

Charter of the Compensation Committee of the Board of Directors

As of December 1, 2016 (approved December 8, 2016)

I. Purpose

The Compensation Committee shall provide assistance to the directors of the Company in fulfilling their responsibility to the shareholders relating to executive Compensation matters. The Compensation Committee's purpose is to:

(1) Assist the Board's oversight of:

- The Company's overall compensation program
- Compensation (salary, equity and cash incentive, and benefits) paid to the company's CEO and other executive officers
- Assessing risk related to compensation policies and practices

(2) Prepare the report of the Compensation Committee to be included in the Company's annual proxy statement.

II. Structure and Operations

Composition and Qualifications

The Compensation Committee shall be comprised of three or more directors as determined by the Board (upon the recommendation of the Governance Committee), each of whom shall be an "independent" director in accordance with Section 10A-3 of the Securities and Exchange Act, and the rules of the New York Stock Exchange and/or NASDAQ, and any other applicable legal or regulatory requirement.

All members of the Compensation Committee shall, in the judgment of the Board, possess a working familiarity with basic Compensation practices.

Appointment and Removal

The members of the Compensation Committee shall be designated by the Board annually and shall serve until such member's successor is duly designated or until such member's earlier resignation or removal. Any member of the Compensation Committee may be removed, with or without cause, by a majority vote of the Board. Unless a Chair is designated by the full Board, the members of the Compensation Committee shall designate a Chair by majority vote of the full Compensation

Committee membership. The Chair will chair all regular sessions of the Compensation Committee and set the agenda for Compensation Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Compensation Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Compensation Committee and, to the extent not expressly reserved to the Compensation Committee by the Board or by applicable law, rule or regulation, to any other committee of directors of the Company appointed by it, which may or may not be composed of members of the Compensation Committee.

III. Meetings

The Compensation Committee shall ordinarily meet at least four times annually, or more frequently as circumstances dictate. Any member of the Compensation Committee may call meetings of the Compensation Committee.

Any director of the Company who is not a member of the Compensation Committee may attend meetings of the Compensation Committee; provided, however, that any director who is not a member of the Compensation Committee may not vote on any matter coming before the Compensation Committee for a vote. The Compensation Committee also may invite to its meetings any member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Compensation Committee may meet in executive session, as the Compensation Committee deems necessary or appropriate.

IV. Responsibilities and Duties

The following functions shall be common recurring activities of the Compensation Committee in carrying out its purpose set forth in Section I of this Charter. These functions should serve as a guide with the understanding that the Compensation Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions.

The Compensation Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern within the purpose of the Compensation Committee that the Compensation Committee deems appropriate or necessary and shall have the sole authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

To fulfill its responsibilities and duties, the Compensation Committee shall:

Overall Compensation Program Oversight

- (1) Annually review executive compensation programs

- (2) Assist the Board in reviewing results of any shareholder advisory votes, respond to other shareholder communications related to the compensation of senior executive officers, and review and recommend to the Board for approval the frequency with which shareholder advisory votes will be conducted.
- (3) Review and discuss with management the Compensation Discussion and Analysis required by the rules of the SEC and recommending to the Board the inclusion of the Compensation Discussion and Analysis in the Company's annual proxy statement.
- (4) Assess the Company's risk relating to its compensation policies and practices.

CEO Compensation

- (5) Annually review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer and, based on its own evaluation of performance in light of those goals and objectives, as well as input from the Governance Committee;
- (6) Determine and approve the total compensation of the Chief Executive Officer

Other Executive Officer Compensation

- (7) Determine and approve the total compensation of all other executive officers, including base salaries, as recommended by the Chief Executive Officer.

For All Executive Officers (including CEO)

- (8) Administer and determine incentive compensation plans and equity-based compensation plans and approving stock and other long-term incentive awards.
- (9) Monitor compliance with the Company's stock ownership guidelines.
- (10) Review new compensation arrangements and review and recommend to the Board employment agreements and severance arrangements for senior executive officers.

Directors of the Board Compensation

- (11) Evaluate and provide a recommendation to the Board regarding director compensation and benefits.

Use of Independent Consultants

- (12) The Compensation Committee may retain independent compensation consultants, at the expense of the company, for review of compensation strategy, plans and peer groups.

Compensation Committee Reports

- (13) Report regularly to the Board (i) following meetings of the Compensation Committee, (ii) with respect to such other matters as are relevant to the Compensation Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Compensation Committee may deem appropriate. The report to the Board may take the

form of an oral report by the Chair or any other member of the Compensation Committee designated by the Compensation Committee to make such report.

- (14) Prepare and publish an annual report of the Compensation Committee to be included in the Company's Proxy Statement.
- (15) Maintain minutes and other records of meetings and activities of the Compensation Committee, as appropriate under Minnesota law.

V. Annual Performance Evaluation

The Compensation Committee shall perform a review and evaluation, at least annually, of the performance of the Compensation Committee and its members, including a review of adherence of the Compensation Committee to this Charter. In addition, the Compensation Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Nominating and Governance Committee any improvements to this Charter that the Compensation Committee considers necessary or appropriate. The Compensation Committee shall conduct such evaluation and reviews in such manner as it deems appropriate.