

NEXTEL PARTNERS INC. FINANCE COMMITTEE CHARTER

Role

The Finance Committee's role is to monitor the present and future capital requirements and opportunities pertaining to the Company's business and to review and provide guidance to the Board and management about all proposals concerning major financial policies of the Company.

Membership

The membership of the Committee consists of at least two directors, each of whom is to be free of any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment. The Board appoints the chairperson.

Operations

The Committee meets at least once a year. Additional meetings may occur as the Committee or its chair deems advisable. The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee will be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision hereof, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of Delaware.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Responsibilities

Subject to applicable corporate governance laws, the principal responsibilities and functions of the Finance Committee are as follows:

- Review and provide guidance to the full Board and management about all proposals concerning major financial policies of the Company, including:
 - a. The Company's financial strategies and capital structure, cash needs, shareholder distributions, share repurchases and investments;
 - b. Significant monetary issues, including hedging policies;
 - c. Tax planning;
 - d. Proposed mergers, acquisitions, divestitures and strategic investments (other than mergers with or acquisitions by Nextel Communications, Inc. or any of its subsidiaries); and
 - e. Other transactions or financial issues that management desires to have reviewed by the Finance Committee.
- Designate the officers and employees of the Company who can execute documents and act on behalf of the Company in the ordinary course of business pursuant to previously approved banking, borrowing, and other financing agreements.