

Charter of the Governance Committee of the Board of Directors

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

I. Purpose

The Governance Committee shall provide assistance to the directors of the Company in fulfilling their responsibility to the shareholders relating to corporate Governance matters, nominations to the Board of Directors and related committees and compliance with regulatory and company requirements. The Governance Committee's purpose is to:

- (1) Assist the Board's oversight of:
 - The reliability and integrity of the Company's governance practices;
 - Oversight and review of significant governance items, such as overall oversight of company governance, nominations of directors, related party transactions, and political contributions
- (2) Prepare the report of the Governance Committee to be included in the Company's annual proxy statement.

II. Structure and Operations

Composition and Qualifications

The Governance 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 Governance Committee shall, in the judgment of the Board, possess a working familiarity with basic Governance practices.

Appointment and Removal

The members of the Governance 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 Governance 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 Governance Committee shall designate a Chair by majority vote of the full Governance Committee membership. The Chair will chair all regular sessions of the Governance Committee and set the agenda for Governance Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Governance Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Governance Committee and, to the extent not expressly reserved to the Governance 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 Governance Committee.

III. Meetings

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

Any director of the Company who is not a member of the Governance Committee may attend meetings of the Governance Committee; provided, however, that any director who is not a member of the Governance Committee may not vote on any matter coming before the Governance Committee for a vote. The Governance 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 Governance Committee may meet in executive session, as the Governance Committee deems necessary or appropriate.

IV. Responsibilities and Duties

The following functions shall be common recurring activities of the Governance 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 Governance 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 Governance Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern within the purpose of the Governance Committee that the Governance 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 Governance Committee shall:

Nomination Responsibility

- (1) Identify, evaluate and recommend to the Board individuals for the Board to nominate for election as directors.

- (2) Formulate and administer policies and procedures for identifying, evaluating and recommending director candidates, including nominees recommended by shareholders.
- (3) Review and make recommendations to the Board whether members of the Board should stand for re-election.
- (4) Consider any resignation offered by a director.
- (5) Recommend to the Board which directors to serve as members of each committee and recommend any changes to the Board or standing committees that the Committee believes appropriate.
- (6) Review at least annually the requirements of a “financial expert” under the applicable rules of the SEC and determining which directors are “financial experts”.

Overall Governance Responsibility

- (7) Oversee compliance with applicable legal and regulatory requirements, including oversight of contracts with governmental entities.
- (8) Monitor emerging corporate governance trends and oversee and evaluate the Company’s corporate governance policies and programs.
- (9) Review the Company’s Principles of Corporate Governance at least annually and recommend changes to the Board.
- (10) Review of the Code of Conduct, which applies to all Company employees, officers and directors.
- (11) Consider possible conflicts of interest of directors and officers.
- (12) Oversee and review on a periodic basis the continuing education program for directors and the orientation program for new directors.

Review and Approve Policies and Procedures

- (13) Review, in accordance with the Company’s Related Party Transaction Policies and Procedures, transactions and relationships with related parties that are required to be approved or ratified thereunder and reviewing the Company’s Related Party Transactions Policies and Procedures on a periodic basis and recommending changes to the Board.
- (14) Establish stock ownership guidelines for directors and recommending changes to the Board
- (15) Review corporate political contributions.
- (16) Review the Company’s Standards for Director Independence, recommend any desirable modifications to the standards, and provide at least annually to the Board the Committee’s assessment of which directors should be deemed independent directors.

Overall Governance Responsibility

- (17) Review shareholder proposals and recommend to the Board proposed Company responses to such proposals.

Administrative

- (18) Review and approve the Board of Directors Meeting Calendar.

- (19) Develop an annual evaluation process for the Board and its committees.

Governance Committee Reports

- (20) Report regularly to the Board (i) following meetings of the Governance Committee, (ii) with respect to such other matters as are relevant to the Governance Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Governance 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 Governance Committee designated by the Governance Committee to make such report.
- (21) Prepare and publish an annual report of the Governance Committee to be included in the Company's Proxy Statement.
- (22) Maintain minutes and other records of meetings and activities of the Governance Committee, as appropriate under Minnesota law.

V. Annual Performance Evaluation

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

VI. Board Candidates

The Governance Committee considers candidates for the Board, including those suggested by shareholders, applying the same criteria to all candidates. Any shareholder who wishes to recommend a prospective nominee for the Board for consideration by the Governance Committee must notify the Company Secretary in writing prior to the same deadline for shareholder proposals. Written correspondence should be made to our corporate office – 10655 NE 4th Street, Suite 801; Bellevue, WA 98004. Any such recommendation(s) should provide relevant and detailed supporting material the shareholder considers appropriate, but should at a minimum include such background and biographical material as will enable the Governance Committee to make an initial determination as to whether the nominee satisfies the Company's criteria for directors.

If the Governance Committee identifies a need to replace a current member of the Board, to fill a vacancy in the Board or to expand the size of the Board, it considers candidates from a variety of sources, including using third-party search firms, to assist it to identify, evaluate and conduct due diligence on potential director candidates. The process followed to identify and evaluate candidates includes meetings to evaluate biographical information and background material relating to candidates, and interviews of selected candidates by members of the Board.

Recommendations of candidates for inclusion in the Board slate of director nominees are based upon the criteria set forth in the Principles of Corporate Governance. These criteria include business experience and skills, judgment, honesty and integrity, the ability to commit sufficient time and attention to Board activities and the absence of potential conflicts with our interests. While the Governance Committee does not have a formal diversity policy for Board membership, the Governance Committee seeks directors who represent a mix of backgrounds and experiences that will enhance the quality of the Board's deliberations and decisions. The Governance Committee considers, among other factors, diversity with respect to viewpoint, skills, experience and community involvement in its evaluation of candidates for Board membership.

After completing the evaluation process, the Governance Committee makes a recommendation to the full Board as to person(s) who should be nominated by the Board. The Board determines the nominees after considering the recommendations and report of the Governance Committee and such other evaluations as it deems appropriate.

Alternatively, shareholders intending to appear at the Annual Meeting to nominate a candidate for election by the shareholders at the meeting (in cases where the Board does not intend to nominate the candidate or where the Governance Committee was not requested to consider his or her candidacy) must comply with the procedures and deadlines of the Company as included in the annual proxy statement materials.