

## **GUIDELINES FOR BOARD MEMBERSHIP**

The Board of Directors shall be composed of a majority of "independent" directors as defined by NASDAQ Rule 4200. It shall also include the CEO and other senior Company executives as determined by the Board. Collectively the Board should represent a diversity of perspectives, skills and business experience relevant to the Company's global operations including international business, manufacturing, financial services and aftermarket customer programs.

The Nominating and Governance Committee (the "Committee") considers the names of candidates submitted by management and members of the Board of Directors. It also considers recommendations by stockholders submitted in writing to the chairman of the Nominating and Governance Committee at P.O. Box 1518, 11<sup>th</sup> Floor, Bellevue, WA 98009. The Committee may also engage the services of a private search firm from time to time to assist in identifying and screening director candidates.

### Basic Qualifications

To be a qualified director candidate, a person must have achieved significant success in business, education or public service, must not have a conflict of interest and must be committed to representing the long-term interests of the stockholders. In addition the candidate must have the following attributes:

- the highest ethical and moral standards and integrity;
- the intelligence, education and experience to make a meaningful contribution to board deliberations;
- the commitment, time and diligence to effectively discharge board responsibilities;
- mature judgment, objectivity, practicality and a willingness to ask difficult questions;
- the commitment to work together as an effective group member to deliberate and reach consensus for the betterment of stockholders and the long-term viability of the Company.

### Experience Qualifications

- Candidates from the field of business shall currently hold (or have been) a chief executive officer, chief operating officer, chief financial officer or a senior managerial position with a major corporation.
- Candidates from the field of education shall hold (or have held) a significant position at a prominent educational institution as a senior administrator.
- Candidates from the field of public service shall be individuals who have held a significant managerial or policy-making position as an elected or appointed official at the national or international level.

### Evaluation Process

The Committee (and the Board) shall evaluate qualified candidates by assessing their background against these Guidelines. The Committee shall receive and review written biographies, conduct background investigations as appropriate, conduct personal interviews and collect additional information as they deem appropriate. The Committee shall select nominee(s) and recommend them to the independent members of the Board for approval.