

NOMINATING COMMITTEE CHARTER

(Revised March 24, 2005)

The Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Nextel Partners, Inc. (the “Company”) identifies individuals qualified to become Board members and recommends (i) whether incumbent directors should be nominated for re-election to the Board upon the expiration of their terms (other than directors elected pursuant to nomination rights now held by third parties under the Company’s amended and restated shareholders’ agreement (“Designated Directors”)); (ii) whether the size of the Company’s Board should be increased or decreased; (iii) candidates to fill any newly created director positions or Board vacancies (other than vacancies for Designated Directors); and (iv) directors to serve on committees of the Board.

Composition

The Committee will be composed of two or more directors as determined by the Board. Each Committee member must be “independent” as defined by the requirements of the Nasdaq Stock Market, Inc. (“Nasdaq”). The Board will appoint each Committee member and will designate one of the members as Chair of the Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Duties and Responsibilities

The duties and responsibilities of the Committee will include the following:

1. **Identifying Nominees.** With respect to nominees other than the Designated Directors, the Committee shall identify nominees by first evaluating the current members of the Board willing to continue in service. Current members of the Board with skills and experience that are relevant to the Company’s business (as described below) and who are willing to continue in service shall be considered for re-nomination, balancing the value of continuity of service by existing members of the Board with that of obtaining a new perspective. The Committee shall also take into account an incumbent director’s performance as a Board member. If any member of the Board does not wish to continue in service or if the Committee or the Board decides not to re-nominate a member for re-election, or if the Committee decides to recommend that the size of the Company’s Board be increased, the Committee shall identify the desired skills and experience of a new nominee in light of the criteria described below. Current members of the Committee, other members of the Board and management shall be polled for suggestions as to individuals meeting the criteria of the Committee. Research, including consultation with outside experts or consultants, may also be performed to identify qualified individuals.
2. **Evaluation of Incumbents and Potential Nominees.** The Committee’s goal is to assemble a Board that brings to the Company a variety of perspectives and skills derived from high quality business and professional experience. In making its recommendations, the Committee shall consider such factors as it deems appropriate to assist in developing a Board and committees that are diverse in nature and comprised of experienced and

seasoned advisors. These factors may include judgment, knowledge, skill, diversity (including factors such as race, gender or experience), integrity, experience with businesses and other organizations of comparable size, including experience in telecommunications, business, finance, administration or public service, the interplay of a candidate's experience with the experience of other Board members, familiarity with national and international business matters, experience with accounting rules and practices, the desire to balance the considerable benefit of continuity with the periodic injection of the fresh perspective provided by new members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. In addition, directors are expected to be able to exercise their best business judgment when acting on behalf of the Company and its stockholders, act ethically at all times and adhere to the applicable provisions of the Company's Code of Conduct.

Other than consideration of the foregoing, there shall be no stated minimum criteria, qualities or skills for director nominees, although the Committee may also consider such other factors as it may deem are in the best interests of the Company and its stockholders. The Committee does, however, believe it appropriate for at least one, and, preferably, several, members of the Board to meet the criteria for an "audit committee financial expert" as defined by Securities and Exchange Commission ("SEC") rules, and that a majority of the members of the Board meet the definition of "independent director" under Nasdaq rules. In addition, the Committee shall consider that the Company is subject to the amended and restated shareholders' agreement (which has been in effect since February 2000). Specifically, the parties to the Company's amended and restated shareholders agreement (other than DLJ Merchant Banking and Eagle River) have agreed to vote their shares of common stock to elect certain Designated Directors.

3. **Consideration of Stockholder-Recommended Candidates.** It is the policy of the Committee to consider suggestions for persons to be nominated for director (other than Designated Directors) that are submitted by stockholders. The Committee will evaluate stockholder suggestions for director nominees in the same manner as it evaluates suggestions for director nominees made by management, then-current directors or other sources. Stockholders suggesting persons as director nominees should send information about the proposed nominee to the Corporate Secretary at the Company's address not less than ninety (90) days and not more than one hundred twenty (120) days prior to the anniversary of the prior year's annual meeting. This information should be in writing and should include a signed statement by the proposed nominee that he or she is willing to serve as a director of the Company, a description of the nominee's relationship to the stockholder and any information that the stockholder feels will fully inform the Board about the proposed nominee and his or her qualifications. The Committee may request further information from the proposed nominee and the nominating stockholder (including proof of ownership and holding period) and may also seek the consent of both the nominee and the nominating stockholder to be identified in the Company's proxy statement.
4. **Board Effectiveness Evaluation.** The Committee will evaluate the overall effectiveness of the Board and make recommendations to the Board resulting from the findings of its

evaluation. The Committee will conduct its evaluation in such manner as it deems appropriate.

5. **Board Reports.** The Committee will keep regular minutes of its proceedings and report its activities to the Board at least annually in such manner and at such times as the Committee or the Board deems appropriate.
6. **Other Duties and Responsibilities.** The Committee will perform any other duties or responsibilities delegated to the Committee by the Board from time to time.
7. **Delegation of Duties and Responsibilities.** To the extent permitted by applicable law and regulations (including Nasdaq rules and regulations), the Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee or to any other body or individual.
8. **General.** The Committee will perform its duties and responsibilities in accordance with the certificate of incorporation and by-laws of the Company, this Charter, any delegated authority from the Board, and applicable laws, rules and regulations.

Meetings

The Committee will meet at least once a year or more frequently as necessary to carry out its responsibilities under this Charter. The Chair of the Committee will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Any Committee member may submit items to be included on the agenda. Committee members may also raise at any meeting subjects that are not on the agenda. The Chair of the Committee or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the Committee members selected by the Board will constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee, unless a greater number is required by law or the Company's certificate of incorporation or by-laws. The Chair of the Committee will supervise the conduct of the meetings and will have other responsibilities as the Committee may specify from time to time.

The Committee may request any officer or other employee of the Company, or any representative of the Company's legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee.

Resources and Authority

The Committee will have appropriate resources and authority to discharge its responsibilities as required by law, including the authority to retain any search firm engaged to assist in identifying director candidates, and to engage independent counsel and other advisors, as the Committee deems necessary to carry out its duties. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors retained by the Committee to assist it in carrying out its responsibilities.

Annual Review

At least annually, the Committee will (i) review this Charter with the Board and recommend any changes to the Board and (ii) evaluate its performance against the requirements of this Charter and report the results of its evaluation to the Board. The Committee will conduct its review and evaluation in such manner as it deems appropriate.

Nominating Process Disclosure

The Committee shall also review and approve the disclosure regarding the Company's nominations process that is prepared for inclusion in the Company's proxy statement.