEVER, WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING, PLEASE  
PROMPTLY MARK, DATE AND RETURN YOUR PROXY OR FOLLOW ANY OTHER VOTING  
PROCEDURE DESCRIBED ON THE PROXY CARD SO THAT YOUR SHARES MAY BE VOTED AND  
SO THAT THE PRESENCE OF A QUORUM MAY BE ASSURED.**

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**PROXY STATEMENT**

Beginning April 21, 2008, the Board of Directors, or the Board, is mailing this Proxy Statement and proxy card to MetroPCS Communications, Inc. stockholders of record as of the close of business on April 15, 2008 to solicit proxies in connection with the election of a director to MetroPCS Communications, Inc. s, or the Company s Board, to ratify Deloitte & Touche LLP as the Company s independent auditors for the 2008 fiscal year, and to vote on any other business properly before the 2008 Annual Meeting of Stockholders, or the Annual Meeting, and at any adjournment or postponement of the Annual Meeting. The Annual Meeting will be held at the Eisemann Center located at 2351 Performance Drive, Richardson, Texas, 75082 commencing at 10:00 a.m. local time. We refer to MetroPCS Communications, Inc. and its wholly-owned subsidiaries herein as the Company, our Company, MetroPCS, we, ours, or us.

The stockholders of record of the Company s common stock, par value \$0.0001, or the Common Stock, at the close of business on April 15, 2008, or the Record Date, are entitled to notice of and to vote at the Annual Meeting, or at any adjournments or postponements of the Annual Meeting. Each owner of record on the Record Date is entitled to one vote for each share of Common Stock held by such owner. As of April 10, 2008, there were 348,557,170 shares outstanding of our Common Stock. We need a majority of the shares of our Common Stock outstanding on the Record Date present, in person or by proxy, to hold the Annual Meeting.

This is the first Annual Meeting of Stockholders of MetroPCS Communications, Inc. since the Company s initial public offering of its Common Stock in April 2007. The Board encourages you to read the Proxy Statement and to vote on the matters to be considered at the Annual Meeting. The Company s Annual Report to Stockholders, which contains the consolidated audited financial statements for the year ended December 31, 2007, accompanies this Proxy Statement. You may also obtain a copy of the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2007 that was filed with the Securities and Exchange Commission, or the SEC, without charge, by writing to MetroPCS Communications, Inc., 2250 Lakeside Boulevard, Richardson, Texas 75082, Attention: Investor Relations or telephoning our Investor Relations department at (214) 570-4641. The Annual Report on Form 10-K is also available on the Company s website under the Investor Relations tab at <http://www.metropcs.com>.

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**Questions and Answers about the Annual Meeting and Voting**

***Why did I receive these materials?***

Stockholders of the Company at the close of business on the Record Date of April 15, 2008 are entitled to vote at the Company's Annual Meeting to be held on May 23, 2008 at 10:00 a.m. local time. This Proxy Statement provides notice of the Annual Meeting, describes the two proposals presented for stockholder action and includes information required to be disclosed to all of our stockholders. While we encourage you to attend the Annual Meeting and vote in person with the admission card included in the materials, we also have included a proxy card, or Proxy Card, which provides stockholders of our Common Stock with a means to vote on the two proposals to be considered at the Annual Meeting without having to attend the stockholder meeting in person by designating someone as your proxy to vote the Company Common Stock you own. We have designated two of our officers as proxies for the Annual Meeting: J. Braxton Carter, our Executive Vice President and Chief Financial Officer, and Thomas C. Keys, our Chief Operating Officer.

***What shares are included on the Proxy Card?***

If you are a stockholder of record of the Company's Common Stock as of the Record Date, that is you own shares of our Common Stock registered in your own name, you will receive only one Proxy Card for all the shares of Common Stock you hold in certificate form and book-entry form.

If you hold shares of Common Stock through a broker or similar institution, this institution is the registered holder on the Company's stock register and such shares are said to be held in a street name. In such case, the beneficial owner of the shares does not appear on the Company's stock register and the Company distributes this Proxy Statement and the Proxy Card to the registered holder which is your broker or its nominee. When a broker holds shares for someone else, brokers inform the Company of how many clients they have who are beneficial owners of the Company's Common Stock and the Company then provides the broker, or its agent, with that number of proxy materials as requested. Each broker or its agent must then forward the proxy materials to you, its client, to obtain your vote. When you receive proxy materials from your broker, they will instruct you to return your executed Proxy Card to the broker. The broker will then total the votes it receives and submit a Proxy Card reflecting the aggregate votes of all the beneficial owners for whom it holds shares.

***How do I vote?***

You may vote by written Proxy Card, either through direct submission to the Company of your executed Proxy Card if you are the registered owner of such shares on the Company's stock register, or through execution of your Proxy Card promptly returned to your broker for submission to the Company when you hold your shares through a broker. In either circumstance, you should sign and date your Proxy Card and indicate your voting preference on each proposal. However, Proxy Cards received after May 23, 2008 at 10:00 a.m. local time may not be considered unless the Annual Meeting is postponed or adjourned and then only until the postponed or adjourned Annual Meeting is held.

You also may vote by touchtone phone from the U.S. and Canada, using the toll-free number on the Proxy Card, or through the Internet, using the procedures and instructions described on the Proxy Card. The deadline for voting by touchtone phone and Internet is 11:59 p.m. Eastern Time, on May 22, 2008. Note that the telephone and Internet voting procedures are designed to authenticate stockholder's identities, to allow the stockholder to vote their shares, and to confirm that their voting instructions have been properly recorded. Again, telephone and Internet voting will be considered at the Annual Meeting if completed prior to the time specified in the proxy materials or such time as the Annual Meeting may be postponed or adjourned.

You also may vote in person at the Annual Meeting.

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***How are the votes recorded? And, what is the effect if I do not vote?***

If the Company receives a valid Proxy Card from you either by mail, phone or Internet (e.g., signed by the record owner and dated), your shares will be voted as indicated in your voting preference selection. If you return your signed and dated Proxy Card without indicating your voting preference or otherwise do not indicate your voting preference via phone or Internet, your shares will be voted **in favor or FOR** each proposal.

If you indicate that you wish to abstain from voting on a Proposal, your shares will not be voted on that Proposal. Your vote, however, will count towards the quorum necessary to hold the Annual Meeting.

If you hold your shares in a street name and do not provide voting instructions to your broker or nominee at least ten days prior to the Annual Meeting, your broker/nominee has the discretion whether to vote your shares on routine matters as determined by the New York Stock Exchange, but in no event can your broker/nominee vote your shares on non-routine matters. This is referred to as a Broker Non-Vote and these are not counted in the vote totals but are included for determining whether quorum is present. The Company believes that both Proposals set forth in this Proxy Statement are routine matters in which your broker/nominee may vote your shares as a Broker Non-Vote.

If you are a registered holder of our Common Stock and do not send in your Proxy Card, or otherwise elect to vote via phone or Internet, your vote will not be counted towards either Proposal or for the purpose of establishing the quorum at the Annual Meeting.

***Can I change my vote or revoke my proxy?***

Yes, you may change or revoke your Proxy Card at any time prior to the vote on the matters at the Annual Meeting. If you are a registered holder of our Common Stock you may revoke your Proxy Card by delivering a written revocation prior to the date and time of the Annual Meeting to the Company's Corporate Secretary at our principal address, by submitting another valid Proxy Card with a later date either by mail, phone or Internet, or by attending the Annual Meeting in person and giving the Company's Inspector of Elections notice of your intent to vote your shares in person. If your shares are held in a street name, you must contact your broker/nominee in order to revoke your Proxy Card. If you intend to revoke your Proxy Card, you must ensure that such revocation is received by the Company's Corporate Secretary prior to the date and time of the Annual Meeting, or by the time in which it may be postponed or adjourned. Any revocation received as of or after that date will not be effective. Attendance at the Annual Meeting will not, by itself, revoke a proxy.

***What vote is required for quorum at the Annual Meeting?***

In order to transact business at the Annual Meeting, a majority of the outstanding shares of the Company's Common Stock that are entitled to vote on the date of the Annual Meeting must be represented in person or by proxy at the Annual Meeting. If a quorum is not present at the Annual Meeting, the meeting will be adjourned and postponed to a later date.

***How many votes are required to approve each Proposal?***

Stockholders of record as of the Record Date will be entitled to one vote per share of Common Stock held by such stockholder on all matters to be voted upon.

Each director that is standing for election is elected by a plurality of the votes cast with respect to such director.

The ratification of Deloitte & Touche LLP as the Company's independent auditors for fiscal year 2008 requires an affirmative vote of a majority of the shares of Common Stock represented at the Annual Meeting and entitled to vote thereon.

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***What do I need in order to attend the Annual Meeting?***

If you are a registered holder of our Common Stock, an admission ticket is attached to your Proxy Card. However, if you hold shares of the Company's Common Stock in a street name, you should ask the broker, bank or other institution that holds your shares to provide you with a copy of your account statement or a letter from your firm confirming that you own the Company's Common Stock as of the close of business on April 15, 2008. You can obtain an admission ticket by presenting this documentation at the Annual Meeting.

All attendees of the Annual Meeting will be required to show valid, government issued, picture identification which matches their Proxy Card or account documentation to gain admission to the Annual Meeting.

For safety and security purposes, we do not permit anyone to bring camera, recording equipment, large bags, briefcases or packages into the meeting room or to otherwise record or photograph the Annual Meeting. We would also ask that all attendees do not bring in cell phones or otherwise turn off all cell phones, pagers, and other electronic devices.

***Are the votes confidential?***

Yes, all votes remain confidential except as necessary (1) to tabulate the votes and allow an independent inspector to certify the results of the vote, (2) to meet applicable legal requirements, (3) to assert or defend claims for or against the Company, (4) in the case of contested proxy solicitation, and (5) if a stockholder makes a written comment or requests disclosure on the Proxy Card that such vote is to be communicated to management of the Company.

***Who will tabulate and count the votes?***

Votes will be counted and certified by the Inspector of Elections, who are employees of American Stock Transfer & Trust Company, or AST, the Company's independent Transfer Agent. Your Proxy Card will be returned directly to Broadridge Investor Communication Solutions who will report voting results to AST.

***What is the cost of the proxy solicitation?***

The Company bears all of the cost of the solicitation of proxies, including the preparation, assembly, printing and mailing of all proxy materials. The Company also reimburses brokers, fiduciaries, custodians and other institutions for their costs in forwarding the proxy materials to the beneficial owners of our Common Stock. The Company and its directors, officers, and regular employees also may solicit proxies by mail, personally, by telephone or by other appropriate means. No additional compensation will be paid to directors, officers or other regular employees for such services.

***Where can I find the voting results for each Proposal?***

Voting results will be available on the Company's website at [www.metropcs.com](http://www.metropcs.com) under the Investor Relations tab shortly after the conclusion of the Annual Meeting.

***Can I access the proxy materials and the Company's Annual Report on the Internet?***

Yes, the Notice of Annual Meeting, Proxy Statement and the Annual Report on Form 10-K for the year ended December 31, 2007 are available on the Company's website at [www.metropcs.com](http://www.metropcs.com) under the Investor Relations tab.

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**Election of Director  
(Proposal 1)**

**Board of Directors**

MetroPCS Third Amended and Restated Certification of Incorporation, or Certificate of Incorporation, provides that the number of directors that shall constitute the entire Board shall be fixed in a manner provided by our Third Amended and Restated Bylaws, or Bylaws, which provide that the number of directors constituting the full Board shall be fixed by resolution of the Board. Effective at the Annual Meeting date, our Board will consist of six members. The Board is in the process of recruiting one or more additional directors and may increase the size of the Board of Directors in the future if and when it recruits and decides to appoint additional directors. Our directors are divided into three classes with staggered three-year terms. Class I directors are standing for election. Mr. Walker C. Simmons, a Class I director whose term expires at the Annual Meeting, informed the Company in March 2008 that he would not be standing for re-election. Accordingly, Roger D. Linquist, our President, Chief Executive Officer and Chairman of the Board, is the only Class I director standing for re-election upon the expiration of his term at the Annual Meeting. Mr. Linquist, the nominee listed below, is being nominated to serve for a three-year term at the recommendation of our Nominating and Corporate Governance Committee. Our Board has approved the nomination.

Mr. Linquist has consented to stand for re-election and, if elected, Mr. Linquist will hold office until the 2011 Annual Meeting of Stockholders and until his successor is elected and qualified, unless he earlier resigns, retires, passes away or otherwise no longer serves as a director.

Our Bylaws provide that directors are to be elected by a plurality of the votes present in person or represented by proxy at the Annual Meeting entitled to vote. Shares represented by executed proxies received by the Company will be voted, unless otherwise marked withheld or excepted, FOR Mr. Linquist. In the event Mr. Linquist should be unavailable for election as a result of an unexpected occurrence, such shares will be voted for the election of such substitute nominee as the Board may propose. Mr. Linquist has agreed to serve if elected and we have no reason to believe that Mr. Linquist will be unable or unwilling to serve if elected. For information on the related party transactions with Mr. Linquist, see Transactions with Related Persons.

The following biography provides information on Mr. Linquist's occupation and business experience, age and other directorships held in public companies as of March 31, 2008.

**ROGER D. LINQUIST**

Mr. Linquist co-founded our Company and has served as our Chief Executive Officer and Chairman of the Board of Directors since our inception, our President from inception through June 2007 and from December 2007 to the present, and our Secretary from inception until October 2004. Prior to forming our Company, in 1989, Mr. Linquist founded PageMart, Inc. (which became a wholly-owned subsidiary of Pagemart Wireless, Inc. who changed its name to Weblink Wireless, Inc. and is now known as USA Mobility), a U.S. paging company and served as PageMart's Chief Executive Officer from 1989 to 1993, and as Chairman from 1989 through March 1994, when he resigned to form our Company. Mr. Linquist also served as a director of PageMart Wireless, Inc. from June 1989 to September 1997, and was a founding director of the Cellular Telecommunications and Internet Association.

**The Board of Directors recommends that you vote**

**FOR**

**the election of Roger D. Linquist.**

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The following table sets forth information concerning the executive officers and directors of the Company, including their ages, as of March 31, 2008. The executive officers of MetroPCS Communications, Inc. also serve as executive officers of all of our wholly-owned subsidiaries. Roger D. Linquist and J. Braxton Carter also serve as directors of MetroPCS, Inc. and our corporate wholly-owned subsidiaries, and Mr. Linquist also serves as the sole manager of each of our wholly-owned limited liability company subsidiaries. Our directors are divided into three classes with staggered three-year terms: Class I directors terms expire in 2008; Class II directors terms expire in 2009; and Class III directors terms expire in 2010.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Roger D. Linquist	69	President, Chief Executive Officer and Chairman of the Board of Directors
Thomas J. Bolger	57	Senior Vice President, Human Resources
J. Braxton Carter	49	Executive Vice President and Chief Financial Officer
Douglas S. Glen	50	Senior Vice President, Corporate Development
Herbert C. Graves	52	Senior Vice President, Market Operations, West
Thomas C. Keys	49	Chief Operating Officer
Christine B. Kornegay	44	Vice President, Controller and Chief Accounting Officer
Malcolm M. Lorang	74	Senior Vice President and Chief Technology Officer
John J. Olsen	51	Vice President and Chief Information Officer
Mark A. Stachiw	46	Executive Vice President, General Counsel and Secretary
Keith D. Terreri	43	Vice President Finance and Treasurer
Robert A. Young	57	Senior Vice President, Market Operations, Northeast
W. Michael Barnes	65	Director
C. Kevin Landry	63	Director
Arthur C. Patterson	64	Director
James N. Perry, Jr.	47	Director
John Sculley	68	Director

*Roger D. Linquist* co-founded our Company and has served as our Chief Executive Officer and Chairman of the Board of Directors since our inception, our President from inception through June 2007 and from December 2007 to the present, and our Secretary from inception until October 2004. Mr. Linquist is a Class I director and is standing for re-election at the Annual Meeting. Prior to forming our Company, in 1989, Mr. Linquist founded PageMart, Inc. (which became a wholly-owned subsidiary of PageMart Wireless, Inc. upon merger and who changed its name to Weblink Wireless, Inc. and is now known as USA Mobility), a U.S. paging company and served as PageMart's Chief Executive Officer from 1989 to 1993, and as Chairman from 1989 through March 1994, when he resigned to form our Company. Mr. Linquist also served as a director of PageMart Wireless, Inc. from June 1989 to September 1997, and was a founding director of the Cellular Telecommunications and Internet Association.

*Thomas J. Bolger* became our Senior Vice President, Human Resources in August 2007. Prior to joining our Company, Mr. Bolger served as a founder and managing partner of Waveland International, a professional services/executive recruiting firm, from 1997 to August 2007. Mr. Bolger has spent 20 years in human resources and 16 years in the talent management and consulting arena.

*J. Braxton Carter* became our Executive Vice President and Chief Financial Officer in February 2008. From March 2005 to February 2008, Mr. Carter served as our Senior Vice President and Chief Financial Officer. In December 2005, Mr. Carter became a director of MetroPCS, Inc., MetroPCS Wireless, Inc. and certain of its subsidiaries. Mr. Carter previously served as a director of MetroPCS Wireless, Inc. and its wholly-owned subsidiaries from July 2001 to December 2004. Previously, Mr. Carter served as our Vice President, Corporate Operations from February 2001 to March, 2005. Prior to joining our Company, Mr. Carter was Chief Financial Officer and Chief Operating Officer of PrimeCo PCS, the successor entity of PrimeCo Personal Communications formed in March 2000. He held various senior management positions with PrimeCo Personal Communications, including Chief Financial Officer and Controller, from 1996 until March 2000. Mr. Carter also has extensive senior



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management experience in the retail industry, spent ten years in public accounting and is also a certified public accountant.

*Douglas S. Glen* became our Senior Vice President, Corporate Development in February 2008. Previously, Mr. Glen served as our Senior Vice President, Corporate Operations from June 2006 until February 2008. Prior to joining our Company, Mr. Glen served as the Vice President of Wireless Solutions and Business Development at BearCom from October 2004 to June 2006 where he led the initiative to launch new wireless broadband enterprise solutions through a national direct sales force. Before joining BearCom in 2004, from September 2002 to November 2003, Mr. Glen was the Senior Vice President and Chief Operating Officer of WebLink Wireless, Inc. (formerly PageMart Wireless, Inc., the surviving entity upon merger with PageMart, Inc. that is now known as USA Mobility) directing numerous operations of the company including sales, business development, network services, information technology, distribution, customer service, and marketing departments. From July 2001 to September 2002, Mr. Glen was Senior Vice President and Chief Network Officer of WebLink Wireless, Inc., directing the planning, engineering and operations of the company's wireless messaging network. From November 2000 to July 2001, he served as WebLink Wireless, Inc.'s Vice President, Business Sales Division, overseeing the sales and customer care operations for many of the company's strategic business units, including national accounts, field sales, resellers and telemetry.

*Herbert Chip Graves* became our Senior Vice President, Market Operations, West, in August 2007. Previously, Mr. Graves served as our Vice President and General Manager, San Francisco, from March 2002 until August 2007. Prior to joining our Company, Mr. Graves served with Sprint PCS, Inc. as their area vice president for Southern California from September 2000 to March 2002, as their area vice president for Northern California from August 1998 to September 2000, and as their director, San Francisco district, from March 1997 to August 1998. Prior to his service with Sprint PCS, Inc., Mr. Graves served as General Manager for GTE Mobilnet in San Diego from 1995 to 1997 and as legal counsel with GTE Mobilnet from 1993 to 1995. He served in various positions from 1989 to 1991 with Chrysler Capital in Atlanta, from 1984 to 1988 with Scientific Games, and from 1982 to 1984 with Cox Cable Communications. Mr. Graves began his career as an attorney with Buchanan Ingersoll in Pittsburgh from 1980 to 1981.

*Thomas C. Keys* became our Chief Operating Officer in June 2007. From June 2007 to December 2007, Mr. Keys also was our President. Previously, Mr. Keys served as our Senior Vice President, Market Operations, West, from January 2007 until June 2007, and as our Vice President and General Manager, Dallas, from April 2005 until January 2007. Prior to joining our Company, Mr. Keys served as the President and Chief Operating Officer for VCP International Inc., a Dallas-based wholesale distributor of wireless products, from July 2002 to April 2005. Prior to joining VCP International Inc., Mr. Keys served as the Senior Vice President, Business Sales for WebLink Wireless, Inc. (formerly PageMart Wireless, Inc., the surviving entity upon merger with PageMart, Inc. that is now known as USA Mobility) from March 1999 to June 2002, which included leading and managing the national sales and distribution efforts, and in other senior management positions with WebLink Wireless, Inc. from January 1993 to March 1999.

*Christine B. Kornegay* joined our Company as Vice President, Controller and Chief Accounting Officer in January 2005. Previously, Ms. Kornegay served as Vice President of Finance and Controller for Allegiance Telecom, Inc. from January 2001 to June 2004. Ms. Kornegay served as Vice President of Finance and Controller of Allegiance Telecom, Inc. when it initiated bankruptcy proceedings in May 2003. Prior to joining Allegiance Telecom, Inc. in January 2001, Ms. Kornegay held various accounting and finance roles with AT&T Wireless Services from June 1994 through January 2001. Ms. Kornegay has over 13 years experience in the telecommunications industry and is also a certified public accountant.

*Malcolm M. Lorang* co-founded our Company and became our Senior Vice President and Chief Technical Officer in January 2006. Previously, Mr. Lorang served as our Vice President and Chief Technical Officer from our inception to January 2006. Prior to joining our Company, Mr. Lorang served as Vice President of Engineering for PageMart Wireless, Inc. (formerly PageMart, Inc. which became a wholly-owned subsidiary of PageMart Wireless, Inc. upon merger and changed its name to Weblink Wireless, Inc., which is now known as USA Mobility) from 1989 to 1994.



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*John J. Olsen* joined our Company as Vice President and Chief Information Officer in April 2006. Mr. Olsen was formerly the Vice President and Chief Technology Officer at GTESS Corporation and was responsible for GTESS core technology products and information technology services. Prior to joining GTESS in May 2004, Mr. Olsen held senior information technology positions with Sprint Corporation focused on Software/Product Development for Sprint's consumer business and Sprint's nationwide technology infrastructure. From December 1997 through August 2001, Mr. Olsen was Vice President of Information Services and Chief Information Officer at NEC Business Network Solutions. Mr. Olsen began his information technology career in the U.S. Air Force at the School of Aerospace Medicine and spent two years as a Senior Consultant at General Electric, Aerospace Division.

*Mark A. Stachiw* became our Executive Vice President, General Counsel and Secretary in February 2008. From January 2006 until February 2008, Mr. Stachiw served as our Senior Vice President, General Counsel and Secretary. Previously, Mr. Stachiw served as our Vice President, General Counsel and Secretary from October 2004 until January 2006. Mr. Stachiw also previously served as director of MetroPCS Wireless, Inc. and its wholly-owned subsidiaries from December 2004 until December 2005. Prior to joining our Company, Mr. Stachiw served as Senior Vice President and General Counsel, Allegiance Telecom Company Worldwide for Allegiance Telecom, Inc. from September 2003 to June 2004, and as Vice President and General Counsel, Allegiance Telecom Company Worldwide from March 2002 to September 2003. Mr. Stachiw served as Vice President and General Counsel, Allegiance Telecom Company Worldwide for Allegiance Telecom, Inc., when it initiated bankruptcy proceedings in May 2003. Prior to joining Allegiance Telecom, Inc., from April 2001 through March 2002, Mr. Stachiw was Of Counsel at Paul, Hastings, Janofsky and Walker, LLP, and represented national and international telecommunications firms in regulatory and transactional matters. Before joining Paul Hastings, Mr. Stachiw was the chief legal officer for Verizon Wireless Messaging Services (formerly known as AirTouch Paging and PacTel Paging) and was Vice President and General Counsel from April 2000 through March 2001, and Vice President, Senior Counsel and Secretary from April 1995 through April 2000.

*Keith D. Terreri* joined our Company as Vice President Finance and Treasurer in July 2006. Prior to joining us, Mr. Terreri served as the Vice President, Finance and Treasurer of Valor Communications Group, Inc. from July 2001 to July 2006. Mr. Terreri was Vice President, Finance and Treasurer of RCN Corporation from December 1999 to June 2001 and Director of Finance from January 1998 to December 1999. Mr. Terreri has 9 years experience in the telecommunications industry. Mr. Terreri originally began his career in public accounting and is also a certified public accountant.

*Robert A. Young* became our Senior Vice President, Market Operations, Northeast, in February 2008. From January 2007 until February 2008, Mr. Young served as our Executive Vice President, Market Operations, East. Previously Mr. Young served as our Executive Vice President, Market Operations from May 2001 until January 2007. Prior to joining our Company, Mr. Young served as President of the Great Lakes Area of Verizon Wireless from February 2001 until April 2001, and as President of Verizon Wireless Messaging Services (formerly known as AirTouch Paging and PacTel Paging) from April 2000 until January 2001. Prior to joining Verizon Wireless Messaging Services, Mr. Young held various positions with PrimeCo Personal Communications, including Vice President Customer Care from April 1998 until April 2000, President Independent Region from October 1997 until October 1998, and Vice President/General Manager Houston from May 1995 until September 1997.

*W. Michael Barnes*, a director of our Company since May 2004 and a Class II director, held several positions at Rockwell International Corporation (now Rockwell Automation, Inc.) between 1968 and 2001, including Senior Vice President, Finance & Planning and Chief Financial Officer from 1991 through 2001. Mr. Barnes also serves as a director of Advanced Micro Devices, Inc.

*C. Kevin Landry*, a director of our Company since August 2005 and a Class III director, currently serves as the Chairman of the Board of Directors of TA Associates, Inc., which through its funds, is an investor in our Company. TA Associates, founded in 1968, is one of the oldest and largest private equity firms in the world and focuses on investing in private companies and helping management teams build their businesses. Mr. Landry previously served as a director on the board of directors of Alex Brown Incorporated, Ameritrade Holding Corporation, Biogen, Continental Cablevision, Instinet Group, Keystone Group, SBA Communications, Standex International Corporation and the National Venture Capital Association.



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*Arthur C. Patterson*, a director of our Company since its inception and a Class III director, is a Founding General Partner of Accel Partners, a venture capital firm, located in Palo Alto, California. Affiliates of Accel Partners are investors in MetroPCS Communications. Mr. Patterson also serves as a director of iPass, Actuate and several privately held companies.

*James N. Perry, Jr.*, a director of our Company since November 2005 and a Class III director, is a Managing Director of Madison Dearborn Partners, Inc., a Chicago-based private equity investing firm, where he specializes in investing in companies in the communications industry. Prior to founding Madison Dearborn Partners, Inc., Mr. Perry was with First Chicago Venture Capital for eight years. An affiliate of Madison Dearborn Partners, Inc. is an investor in MetroPCS Communications. Mr. Perry also presently serves on the boards of directors of Asurion Corporation, Sorenson Communications Holdings, LLC, The Topps Company, Inc., Univision Communications, Inc. and Catholic Relief Services.

*John Sculley*, a director of our Company since its inception and a Class II director, has been a partner in Sculley Brothers, a private investment capital firm, since June 1994. Mr. Sculley is an investor in our Company. Mr. Sculley also serves on the boards of directors of InPhonic and several privately held companies.

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**Corporate Governance**

The Board is elected by the stockholders to exercise its business judgment to oversee, advise and monitor the overall success of the Company's business and its financial strength.

**Director Independence**

The Board evaluates the independence of each director in accordance with applicable laws and regulations and the listing standards of the New York Stock Exchange as set forth in the Company's Corporate Governance Guidelines and as required under applicable law. The Board considers all relevant facts and circumstances in making an independence determination, including among other things, an affirmative determination that the director has no material relationship with the Company directly, or as an officer or as a stockholder or partner of an entity that has a material relationship with the Company.

The following circumstances will not be considered material in the determination of independence:

A director who serves as an Interim or acting Chairman and/or Interim or acting CEO of the Company will not be deemed a former employee for the purpose of determining independence and as such, the director will retain his independent status when his service as Interim or acting Chairman or Interim or acting CEO ends;

An otherwise material relationship that is based on having an immediate family member of the director serving as an officer of the Company or an officer of a Company affiliate will be deemed immaterial upon the death or incapacitation of that immediate family member;

An otherwise material relationship that is based on the director's or the director's immediate family member's connection to a significant customer, supplier or provider of the Company or its affiliates will be deemed immaterial if the Board, in its business judgment, determines that the commercial transactions between the Company or one of its affiliates and the significant customer, supplier or provider were conducted at arm's length in the ordinary course of business and that such a relationship is immaterial in light of all circumstances; or

An otherwise material relationship that is based on the director's immediate family member when the family member is no longer considered an immediate family member.

The Board has determined that all non-employee directors of the Company are independent and also has affirmatively determined the independence of each of the members of the Audit Committee, Nominating and Corporate Governance Committee, Compensation Committee, and the Finance and Planning Committee.

Mr. Linquist is the President and Chief Executive Officer of the Company and as such is not an independent director.

**Nomination Process and Director Candidate Selection**

The nominating and corporate governance committee, or Nominating and Corporate Governance Committee, is responsible for identifying, screening and recommending candidates to the Board. The Nominating and Corporate Governance Committee may consider director candidates from numerous sources, including stockholders, directors and officers. The Board is responsible for nominating directors for election by the stockholders and filling any vacancies on the Board that may occur.

In its assessment of each candidate, the Nominating and Corporate Governance Committee considers, among other things, the strategic contacts and involvement in business and civic affairs of each nominee, the financial, regulatory and business experience of each nominee, the nominee's experience in the telecommunications industry or other industries, and the integrity, honesty and reputation of each candidate. Qualified candidates for election will be considered without regard to race, color, religion, sex, ancestry, national origin or disability. If a candidate is

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approved by the Nominating and Corporate Governance Committee, he will then be interviewed by all other members of the Board. If appropriate, a candidate may also be interviewed by other members of the Company's executive management. The full Board will approve all final nominations after considering the recommendations of the Nominating and Corporate Governance Committee.

With regard to the incumbent director whose term is set to expire, the Nominating and Corporate Governance Committee reviewed the director's overall service during the director's term, including the number of meetings attended, his level of participation, the quality of his performance and whether he meets the independence standards set forth under applicable laws, regulations and the New York Stock Exchange listing standards. Each candidate for re-election as a director must consent to stand for re-election and the incumbent director nominated for election, Mr. Linquist, has agreed to stand for re-election.

The Nominating and Corporate Governance Committee will consider director candidates recommended by the Company's stockholders as provided in the Company's Bylaws. The stockholder's notice must contain the following for each nominee: the written consent of each proposed nominee to serve as director if so elected, the name, age, citizenship and address of the proposed nominee and the stockholder, the principal occupation of each nominee, the class and number of shares of the Company's Common Stock beneficially held by the stockholder and all information required by the Company's director questionnaire then in use by the Company.

**Board Composition**

MetroPCS Certification of Incorporation provides that the number of directors that shall constitute the entire Board shall be fixed in a manner provided by our Bylaws, which provide that the number of directors constituting the full Board shall be fixed by resolution of the Board. As of the Annual Meeting, our Board of Directors will consist of six members. The Board is in the process of recruiting one or more additional directors and may increase the size of the Board in the future if and when it recruits and decides to appoint additional directors. The directors are divided into three classes serving staggered three-year terms. Class I, Class II and Class III directors will serve until our annual meeting of stockholders in 2008, 2009 and 2010, respectively. Mr. Linquist is a Class I director, Messrs. Barnes and Sculley are Class II directors, and Messrs. Landry, Patterson and Perry are Class III directors. Upon expiration of the term of a class of directors, directors in that class will be eligible to be elected for a new three-year term at the annual meeting of stockholders in the year in which their term expires. This classification of directors could have the effect of increasing the length of time necessary to change the composition of a majority of our Board. In general, at least two annual meetings of stockholders will be necessary for stockholders to effect a change in a majority of the members of our Board.

**Board Committees**

The standing committees of our Board consist of an audit committee, a nominating and corporate governance committee, a compensation committee and a finance and planning committee.

The current members of each committee of the Board are listed below:

<b>Audit Committee</b>	<b>Compensation Committee</b>	<b>Finance and Planning Committee</b>	<b>Nominating and Corporate Governance Committee</b>
W. Michael Barnes, Chairman	John Sculley, Chairman	Arthur C. Patterson, Chairman	James N. Perry, Jr. Chairman
John Sculley	C. Kevin Landry	James N. Perry, Jr.	C. Kevin Landry
Walker C. Simmons	Arthur C. Patterson	C. Kevin Landry	Arthur C. Patterson
	James N. Perry, Jr.		

**Audit Committee.** The members of the audit committee, or the Audit Committee, are currently Messrs. W. Michael Barnes, as chairman, John Sculley, and Walker C. Simmons, each of whom has been affirmatively determined by our Board to be independent in accordance with the listing standards of the New York Stock Exchange and other applicable rules and laws. Each member of the Audit Committee meets the standards for financial knowledge for listed companies. They are not the Company's auditors or accountants, do not perform field work and are not full-time employees of the Company. Our Board has determined that W. Michael Barnes is an audit committee financial expert,

as such term is defined in Item 407(d)(5)(ii) of Regulation S-K because

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Mr. Barnes previously served as the Chief Financial Officer of Rockwell International Corporation. The applicable securities laws and regulations provide that an Audit Committee member who is designated as an Audit Committee financial expert will not be deemed to be an expert for any purpose as a result of being identified as an audit committee financial expert pursuant to Item 407 of Regulation S-K. Mr. Walker C. Simmons has elected to not stand for re-election to the Board, and the Board is in the process of appointing another independent director to the Audit Committee.

The responsibilities of the Audit Committee include, among other responsibilities:

overseeing, reviewing and evaluating our financial statements, the audits of our financial statements, our accounting and financial reporting processes, the integrity of our financial statements, our disclosure controls and procedures and our internal audit functions;

appointing, compensating, retaining and overseeing our independent auditors;

pre-approving permissible non-audit services to be performed by our independent auditors, if any, and the fees to be paid in connection therewith;

overseeing our compliance with legal and regulatory requirements and compliance with ethical standards adopted by us;

establishing and maintaining whistleblower procedures;

evaluating periodically our Code of Business Conduct and Ethics; and

conducting an annual self-evaluation.

The Audit Committee is authorized by its charter to employ consultants and outside counsel. The Audit Committee relies on the information provided by management and the independent auditors. The Audit Committee does not have the duty to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate.

The Audit Committee met 15 times in fiscal year 2007. A copy of the Audit Committee Charter adopted by the Board can be found on our website at [www.metropcs.com](http://www.metropcs.com) under the Investor Relations tab.

### **Audit Committee Report**

In the performance of its oversight responsibilities, the Audit Committee (1) reviewed and discussed with management the Company's audited financial statements for the fiscal year ended December 31, 2007; (2) discussed with the Company's independent auditors the matters required by Statement on Auditing Standards No. 61, Communication with Audit Committees, as amended; (3) received the written disclosures and the letter from the Company's independent auditors required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees; and (4) discussed with the Company's independent auditors the auditors independence and considered whether the provision of services to the Company by the independent auditor is consistent with maintaining their independence.

Management is responsible for the Company's financial reporting process, including establishing and maintaining adequate internal financial controls and the preparation of the Company's financial statements. The Company's independent auditor is responsible for performing an independent audit of the Company's consolidated financial statements and expressing an opinion on the conformity of the Company's audited financial statements with generally accepted accounting principles. The Company's independent auditor is also responsible for performing an independent audit of the effectiveness of the Company's internal controls over financial reporting and issuing a report thereon. We rely, without independent verification, on the information provided to us and on the representations made by management and the Company's independent auditor. Based on the review and discussion, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements for the fiscal year ended December 31, 2007 be included in the Company's Annual Report on Form 10-K for filing with



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the Securities and Exchange Commission. We also selected Deloitte & Touche LLP as the Company's independent auditor for fiscal year 2008 and are presenting the selection to the stockholders of the Company for ratification at the Annual Meeting of Stockholders.

The Audit Committee:

W. Michael Barnes, Ph.d., Chairman

John Sculley

Walker C. Simmons

***Nominating and Corporate Governance Committee.*** The members of our Nominating and Corporate Governance Committee are Messrs. James N. Perry, Jr. as chairman, Arthur C. Patterson, and C. Kevin Landry, each of whom has been affirmatively determined by our Board to be independent in accordance with applicable rules and laws. The responsibilities of the Nominating and Corporate Governance Committee include, among other responsibilities:

assisting in the process of identifying, recruiting, evaluating and nominating candidates for membership on our Board and the committees thereof;

developing processes regarding the consideration of director candidates recommended by stockholders and stockholder communications with our Board;

conducting an annual self-evaluation and assisting our Board and our other committees of the Board in the conduct of their annual self-evaluations; and

developing and recommending corporate governance principles.

The Nominating and Corporate Governance Committee is authorized by its charter to employ consultants and outside counsel. It may also form and delegate authority to subcommittees of the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee met three times in fiscal year 2007.

***Compensation Committee.*** The members of our compensation committee, or the Compensation Committee, are Messrs. John Sculley, as chairman, Arthur C. Patterson, James N. Perry, Jr. and C. Kevin Landry, each of whom has been affirmatively determined by our Board to be independent in accordance with applicable rules and laws. The responsibilities of the Compensation Committee include, among other responsibilities:

developing and reviewing general policy relating to compensation and benefits;

reviewing and evaluating the compensation discussion and analysis prepared by management;

evaluating the performance of the Company's chief executive officer and reviewing and making recommendations to our Board concerning the compensation and benefits of our chief executive officer, our directors and our other corporate officers;

overseeing our chief executive officer's decisions concerning the performance and compensation of our other corporate officers;

administering our stock option and employee benefit plans;

preparing an executive compensation report for publication in our annual proxy statement; and

conducting an annual self-evaluation.

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The Compensation Committee is authorized by its charter to employ compensation and other consultants. It may also form and delegate authority to subcommittees of the Compensation Committee. During 2007, the Compensation Committee employed Towers Perrin, an employee benefits and compensation consulting firm, to assist the Committee in evaluating executive compensation and benefits. A consultant from Towers Perrin attended at the Compensation Committee's request Compensation Committee meetings where executive officer compensation discussed and provided information, research and analysis pertaining to executive compensation and benefits as requested by the Compensation Committee. Towers Perrin also updated the Compensation Committee on market trends and made recommendations for establishing the market values of compensation for the executives of our Company.

The Compensation Committee sets compensation levels based on the skills, experience and achievements of each executive officer, taking into account the market rates recommended by Towers Perrin and the compensation recommendations by the Chief Executive Officer, except with respect to his own position. The Compensation Committee believes that input from both management and the consultant provides useful information and points of view to assist the Compensation Committee in determining compensation.

The Compensation Committee met 13 times in fiscal year 2007. A copy of the Compensation Committee Charter adopted by the Board can be found on our website at [www.metropcs.com](http://www.metropcs.com) under the Investor Relations tab.

**Compensation Committee Report**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with Company management. Based on such review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the proxy statement and in the Company's Annual Report and such other filings with the Securities and Exchange Commission as may be appropriate.

Submitted by the Compensation Committee of the Board of Directors:

John Sculley, as Chairman

C. Kevin Landry

Arthur C. Patterson

James N. Perry, Jr.

The material contained in this Compensation Committee Report is not soliciting material, is not to be deemed filed with the SEC, and is not incorporated by reference in any of our filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made on, before, or after the date of this proxy statement and irrespective of any general incorporation language in such filing.

**Finance and Planning Committee.** The members of our finance and planning committee, or Finance and Planning Committee, are Messrs. Arthur C. Patterson, as chairman, C. Kevin Landry and James N. Perry, Jr. The responsibilities of the Finance and Planning Committee include, among other responsibilities:

monitoring our present and future capital requirements and business opportunities;

overseeing, reviewing and evaluating our capital structure and our strategic planning and financial execution processes;

making recommendations to our Board regarding acquisitions, dispositions and our short and long-term operating plans; and

advising senior management on the organizational structure, including making recommendations to our Board regarding appointments of persons to be officers of the Company.

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The Finance and Planning Committee met 28 times in fiscal year 2007. A copy of the Finance and Planning Committee Charter adopted by the Board can be found on our website at [www.metropcs.com](http://www.metropcs.com) under the Investor Relations tab.

**Board Attendance at Meetings**

Directors are expected to attend all meetings of our Board and each committee on which they serve. In 2007, our Board met 17 times. During 2007, each director attended over 85% of the total number of Board meetings and committee meetings on which each director served. The incumbent director standing for election, Mr. Linquist, attended all of the Board Meetings.

The independent non-management directors meet regularly in private executive sessions. Additionally, the Board reviews the performance and approves the compensation of our chief executive officer in an executive session.

**Stockholder Communications**

The Board has approved procedures to facilitate communications between the directors, employees, stockholders and other interested third parties. Any person wishing to contact the Chairman of the Board, the Board as a whole or any individual director may do so in writing addressed to the Company as follows:

MetroPCS Communications, Inc.

The Board of Directors c/o Corporate Secretary

2250 Lakeside Boulevard

Richardson, Texas 75082

**Corporate Governance and Code of Ethics**

Our Board has adopted corporate governance guidelines, or Guidelines, which set forth the framework within which the Board, together with its committees, directs the affairs of the Company. The Guidelines provide for, among other things, the role and function of the Board, director qualifications, director independence and compensation. The Board has also adopted a Code of Ethics, which establishes the standards of ethical conduct applicable to all of our directors, officers, employees, consultants and contractors. The Code of Ethics addresses, among other things, competition and fair dealing, conflicts of interest, financial matters and external reporting, company funds and assets, confidentiality and corporate opportunity requirements and the process for reporting violations of the code of ethics, employee misconduct, conflicts of interest or other violations. Our Guidelines and the Code of Ethics are publicly available under the Investor Relations tab on our website at [www.metropcs.com](http://www.metropcs.com). Any waiver of our Code of Ethics with respect to our chief executive officer, chief financial officer, controller or persons performing similar functions may only be authorized by our Audit Committee and will be disclosed as required by applicable law.

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**COMPENSATION DISCUSSION AND ANALYSIS**

Our compensation program reflects our corporate philosophy regarding pay for executive officers and supports our business objective of attracting and retaining experienced executives and aligns the interest of executives with stockholder interests. We provide what we believe is a competitive total compensation package to our executive officers through a combination of base salary, annual cash performance awards, long-term equity incentive awards and broad-based benefits programs.

We place significant emphasis on pay for performance-based incentive compensation programs, which are paid when certain Company and individual performance goals are achieved and/or when our Common Stock price appreciates or specific measurable milestones are achieved. This Compensation Discussion and Analysis explains the objectives and philosophy of our executive compensation program, policies and practices with respect to the chief executive officer, chief financial officer, and the other three most highly-compensated executive officers of the Company, which are collectively referred to as our named executive officers, and also provides discussion and analysis regarding the Company's compensation to our named executive officers.

**Overview of 2007 Compensation**

We believe that the total compensation paid to our named executive officers for the fiscal year ended December 31, 2007 achieves the overall objectives of our executive compensation program. In accordance with our established overall objectives, executive compensation is weighted heavily toward pay for performance and is competitive with market pay levels. In alignment with our established executive compensation philosophy, we continue to move towards paying our named executive officers total compensation above median pay levels for similar companies in our industry for outstanding performance and achievement.

For 2007, our chief executive officer received total compensation of approximately \$7.5 million, which included a base salary of \$0.6 million, stock-based compensation with a value of approximately \$6.0 million and non-equity incentive plan compensation of approximately \$0.9 million. Based on our market analysis, the base salary and total cash compensation paid to our chief executive officer for 2007 was below market median pay level. The total compensation and elements thereof paid to each of our other named executive officers during 2007 is set forth below in the Summary Compensation Table and the table entitled Grants of Plan-Based Awards. See Summary of Compensation Summary Compensation Table and Grants of Plan-Based Awards.

**The Objectives of Our Executive Compensation Program**

Our Compensation Committee is responsible for establishing and administering our policies governing the compensation for our executive officers, including our named executive officers. Our executive officers are recommended by the Finance and Planning Committee and appointed by our Board. Our Compensation Committee is composed entirely of non-employee independent directors. See Corporate Governance Board Committees Compensation Committee.

Our executive compensation programs are designed to achieve the following objectives:

Attract, retain and motivate talented and experienced executives in the highly competitive and dynamic wireless telecommunications industry;

Recognize, compensate and reward executives whose knowledge, skills and performance are critical to our success, and whose achievements are warranted;

Align the interests of our executive officers and stockholders by motivating executive officers to increase stockholder value and reward such executive officers when specific, measurable milestones are achieved;

Provide a competitive compensation package which is weighted heavily towards pay for performance, and in which total compensation is primarily determined by achievement of company/team goals and individual results, and the creation of stockholder value;

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Ensure fairness among the executive officers by recognizing the contributions each executive officer makes to our success;

Foster a shared commitment among executive officers by coordinating their company/team and individual performance goals in a meaningful and collaborative manner; and

Appropriately compensate our executives to manage our business to meet or exceed our long-range objectives.

**Our Compensation Principles**

***Comparative Framework***

We strive to provide a total compensation package that is competitive with total compensation provided in our industry in order to attract and retain executives with the ability and the experience necessary to lead us and deliver strong performance t