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☞ Details: Follow-up: Letter Report (November 2004), Opportunities Industrialization Center of Greater Milwaukee

(FORM UPDATED: 08/11/2010)

WISCONSIN STATE LEGISLATURE ... PUBLIC HEARING - COMMITTEE RECORDS

2005-06

(session year)

Joint

(Assembly, Senate or Joint)

Committee on Audit...

COMMITTEE NOTICES ...

- Committee Reports ... **CR**
- Executive Sessions ... **ES**
- Public Hearings ... **PH**

INFORMATION COLLECTED BY COMMITTEE FOR AND AGAINST PROPOSAL

- Appointments ... **Appt** (w/Record of Comm. Proceedings)
- Clearinghouse Rules ... **CRule** (w/Record of Comm. Proceedings)
- Hearing Records ... bills and resolutions (w/Record of Comm. Proceedings)
 - (**ab** = Assembly Bill) (**ar** = Assembly Resolution) (**ajr** = Assembly Joint Resolution)
 - (**sb** = Senate Bill) (**sr** = Senate Resolution) (**sjr** = Senate Joint Resolution)
- Miscellaneous ... **Misc**

* Contents organized for archiving by: Stefanie Rose (LRB) (September 2012)

3353 N. Dr. Martin Luther King, Jr. Dr.
Milwaukee, WI 53212
Telephone: (414) 908-3494
Fax: (414) 908-3432

OIC-GM

Fax

To: Representative Jeskewitz	From: Tyrone P. Dumas
Fax: (608) 282-3624	Pages: (15 including cover sheet)
Phone: (608) 266-3796	Date: 1-14-05
Re: LAB Responses	CC:

Urgent For Review Please Comment Please Reply Please Recycle

Please confirm receipt of this fax by calling Teresa Perkins at (414) 908-3494.

*-Done
TJP 1-14-05*

January 14, 2005

Representative Suzanne Jeskewitz
P. O. Box 8952
Madison, WI 53708-8952

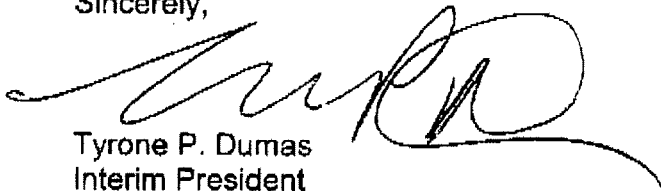
Dear Representative Jeskewitz:

We are attaching responses to questions raised in the LAB Audit and during our hearing on 12/1/04. I've also included additional informational updates on recent issues that evolved in the news.

I'd like to thank you for your frankness and input as we here at OIC-GM work to make appropriate changes in our operations and service delivery systems.

We will be accountable stewards and trustees of the public monies we receive and serve the community with respect, pride and humility.

Sincerely,

A handwritten signature in black ink, appearing to read 'Tyrone P. Dumas', with a large, stylized flourish extending from the end of the signature.

Tyrone P. Dumas
Interim President

TPD/TAP

January 14, 2005

Senator Carol A. Roessler and
Representative Suzanne Jeskewitz, Co-chairpersons
Joint Legislative Audit Committee
State Capitol
Madison, WI 53702

RE: LAB Responses

1. Our 2003 Virchow & Krause Audit will be completed by 1/23/05 and forward to the Department of Workforce Development, County, City, and Federal authorities. Meetings are being held with our Board, Bankers and DWD to review final drafts.
2. The State has moved for our 2004 and 2005 W-2 allocation \$444,000 in charges that were deemed improper payments to Attorney Sostarich and Porter. (It should be noted that OIC-GM had 2004 expenditures to Mr. Porter, which in 2005 maybe deemed not appropriate also).
3. OIC-GM has begun the process to eliminate various portions of our Affiliate relationships. The U. S. Attorney has indicted Opportunities Investment Associates of Greater Milwaukee (OIA) and The Garfield Foundation. The courts will render a decision in the middle of January 2005 as to how OIC-GM should dissolve both entities and sell off their assets.
 - New Concept Self Development Center, Inc. will no longer be an Affiliate as of 1/1/05. We will continue our partnership on the management of our Federal Healthy Marriage, Abstinence, and Mentoring Programs. They rent their buildings from Garfield Foundation and OIC guaranteed some debt in 2003. Those will be resolved with the dissolving of the Garfield Foundation, and OIA.
 - Inner City Redevelopment Corp. (ICRC) Board has voted to sever its Affiliate Partnership with OIC also as of 1/1/05. Details of any debt or loan guarantees are still being resolved with their Board or Directors
 - OIC has asked the City of Milwaukee Block Grant Office (CDBG) to allow us to move Project Respect under the OIC umbrella as a program service delivery unit. The Project Respect Board has dissolved its Affiliate relationship with OIC-GM.

(Attachment A Letter to Steve Mahan, Attachment B OIC Resolution, Attachment C Project Respect Resolution)

- Human Service Triangle (HST) will dissolve in 2005 as we work with an attorney to formally get it off our books.
 - Learning Opportunities Center (LOC) will be our only Affiliate after all our dissolution work is complete in 2005. We will continue to evaluate its status in 2005, first quarter.
 - We also are working to sever our relationships (with legal consultation) with Urban Developers, LLC and Festival Corn, Inc.
4. OIC-GM is working with our attorney to file an insurance claim or seek other routes to get our \$444,000 in services rendered by Attorneys Sostarich and Porter. We can't predict whether we will have a successful outcome to recover our monies back but we will try.
5. Other Governmental entities are seeking a return of monies for legal services rendered by Attorneys Sostarich and Porter deemed not appropriate expenditures.
- The State Weatherization Program has recovered \$42,758 of its monies so far. It should be noted that OIC-GM and the State Department of Energy have come to an agreement that they will pay contractors out of the \$456,664.95 owed OIC-GM and have liens removed from the home of program clients. OIC is responsible for any balances.
 - Communications are in process with the Department of Public Instructions, City of Milwaukee and Milwaukee County, as we will resolve in 2005, in the first quarter.
6. We have not come to an agreement with DWD on all the questionable expenses.
- a. The \$75,100 paid to a Radio Station for W-2 related client programming (\$40,650 to WNOV and \$34,450 to Word Warriors, Inc.) We believe the show did what it was missioned to do and our costs for 2003 (the period in question) show continuous W-2 information on a weekly basis. It should be noted that the Legislative Audit Bureau recording of the shows in question took place in 2004, which in the 2005 LAB Audit maybe also deemed non-appropriate but the 2003 OIC-GM records shows this to be money well spent.

- b. The other questionable costs were legitimate consultants George Gerharz \$2,265 and Jericho Resources who assisted in preparation of our Regions 1 and 4 RFP submittal.
 - c. The trip cost (like any transit system) does not change whether you have one (1) or a full vehicle when moving clients from point "A" to "B". We believe this is an ok expenditure.
 - d. The Sam's Club cost is not appropriate and will be repaid.
 - e. We will work with DWD to bring closure to the above questionable cost expenditures, within the next few weeks.
7. Attached you find a new organizational chart and accompanying budget for administration of OIC-GM. I Tyrone P. Dumas am taking a personal reduction in pay of \$45,000 to have a salary of \$120,000. We have reduced salaries and compensation by a total of \$687,511. To align with our new organizational chart. (**Attachment D Organizational Chart**)
8. Our new Employee Code of Ethics is also attached that has been signed by all OIC-GM employees. I have recently put into place some financial safeguards for OIC-GM Finances. (**Attachment E Employee Code of Ethics**)
- a. We have placed a guard at the building to monitor who comes in and out of the building. (Note: our Finance Department is located in a building about 2 miles west of our corporate headquarters).
 - b. Limited overtime and weekend work without approval.
 - c. I must approve all checks and wire transfers other than payroll on a daily basis. (**Attachment F Interoffice Memo**)
 - d. I must now have access to the OIC-GM financial systems.
 - e. We are working with our bankers for additional assistance, in the areas of finance oversight and accountability.
 - f. I will be making major changes in our finance department leadership, by interviewing for a crisis leadership team with the intent to have it in place by 1/23/05.
 - g. I am moving all of our corporate functions into one building by 2/1/05 to provide more oversight, security, efficiencies, and accountability.
 - h. We will be notifying our creditors of our financial plight as we move to 60-90-120 day payables. We must manage our daily cash flow effectively so we can operate and deliver our services within the Community.
9. We at OIC-GM endorse the Global Sullivan Principles where we will always respect the law, and as a responsible member of society, we will apply these Principles with integrity consistent with the legitimate role of business. We will develop and implement company policies, procedures,

training and internal reporting structures to ensure commitment to these Principles throughout our organization. We believe the application of these Principles will achieve greater tolerance and better understanding among peoples, and advance the culture of peace.

- *Express our support for universal human rights and, particularly, those of our employees, the communities within which we operate and parties with whom we do business.*
- *Promote equal opportunity for our employees at all levels of the company with respect to issues such as color, race, gender, age, ethnicity or religious beliefs, and operate without unacceptable worker treatment such as the exploitation of children, physical punishment, female abuse, involuntary servitude or other forms of abuse.*
- *Respect our employees' voluntary freedom of association.*
- *Compensate our employees to enable them to meet at least their basic needs and provide the opportunity to improve their skill and capability in order to raise their social and economic opportunities.*
- *Provide a safe and healthy workplace; protect human health and the environment; and promote sustainable developments.*
- *Promote fair competition including respect for intellectual and other property rights, and not offer, pay or accept bribes.*
- *Work with governments and communities in which we do business to improve the quality of life in those communities – their educational, cultural, economic and social well-being – and seek to provide training and opportunities for workers from disadvantaged backgrounds.*
- *Promote the application of these Principles by those whom we do business.*

10. We will hold a Retreat in January or February of 2005 to solidify the OIC-GM Mission for the Executive Staff and Board of Directors; so we can move forward to accomplish our goals in a "**We Are One**" philosophy holding fast to the dream of the late Dr. Rev. Leon H. Sullivan. We at OIC-GM will "**Move Mountains...To Help People Help Themselves!**"

Cc: Janice Mueller, State Auditor
Bill Clingan, Division Administrator
Roberta Gassman, Secretary
Brenda Bell-White, Section Chief
State Senator Lena Taylor
Alderman Michael McGee, Jr.
County Supervisor Willie Johnson, Jr.
Steven M. Biskupic, U. S. Attorney
OIC-GM Board of Directors



OPPORTUNITIES INDUSTRIALIZATION CENTER

OF GREATER MILWAUKEE, INC.

Corporate Office

3353 N. Dr. Martin Luther King Jr. Drive • Milwaukee, Wisconsin 53212
414 908-3300 • Fax 414 908-3485 • TTY 414 908-3241

Administrative Office

2835 N. 32nd Street • Milwaukee, Wisconsin 53210
414 908-3300 • Fax 414 908-3337 • TTY 414 908-3241

Attachment A

December 13, 2004

Steve Mahan, Director
Block Grant Office
City of Milwaukee
202 East Wells Street, Room 606
Milwaukee WI 53202

Dear Mr. Mahan,

This is in follow-up to your conversation on Thursday, December 9, 2004 with Mr. Tyrone Dumas, Interim President, OIC-GM. As indicated, OIC-GM and Affiliates is in the process of reorganizing to create a streamlined and more effective operation. This is also intended to clarify longstanding relationships that included a number of organizational affiliations. To this end, the Project RESPECT Board of Directors has approved the dissolution of Project RESPECT, Inc. and the transfer of all program and fiscal responsibilities to OIC-GM. Project RESPECT will become a program service delivery unit under OIC-GM.

Attached is a resolution from the Board of Directors of Project RESPECT and approval from OIC-GM in support of this request. Thank you for considering this request. OIC-GM and Project RESPECT staff look forward to continuing to deliver services in the Amani neighborhood. If you require additional information or have any questions, please do not hesitate to call me at 414-908-3442 or 414-573-8224.

Sincerely,

Georgia M. Cameron
Sr. VP/Interim COO

Attachments: Resolution Project RESPECT
Approval OIC-GM

Cc: Tyrone P. Dumas
Benson Muzondo
Mary Coleman

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
OPPORTUNITIES INDUSTRIALIZATION CENTER
OF GREATER MILWAUKEE, INC. ("OIC-GM")**

WHEREAS, the Board of Directors of the Opportunities Industrialization Center of Greater Milwaukee, Inc. (OIC-GM), approved at its October 25, 2004 regular Board of Directors meeting the dissolution of Project RESPECT, Inc.,

Whereas, the OIC-GM Board of Directors also approved moving Project RESPECT Inc. to program status under OIC-GM,

Whereas the OIC-GM Board of Directors authorizes the transfer of the CDBG award for 2005 from Project RESPECT, Inc. to OIC-GM,

Whereas, OIC-GM will deliver the services provided by the CDBG award under OIC-GM,

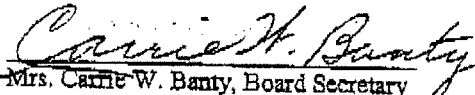
Whereas, OIC-GM will assume responsibility for all program management and fiscal operations,

Be it Resolved that the Board of Directors of the Opportunities Industrialization Center of Greater Milwaukee, Inc. approves the above stated resolution.

CERTIFICATION

I, HEREBY CERTIFY that I am the duly elected and incumbent Secretary of Opportunities Industrialization center of Greater Milwaukee, Inc., a Wisconsin corporation ("OIC-GM"), and that attached hereto is a true and complete copy of resolutions of the board of directors of OIC-GM adopted as of December 13, 2004. Said resolutions have not been amended, repealed or revoked and are now in full force and effect.

Dated Dec. 13, 2004


Mrs. Carrie W. Banty, Board Secretary

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
Project RESPECT, Inc.**

Whereas, the Project RESPECT, Inc. Board of Directors approves dissolving the Project RESPECT, Inc.

Whereas, all assets of Project RESPECT, Inc. will be transferred to Opportunities Industrialization Center of Greater Milwaukee, Inc. (OIC-GM)

Whereas, the Project RESPECT, Inc. Board authorizes the transfer of the CDBG award for 2005 from Project RESPECT, Inc. to the Opportunities Industrialization Center of Greater Milwaukee, Inc.

Whereas, OIC-GM will deliver the services provided by the CDBG award under OIC-GM

Whereas, OIC-GM will assume responsibility for all program management and fiscal operations

Be it resolved that the Board of Directors of Project RESPECT, Inc. approves the dissolution of Project RESPECT, Inc. effective December 13, 2004.

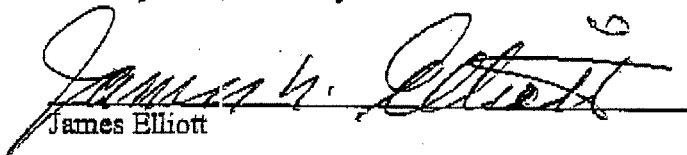
Dated this 13th day of December, 2004



Rev. Fred L. Crouther, Treasurer

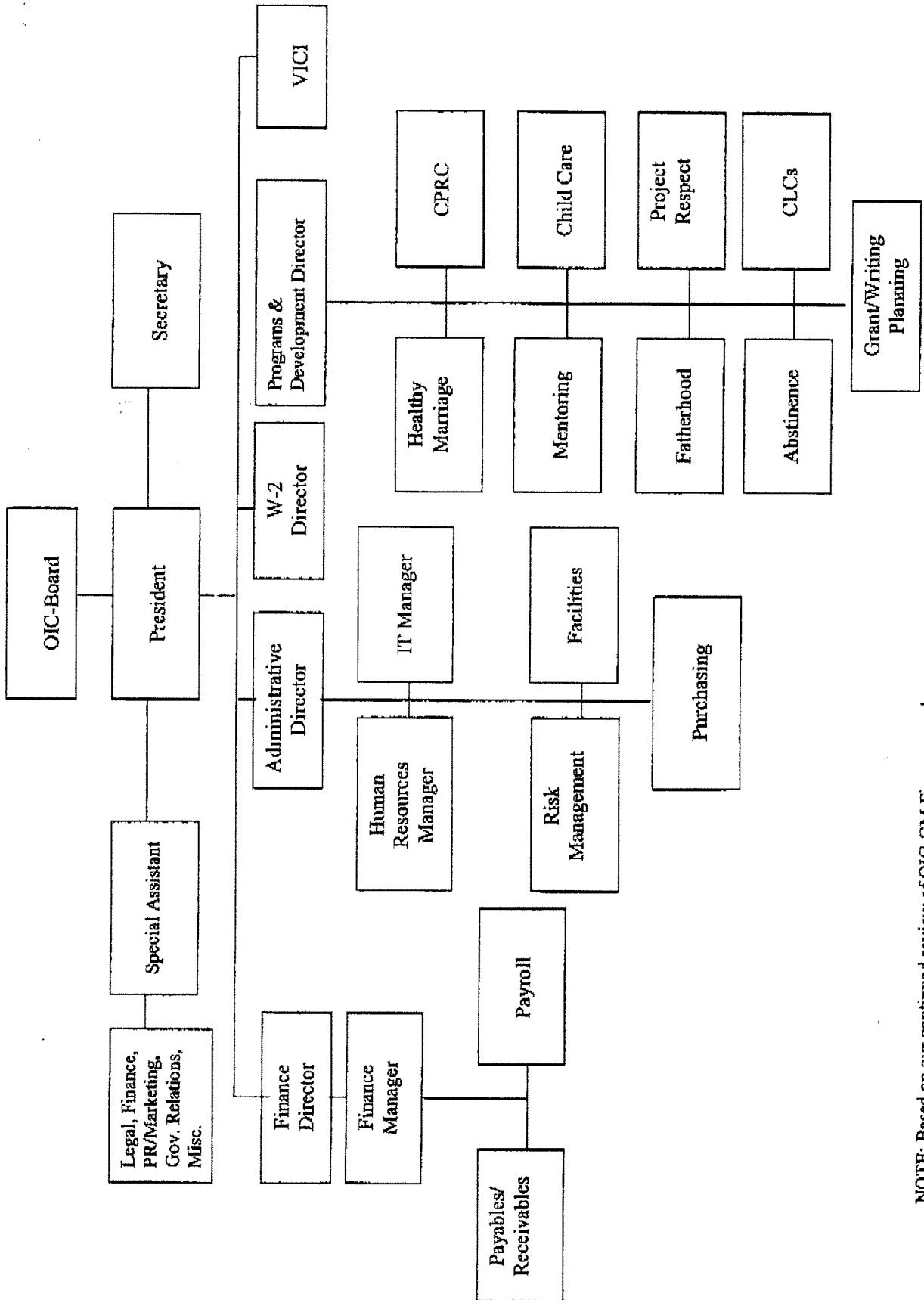


Jim Copeland, Secretary



James Elliott

OPPORTUNITIES INDUSTRIALIZATION CENTER OF GREATER MILWAUKEE, INC.
 Proposed Organizational Chart
 January 10, 2005



NOTE: Based on our continued review of OIC-GM Finances and other areas of interest this organizational chart is a work in progress.

OIC-GM

EMPLOYEE CODE OF ETHICS

The mission of OIC-GM and its affiliate agencies includes significant efforts to promote ethical conduct in how employees perform their duties and deliver services to our customers. OIC-GM officers hold an important and elevated role in corporate governance. As members of the management team, they are uniquely capable and empowered to ensure that all stakeholders' interests are appropriately balanced, protected and preserved.

This Code provides principles to which all employees are expected to adhere and advocate. They embody rules regarding individual and peer responsibilities, as well as responsibilities to employers, the public, and other stakeholders. Violation of OIC-GM's Employee Code of Ethics shall be cause for corrective or disciplinary action.

All employees of OIC-GM and its Affiliates will:

1. Demonstrate the highest standards of personal integrity, truthfulness, honesty and fortitude in all work activities in order to inspire public confidence and trust in our Agency; perform their duties in a fair, impartial and professional manner.
2. Be prompt and regular in reporting to work and be diligent, competent and efficient in the performance of duties.
3. Approach our organization and operational duties with a positive attitude and constructively support open communication, creativity, dedication and compassion.
4. Serve the public with respect, concern, courtesy and responsiveness, recognizing that service to the public is beyond service to oneself.
5. Comply with applicable rules and regulations of federal, state, and local governments, and other appropriate public and private regulatory agencies.
6. Support, implement and promote equal employment opportunity by our recruitment, selection and advancement of qualified persons from all elements of society and not display prejudice against persons or organizations, thus affecting cordiality of contacts with other employees or the public.
7. Avoid activities in personal and professional relationships that are in conflict or may appear to be in conflict with this Code of Ethics, could prove to be incompatible with assigned duties, or which place their personal interests above those of OIC-GM. Employees must avoid conflicts of interest between their private financial activities and their part in the conduct of company business.

8. Practice honesty, integrity and fairness in all aspects of their business and expect the same in their relationships with all those with whom they do business. The direct or indirect offer, payment, soliciting and acceptance of bribes in any form are unacceptable practices.
9. Ensure that all business transactions on behalf of a OIC-GM must be reflected accurately and fairly in the accounts of the company in accordance with established procedures and be subject to audit.
10. Not grant any special consideration or advantage to individuals or groups beyond that which is available to every other individual or group, eliminate all forms of fraud and mismanagement of funds, and proactively promote ethical behavior among peers, in the work environment and the community.
11. Respect and protect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of one's work will not be used for personal advantage.
12. Exercise whatever discretionary authority they have under law to promote the public interest and not use their positions to receive special favors for themselves or others.
13. Share knowledge and maintain skills important and relevant to constituents' needs and accept as a personal duty the responsibility to keep up to date on emerging issues and to administer the public's business with professional competence, fairness, impartiality, efficiency and effectiveness.
14. Not use OIC-GM funds, supplies or facilities for purposes other than to conduct official company business.
15. Exercise care and emphasize safety in the use of OIC-GM property and equipment.
16. Report known or suspected violations of this Code.
17. Be accountable for adhering to this Code.

Acknowledgment of Receipt of

OIC-GM and Affiliates

EMPLOYEE CODE OF ETHICS

I certify that I have received the OIC-GM Employee Code of Ethics. I understand it is my responsibility to read and understand the provisions therein and to seek clarification on any provision of the code as needed.

I understand that information in this code is subject to amendment or revision by OIC-GM at anytime, with or without notice. I understand that changes in the code may supercede, modify or eliminate any provision of this code.

By my signature below I affirm that I will comply with the standards set forth in this code and conduct myself according to its terms. I understand that failure to do so might result in disciplinary action.

Employee Name (please print)

Employee Signature

Date

Company Representative Name (please print)

Company Representative Signature

Date



INTEROFFICE MEMO

Date: 1/7/05

To: Benson Muzondo
Mark Asante
OIC-GM Accounting Staff

From: Tyrone P. Dumas, Interim President

Cc: Rev. Fred L. Crouther, Board Chair
Linda Stewart, Finance Chair
Executive Staff

EFFECTIVE IMMEDIATELY

All OIC-GM checks issued for payments and wire transfers will have to be approved by myself until otherwise notified. I will personally review ALL disbursements of funds!



OFFICE OF THE PRESIDENT MEMO

Date: November 16, 2004
To: Executive Staff, Directors and Department Managers
From: *TPD* Tyrone P. Dumas, President
Subject: Immediately Cease all Non-Essential Spending and Hiring

In order to work toward a balanced budget, effective immediately, all non-essential spending must stop. Spending on regular office supplies necessary for the continued operation of the organization is appropriate. All spending, must be approved by a Vice President level or above.

Non essential items may include renewals of subscriptions, unless those are necessary for the operation of the business or are a requirement of a particular contract.

- Out of town travel, must cease, unless all costs are covered by a particular contract and is a requirement of that contract.
- Seminars and training that have not already been committed to and paid for must cease. If a particular seminar is a condition of a contract, it must be brought to the attention of the President.
- There is also a freeze on hiring employees and consultants

If there is an essential need to hire an employee, because of contract requirement, the request must still be pre approved.

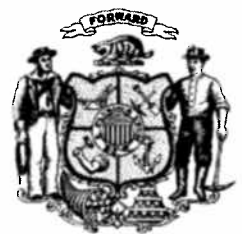
All non essential purchases should be reviewed by the department head and forwarded to Georgia Cameron, COO. Upon her approval, she will forward those requests to me for final approval.

Thank you for your cooperation.

Cc: Rev. Fred L. Crouther, Board Chair
OIC-GM Board of Directors



WISCONSIN STATE LEGISLATURE



OIC-GM

Chairman's Report To Legislative Audit Bureau Committee

January 15, 2005



"Helping People Help Themselves"

Rev. Fred L. Crouther, Board Chairman

Reverend Leon H. Sullivan - Founder

"37 Years Continuing the Sullivan Legacy -

Helping People Help Themselves"

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MEMBERS OF OIC-GM BOARD OF DIRECTORS

January 11, 2005

Rev. Dr. Fred L. Crouther--Chairman

Pastor

New Covenant Baptist Church

2315 N. 38th Street

Milwaukee, WI 53210

Phone (414) 873-1221/ Fax (414) 873-8614

Mr. Douglas P. Brodzik --Vice Chairman

Senior Vice President Commercial Banking

M&I Bank

770 N. Water Street

Milwaukee, WI 53202

Phone (414) 765-7714/ Fax (414) 298-2719

Mrs. Carrie W. Banty--Secretary

Retired Educator

Milwaukee Public Schools

8160 S. Woodridge Drive

Oak Creek, WI 53154-2715

Phone (414) 762-1265

Mr. Jim R. Copeland--Treasurer

4157 N. 13th Street

Milwaukee, WI 53209-6903

Phone (414) 286-3370/ Fax (414) 264-8124

Mr. James N. Elliott

Retired President

Milwaukee Building & Construction Trades

Council AFL-CIO

4130 N. 104th Street – Unit E

Milwaukee, WI 53222

Phone (414) 461-7743

Mrs. Carole Culbreath

Travel Consultant/Manager

Park Travel

P. O. Box 091476

Milwaukee, WI 53209

Phone (414) 449-9680/ Fax (414) 444-9021

MEMBERS OF OIC-GM BOARD OF DIRECTORS

January 11, 2005

Rev. Clarence G. Robinson D. D.

Presiding Elder

Fourth Episcopal District Office AME Church

521 Appian Way

Matteson, IL 60443

Phone (708) 747-8280/ Fax (708) 747-8287

Rev. Michael A. Cousin

Pastor

Bethel AME Church

6626 N. 114th Street

Milwaukee, WI 53223

Phone (414) 350-1962

Dr. Linda Stewart, Ph.D

President

North Milwaukee State Bank

5630 W. Fond du Lac Ave.

Milwaukee, WI 53216

Phone (414) 466-2344, ext. 128/ Fax (414) 466-6248

Mr. Fred Jones

Entrepreneur

4285 Peppercorn Circle

Brookfield WI 53005

Phone (262) 783-6728

Mr. Richard Cox

Retired Superintendent

Milwaukee County House of Corrections

3950 North 36th Street

Milwaukee WI 53216

Phone (414) 873-6402/No Fax

DOUGLAS P. BRODZIK
2601 EAST OLIVE STREET
SHOREWOOD, WI 53211

WORK EXPERIENCE:

M&I Marshall & Ilsley Bank

1997 to Present

Senior Vice President & Manager of the Southeast Wisconsin Commercial Real Estate Department

Security Bank S.S.B.

1987 to 1997

Vice President and Manager of the Commercial Real Estate Department

GMAC Mortgage

1984 to 1987

Vice President and Manager of the Milwaukee Loan Production Office

M.G.I.C.

1977 to 1984

Commercial Real Estate Appraiser and Limited Partnership Underwriter

First Wisconsin National Bank (k/n/a US Bank)

1974 to 1977

Commercial Real Estate Analyst

Mutual Savings & Loan

1973 to 1974

Management Trainee

EDUCATION: MBA 1977 University of Wisconsin Milwaukee
BBA 1973 University of Wisconsin Milwaukee

PROFESSIONAL DESIGNATIONS/LICENSES:

- MAI 1985 Designation Appraisal Institute
- CCIM 1997 Designation – National Association of Realtors
- GAA Appraisal Designation 1997 National Association of Realtors
- Licensed General Appraiser – State of Wisconsin
- Licensed Real Estate Broker – State of Wisconsin
- Graduate of Banking School – 1996 University of Virginia

COMMUNITY WORK/PROFESSIONAL AWARDS:

- President MAI Chapter – 1993
- President Southeast Wisconsin Commercial Association of Realtors – 1997
- Realtor Board 1993-1997
- Boys & Girls Club Medallion Campaign 1992-1996
- ICRC Board – 1982 to Present
- OIC Board – 1984 to Present

4825 Peppercorn Circle • Brookfield, WI 53005
(262) 783-6418 Fax (262) 783-6493

FRED E. JONES

E-mail: Eion312@aol.com

EXECUTIVE MANAGEMENT

Chief Executive Officer / Business Development

Executive leader with 30 years of successful experience and visible achievements in business development/ startup, strategic business partnerships and emerging markets. Experience developing high-caliber sales and marketing teams.

Strategic thinker and planner, skilled in the design and execution of effective sales, marketing and business programs with a proven history of delivering exceptional P&L results.. Possess outstanding leadership and expertise in high-technology solutions and team building strengths that generate optimum productivity and performance excellence from sales staff.

KEY MANAGEMENT STRENGTHS

Strategic Business Planning
Market Assessment & Research
Competitive Product Positioning
Sales Training & Development

Strategic Marketing Initiatives
Solution-focused Selling
Team Building & Management
Customer Relationship Management

EXECUTIVE HIGHLIGHTS

- Led division through period of sustained growth and expansion with revenue increasing from \$20M to \$75M during last 5 years, overcoming intense competitive markets.
- Strengthened customer relationships within automotive industry.
- 2001 Wisconsin Business Hall of Fame Laureate
- Board Chairman, Wisconsin Automotive and Truck Dealers Association
 - ✓ Outstanding Leadership Award
 - ✓ Pontiac Master Manager Award for Outstanding Performance
 - ✓ Customer Satisfaction and Efficient Dealership Operation
 - ✓ 1994 - GMAC Million Dollar Club
 - ✓ 1995 - Dancing Stallion Award, Wisconsin Automobile & Truck Dealers Association
 - ✓ Certificate of Appreciation, State of Wisconsin Department of Transportation
 - ✓ General Motors Market Builders Award
- Black Enterprise List of America's Most Successful Black Owned Automobile Dealers
 - ✓ Black Enterprise 100 Largest Black Automobile Dealerships
 - ✓ 1989 - Black Enterprise Outstanding Business and Achievement Award
- Small Business Advocate of the Year, Wisconsin Minority Small Business Association
 - ✓ Minority Business of the Year
 - ✓ NAACP "Celebrating Our Legacy Award" for Contribution and Achievements in Business and Community
 - ✓ 1990 Black Achievers Award
 - ✓ Distinguished Leadership Award UNCF

CAREER PROGRESSION

FRED JONES PONTIAC GMC TRUCKS - Brookfield, Wisconsin
Principal/ Owner (1983 - Present)

Owner operator of successful company focused on new and used automobiles and services

THE MORTGAGE EXCHANGE, LLC. - Brookfield, Wisconsin
Principal/ Partner (2002 - Present)

Mortgage loan origination for residential, commercial and investment real estate.

MOBILE/ CLARK SERVICE STATIONS - Milwaukee, Wisconsin
Principal/ Owner (1968 - 1990)

Owner operator of successful gasoline distribution stations.

EDUCATION

DOCTOR OF HUMANE LETTERS, Little Rock, Arkansas
Arkansas Baptist College, 1995

BUSINESS MANAGEMENT CERTIFICATION PROGRAM, Detroit, Michigan
University of Detroit, 1983

ACCOUNTING CREDITS, Milwaukee, Wisconsin
UW- Milwaukee Extension and Bryant Stratton Business College

AFFILIATIONS

Director at Large, Wisconsin Automobile & Truck Dealers Association
Past President, Wisconsin Automobile & Truck Dealers Association
Board Chairman, Legacy Bank, SSB
Chairman, United Negro College Fund Walk/ Run and State Advisory Council
Brookfield Chamber of Commerce
Milwaukee Chamber of Commerce
African American Chamber of Commerce
Statewide Board Member, United Negro College Fund Walk/ Run
Board of Directors, America's Black Holocaust Museum
Board Member, Small Business Association
Board Member, Salvation Army
Board Member & Sponsor, African World Festival
Advisory Board member, Biltmore Investors Bank
Milwaukee Urban League
Lifetime Member NAACP

REFERENCES

Available Upon Request

Richard C. Cox

Summary of Experience

- Over 20 years directorial experience in administration and management
- Board Member of Southeast Wisconsin Professional Baseball Park District 1995 - 2002
- Accomplished manager of annual budgets of more than \$30M
- Progressive and creative administrator of diverse and complex operations
- Meaningful role in approximately \$0.5B of capital projects
- Proactive and experienced in achieving diverse business participation (over \$100M on Miller Park Pr

Professional Experience:

Vice President Milwaukee Brewers Baseball Club, 2003 Milwaukee, WI

- Responsible for all aspects of operation and maintenance of the Miller Park Complex
- Oversight of multi-million dollar budget
- Part of senior management team

Superintendent Milwaukee County House of Correction, 1993-2001 Milwaukee, WI

- Led and administered large multi-facility jail system with \$30M budget
- Provided oversight for \$20M of expansion construction and renovation projects
- Managed unprecedented growth of staff and facilities

Facility Administrator, 1992-1993 Milwaukee County Sheriff's Department, 1975-1993 Milwaukee, WI

- Progressed through the ranks from Deputy Sheriff to Facility Administrator
- Spearheaded and coordinated Sheriff Department's role in the planning, construction, and opening of t \$106M of the Criminal Justice Facility, completing project on time and within budget
- Maintained multi-million dollar jail operations during construction of Criminal Justice Facility

Education:

- Bachelor of Science, Criminal Justice, University of Wisconsin – Milwaukee
- Graduate of 148th Session of the FBI National Academy
- Certificate of Public Administration, University of Milwaukee, Division of Outreach and Continuing Education

Professional Activities and Experience:

- Southeast Wisconsin Professional Baseball Park District Board (Member of Construction Committee Chair of the Participation Committee).
- Benedict Center Board Directors

- Past-President of University of Wisconsin – Milwaukee Alumni Association
- American Jail Association, Board of Directors 2000-2001
- Past President and founding member WI Jail Association
- National Organization of Black Law Enforcement Executives – Life Member
- University of Wisconsin – Milwaukee Athletic Board of Directors 1994-1998
- Search and Screen Committee Member for University of Wisconsin – Milwaukee Chancellor, 1997
- Active member Greater Galilee Missionary Baptist Church

Reverend Fred L. Crouther, Pastor

SUMMARY OF QUALIFICATIONS

As Pastor of New Covenant Baptist Church for 25 years, oversees several Corporations under the umbrella of the church including the New Covenant Corporation, New Covenant Credit Union, New Covenant Housing Corporation, New Covenant Development Corporation and the New Covenant Holistic Corporation. Under the New Covenant Housing Corporation, the church developed and manages a \$20 million dollar housing project which includes 87 townhouses and apartments, located in Milwaukee's central city.

PROFESSIONAL EXPERIENCE

Pastor

*New Covenant Baptist Church, 1979 to Present
Milwaukee, Wisconsin*

- Grew the church from 156 members to over 600 members
- Led the congregation in the construction of 87 townhouses and apartments and was the driving force to restructure the Education Building that is used by the Urban League Academy of Business and Economics for grades K-1 through 6th

Pastor

*Greater Galilee Baptist Church, 1971 to 1979
Milwaukee, Wisconsin*

EDUCATION

2005-Currently working on Ph.D.

Faith Seminary, Tacoma Washington

2004-Masters degree in Theology

Faith Seminary, Tacoma Washington

1964 - BA Theology

American Baptist Theological Seminary, Nashville TN

1962 - Ordained a minister of the Gospel

1959 - BS Agriculture

Alcorn A&M College, Lorman MS

1959 - Licensed to Preach the Gospel

PROFESSIONAL ACTIVITIES

Chairman, Board of Directors OIC-GM
Chaplain, Milwaukee County Sheriff's Department
Chaplain, Sinai Samaritan Medical Center
Chairman, Board of Directors of M-7 Corporation
Chairman, Community Safety Coalition
Member, Wisconsin Baptist Pastors' Conference
Member, Milwaukee Inner City Congregations Allied for Hope
Life Member, NAACP

PAST COMMUNITY BOARDS

President, Wisconsin General Baptist State Convention
2nd Vice President, National Baptist Convention USA, Inc.
Chairman, Finance, Budget and Registration, National Baptist Convention USA, Inc.
Member, Board of Directors National Baptist Convention USA, Inc.
Coordinator, Chaplaincy Program for the Federal Government
Vice President, Wisconsin Judicial Commission
Member, Minister's Steering Committee for the Milwaukee Public School Board

HONORS AND AWARDS

2004 – Civic Leadership Award from North Milwaukee State Bank
2004 – Celebrated 25 Years as Pastor of New Covenant Church
2003- Received Honorary Doctorate Degree from St. Thomas Christian College, Jacksonville FL.
Excellence in Faith Based Housing & Neighborhood Revitalization Award from the White House Faith Based Initiative
Leadership Award from the Huebschman Urban Ministry
Outstanding Leadership Awards from the Wisconsin State Senate and the Wisconsin State Congress
Minister of the Year from the National Laymen
Merit Award from the American Baptist College
Leadership Award from Governor Tommy Thompson
Service Award from the National OIC

FAMILY

1966- Married Mary Louise Minor
Two Adult Children – David and Tamara

JAMES N. ELLIOTT
4130 N. 104th STREET UNIT E
MILWAUKEE, WI 53222
(414) 461-7743

DATE OF BIRTH: June 13, 1930

AGE: 73 Years

EMPLOYMENT: **Wisconsin Technical College System Foundation, Inc.**
Special Assistant to the President 1998 - Present

Milwaukee Building & Construction Trades Council
President 1974-1996

**International Union of Elevator
Construction Local** 1956-1974
Business Manager

Otis Elevator Company 1951-1956

MILITARY SERVICE **United States Air Force**
Honorable Discharge
As Staff Sergeant 1947-1951

EDUCATION **Hi-Mount Grade School** Milwaukee, WI
Steuben Junior High School Milwaukee, WI
Washington High School Milwaukee, WI
(Non-Graduate 1947)

Present Organizations **Greater Milwaukee Committee**
Member

**Opportunities Industrialization Center of
Greater Milwaukee**
Board Member

Great Lakes Higher Education Corporation
Board Member

University of Wisconsin System Board of Regents
Regent Emeritus

Milwaukee County Research Park Corporation
Board Chairman

Wisconsin Technical College System Foundation
Board Secretary

Past Organization

United Way of Greater Milwaukee
Corporate Member

**Wisconsin Board of Vocational, Technical and
Adult Education**
Board Member

Milwaukee County Labor Council, AFL-CIO
Executive Board Member

Milwaukee Metropolitan Sewerage District
Chairman-Commissioner

National Elevator Industry Pension Plan
Trustee

University Wisconsin – Milwaukee Foundation Board
Board Member

Carrie W. Banty

Education 1970 UWM-Milwaukee Milwaukee, WI
Masters of Science, Educational Psychology
Additional graduate studies at UWM, Marquette University and McPheerson College

1959 UW-Madison Madison, WI
Bachelors of Business Administration

Professional experience 1993-1996 University of Wisconsin/Parkside Kenosha, WI
Assistant Director, Pre-College Programs
Coordinated pre-college programs between University and high schools in Racine and Kenosha areas

1993-1996 Time Insurance Co., YWCA, Milwaukee, WI
Compact for Educational Opportunities Program

Consultant
Performed training, taught test taking skills and recruited mentors

1961-1992 Milwaukee Public Schools Milwaukee, WI
Teacher, Counselor and Guidance Director - Retired
Teacher, counselor in charge of guidance department, including coordinating activities between central office, testing and counseling students

Professional memberships Milwaukee Alumnae Chapter, Delta Sigma Theta Sorority, Past President's Advisory Council; Certified Professional Counselor (CPC) State of Wisconsin

Awards Educator of the Year Award, 1986; Who's Who of American Women, 16th Ed. 1989-1990

Community activities Member of St. Mark A.M.E. Church – 40 years; Board of Directors Secretary OIC-GM; Women's Auxiliary, Frontiers International, Inc., NAACP, Milwaukee Teachers Education Association (Retired); Volunteer: Douglas Academy proctoring for State Exams; State Planning Committee for Pre-College Conventions, Lowell Elem. School, Milwaukee Education Center, Middle School

Objective Continue to serve the Greater Milwaukee Community, to enhance educational opportunities for students and adults to help improve the quality of life for families and individuals.

JIM R. COPELAND

4157 N. 13TH Street
Milwaukee, Wisconsin 53209-6903

Office Ph: 414-286-3370
Home Ph: 414-372-5592

OVERVIEW OF QUALIFICATIONS

Seasoned professional with more than 30 years experience in leadership roles with expertise in human services, management, and staff training and development.

- Budget Development and Monitoring
- Revenue Estimating
- Policy Development and Interpretation
- Staff Development and Training
- Presentation Skills
- Word/Excel/Access/Supernatural/Quattro

EMPLOYMENT HISTORY

City of Milwaukee

Manager, License Division, Milwaukee Common Council, Milwaukee, Wisconsin

1972 – present

2000- present

Assistant Manager, License Division

1984 – 2000

Responsible for overall management of the application and renewal process for 120 categories of licenses to ensure that transactions are in accordance with City ordinances and serve as primary contact for Common Council, City Attorney, Police, Health and other departments and the general public on matters relating to license issuance policies and procedures.

- Oversee annual renewal notification and billing process (annual volume - 23,000) and related revenue estimates
- Serve as staff to Common Council Utilities & Licensing Committee for granting, denial, suspension/revocation and relating hearings
- Propose policy changes and draft as well as present proposed ordinance changes for action by Council
- Provide monthly reports to Common Council, Wisconsin Department of Revenue and Department of Health & Family Services-Bureau of Substance Abuse Services
- Staff supervision and performance management

Administrative Assistant I & II and Community Relations Analyst,

City of Milwaukee Commission on Community Relations Veterans Outreach Program

1972 – 1984

- Responsible for investigation of discrimination complaints in the areas of employment, housing and public accommodations; report writing and case presentation to Equal Rights Division and City of Milwaukee Board of City Service Commissioners
- Oversight of Northside Community Relations Office including training and development of program staff and human relations training for Milwaukee Police Department
- Monitoring of Affirmative Action Plan and investigation of discrimination complaints filed by City employees
- Conduct Human Awareness and Relations Training (HART) and Minority Developmental workshops

JIM R. COPELAND

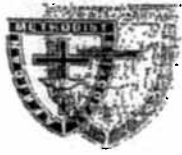
Page 2 of 2

EDUCATION

MA – Urban Affairs, University of Wisconsin-Milwaukee, Milwaukee, WI (30 credits)	1974-1975
BA – Sociology, University of Wisconsin-Milwaukee, Milwaukee, WI	1973
Associate Degree – Milwaukee Area Technical College, Milwaukee, WI	1971

Professional Development

- Pre-Supervisory Training, Planning and Organizing
- Dynamics of Supervision – Management by Objectives
- Leadership Development Training – Achievement Motivation Program
- Department Personnel Policies – Module VII and Update
- Employee Selection Interview Seminar
- Supervisor's Role in Affirmative Action – Module XII



The North District
Chicago Annual Conference - Fourth Episcopal District
African Methodist Episcopal Church

521 APPIAN WAY • MATTESON, IL 60443
PHONE: (708) 747-8280 • FAX: (708) 747-8287

RT. REVEREND PHILIP R. COUSIN
Presiding Bishop

REVEREND CLARENCE G. ROBINSON
Presiding Elder

Reverend Clarence G. Robinson

Birthplace: Born in Drew, Mississippi and moved to Chicago, Illinois at a very early age.

Education: I received all of my formal education in the public schools of Chicago.
B.A. Degree-Voss College, Chicago. Business Administration/ Accountant.
B.TH. Degree-Chicago Baptist Theological Institute.
M. Div. Degree Northern Baptist Theological Seminary, Lombard, Ill and Payne
Theological Seminary, Wilberforce, Ohio.

Ministry: Ordained and Elder in the African Methodist Episcopal Church in 1959.
Served as pastor in the following churches:
Baber Chapel A.M.E. - Emmanuel Temple AME - both in Chicago, Ill.
Olivet AME, South Bend, Indiana-Bethel AME, Saginaw, Michigan-Ebenezer AME
Detroit, Michigan. St. Mark AME, Milwaukee, Wisconsin.
In 2001 I was appointed the Presiding Elder of the North District of the Chicago Annual
Conference. Supervising Twenty-two churches.

Church Positions:

Dean of the Board of Examiners-candidates for ministry
Trustee Chicago Annual Conference.
Trustee Camp Baber.
Chairman of the commission on Evangelism.
Treasurer of the finance committee Chicago conference and the Fourth district.

Accomplishment:

Purchased a new church in 1969-Emmanuel Temple, Chicago, IL.
Retired the mortgage debt on Olivet, South Bend, In. 1976 (\$80,000) in three years.
Retired the mortgage debt on Bethel, Saginaw, Mi. in 1983 (\$234,000) in three years.
Constructed a new Educational Building at Bethel, Saginaw, Mi. at a cost of 1.9 million
dollars, in 1988. (13,000 square feet).
Build a 11 room house which will be used as a pastor's residence, Milwaukee in 1993.
Build a twenty-four unit senior citizen housing complex. (The C.G. Robinson Terrace-Milw)
Many souls have come to Christ, and many have gone into the ministry so far during
my more than fifty years in the ministry.

Military Service:

Served in the U.S. Army from 1953-55, Honorable discharged.

"The Nurturing North"

Community Involvement:

Board Member-O.I.C.-Opportunities-Industrialization-Center.
Board Member-P.A.V.E.-Partners, Advancing, Values, in Education.
Milwaukee African American Pastors (MAAP)
Board Member-Talent Search Advisory Board-UWM.
Ethics Board-Milwaukee county.
F.B.I. Citizens Academy committee.
M-7 Community Development Corp.
Anvil Housing Board-St. Mark AME church.

Detroit, MI

Board Member-Booker T. Washington Black Business Association.
Minority Business Association (GM)

Saginaw, MI

O.I.C.M.S. Board, Treasurer
United Way A&B committee.
Girl Scout Board
Family Education Advisory Committee, Saginaw County
Community Foundation Board
Tri-County Fair Housing Board
Bethel-Alpha Housing Corp. Vice President
Saginaw Minority Business Association (GM)
Volunteer Chaplin V.A. Hospital

South Bend, IN.

County Welfare Board
United Community Religious Board, Treasurer
United Way board
NAACP Board
Volunteer Chaplin, St. Joseph County Jail
Volunteer Chaplin V.A. Hospital
Youth Advisor Board, St. Joseph County

Awards & Honors:

Honorary Doctorate of Divinity Degree-Monrovia College-Monrovia, Liberia, West Africa 1984
Public Service Award-St. Joseph County
Saginaw Valley Community College Award
National Issues Forum Award (Policy Making Committee Washington, D.C.)
Buena Vista Township Leadership Award

Family:

1953-Married Edith M. Weddington in Chicago, IL.
Two children-Denise Renee³ of North Decatur, GA.
Darryl Clarence of Chicago, IL
Four grandson-Jacque, Jaeson, Prentyce, and Parrish.

Reverend Clarence Glasco Robinson started preaching at the age of seventeen, and has pastored for more than forty years.

My personal motto is: "If You Make The Effort, God will Make the Way."

OIC-GM
BOARD OF DIRECTORS
CHAIRMAN'S COMMITTEE APPOINTMENTS
12-13-04

AUDIT COMMITTEE

Douglas Brodzik, Chair
Jim Copeland
Rev. Fred Crouther
James Elliott

FINANCE COMMITTEE

Dr. Linda Stewart, Chair
Douglas Brodzik
Rev. Michael A. Cousin
Carole Culbreath
Rev. Robinson
Jim Elliott
Rev. Crouther

HUMAN RESOURCES COMMITTEE

Jim R. Copeland, Chair
Carole Culbreath
Rev. Michael A. Cousin
Carrie W. Banty

PROGRAM & EVALUATION COMM.

James N. Elliott, Chair
Jim R. Copeland
Rev. Michael A. Cousin
Douglas Brodzik

INQUIRY & PRACTICES COMM.

(Appointed 8-25-04)

Rev. Fred Crouther, Chair
James N. Elliott
Jim R. Copeland
(Work will continue under Finance Committee effective
12-13-04)

EXECUTIVE COMMITTEE

Rev. Fred Crouther, Board Chair
Douglas Brodzik, Vice Chair and Audit
Committee Chair
Carrie W. Banty, Board Secretary,
Nominating Committee Chair
Jim R. Copeland, Treasurer, HR
Committee Chair
James N. Elliott, Program & Evaluation
Committee Chair
Dr. Linda Stewart, Finance and
Fundraising Committee Chair

SEARCH COMMITTEE

(Appointed 9-27-04)

Rev. Michael A. Cousin, Chair
Carrie W. Banty
Carole Culbreath
Jim Copeland
(Combined under HR Committee 12-13-04)

NOMINATING COMMITTEE

Carrie W. Banty, Chair
Jim R. Copeland
Rev. Clarence G. Robinson

FUND RAISING COMMITTEE

Dr. Linda Stewart, Chair
Carole Culbreath
Rev. Michael Cousin
Rev. Clarence Robinson

Opportunities Industrialization Center of Greater Milwaukee, Inc.
Board of Directors
Code of Business Conduct and Ethics

Purpose

The members of the Opportunities Industrialization Center of Greater Milwaukee's (OIC-GM) governing board of directors are entrusted with the care and nurturing of the Corporation. Board members must maintain high professional and ethical standards for the conduct of all activities within and outside the organization.

At its annual board of directors meeting the board will discuss and apprise the board and each director of areas of ethical risk; provide guidance to directors to help them to recognize and deal with ethical issues; provide mechanisms to report unethical conduct and to foster a culture of honesty and accountability.

The Code of Business Conduct and Ethics will be reviewed with all new members joining the OIC-GM Board of Directors and each will be required to sign the Code of Ethics.

I. Conflict of Interest

Directors must avoid any conflicts of interests between the director and the Corporation. Any situation that involves, or may reasonably be expected to involve a conflict of interest with the Corporation should be promptly disclosed to the Chair of the Human Resources Committee. A "conflict of interest" can occur when:

- A director's personal interest is adverse to, or may appear to be adverse to the interests of the Corporation as a whole.
- A director or a member of his or her immediate family receives improper benefits as a result of his or her position as a director.
- Directors may not receive a personal benefit from a person or firm which is seeking to do business or to retain business with OIC-GM.
- Directors may not accept compensation (in any form) for services performed for the Corporation from any source other than the Corporation.
- Directors may not offer, give or receive gifts from persons or entities who deal with OIC-GM in those cases where any such gift is being made in order to influence the directors' action as members of the board, or where acceptance of the gifts could create the appearance of a conflict of interest.
- Directors should not use Corporation assets, labor or information for personal use unless as part of a compensation or expense reimbursement program available to all directors.

II. Compensation

Officers and Directors may not receive compensation for any business they directly own or have partnership. However, directors may be compensated as follows:

- Paid a general stipend as for expenses for attending regular and special board meetings to cover travel and related expenses.
- Reimbursed for expenses incurred relating to OIC-GM business.

III. Corporate Opportunities

Directors are prohibited from:

- a. Taking for themselves or their respective companies' opportunities that are discovered through the use of OIC-GM property, information or position as a director.
- b. Using the OIC-GM's property or information for personal gain; or
- c. Competing with OIC-GM for business opportunities. However, if the Corporation's disinterested directors determine that OIC-GM will not pursue an opportunity that relates to the organization's business, a director may then do so.

IV. Confidentiality

Directors must maintain the confidentiality of information entrusted to them by the Corporation and any other confidential information about OIC-GM that comes to them, from whatever source, in their capacity as director, except when disclosure is authorized or legally mandated.

For purposes of this code, "confidential information" includes all non-public information relating to the Corporation.

V. Compliance with Laws, Rules and Regulations: Fair Dealing

Directors must comply, and oversee compliance by officers and employees, with laws and regulations applicable to the Corporation.

Directors must deal fairly, and must oversee fair dealing with OIC-GMs customers, suppliers, competitors and employees.

VI. Reporting Illegal or Unethical Behavior

Directors should promote ethical behavior and take steps to ensure the Corporation:

- a. Encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation.
- b. Encourage employees to report violations of laws, rules, regulations or the Corporation's Code of Conduct to appropriate personnel.
- c. Inform employees that the Corporation will not allow retaliation for reports made in good faith.

VII. Compliance Standards

Directors should communicate any suspected violations of this Code promptly to the Chair of the Human Resources Committee. Violations will be investigated by the board or by personnel designated by the board, and appropriate action will be taken in the event of any violations of the Code.

VIII. Waiver of Code of Business Conduct and Ethics

Any waiver of this Code may be made only by the board of directors.

IX. Human Resources Committee/Ethics

The Human Resources Committee/Ethics provides guidance, enforcement and periodic review of this Code of Business Conduct and Ethics. The committee shall consist of the Board Chairperson and at least two directors appointed by the Chairperson at its annual Corporate meeting.

The Committee shall meet as often as deemed necessary, but no less than once per year to review the Code of Business Conduct and Ethics.

Signature of Board Member

Date

In witness thereof:

Signature of Board Chair or Board Secretary

Date

- a. Encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation.
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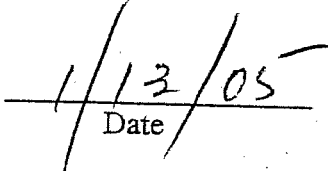
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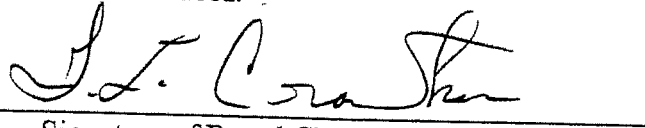


Signature of Board Member

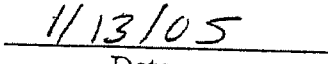


Date

In witness thereof:



Signature of Board Chair or Board Secretary



Date

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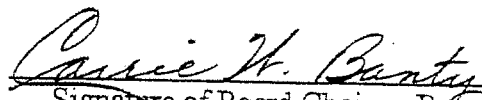
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Signature of Board Member

January 10, 2005
Date

In witness thereof:



Signature of Board Chair or Board Secretary

Jan. 10, 2005
Date

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Fred L. Grouther
Signature of Board Member

1/10/05
Date

In witness thereof:

Carrie H. Banty
Signature of Board Chair or Board Secretary

1/10/05
Date

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Fred Jones
Signature of Board Member

1/10/05
Date

In witness thereof:

Carrie H. Banty
Signature of Board Chair or Board Secretary

1/10/05
Date

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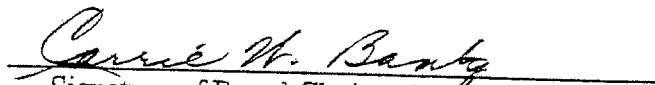
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Signature of Board Member

1-10-2005
Date

In witness thereof:


Signature of Board Chair or Board Secretary

1-10-2005
Date

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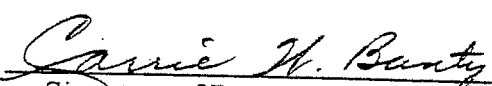


Signature of Board Member

1/10/05

Date

In witness thereof:



Signature of Board Chair or Board Secretary

1/10/05

Date

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Douglas P. Brodzik
Signature of Board Member

1/10/05
Date

In witness thereof:

Carmie H. Banty
Signature of Board Chair or Board Secretary

1/10/05
Date

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Directors should communicate any suspected violations of this Code promptly to the Chair of the Human Resources Committee. Violations will be investigated by the board or by personnel designated by the board, and appropriate action will be taken in the event of any violations of the Code.

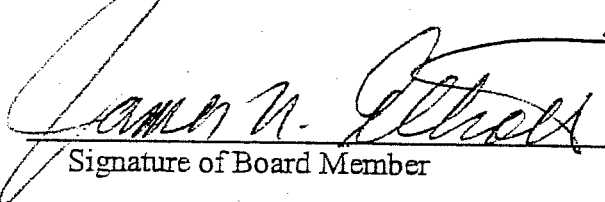
VIII. Waiver of Code of Business Conduct and Ethics

Any waiver of this Code may be made only by the board of directors.

IX. Human Resources Committee/Ethics

The Human Resources Committee/Ethics provides guidance, enforcement and periodic review of this Code of Business Conduct and Ethics. The committee shall consist of the Board Chairperson and at least two directors appointed by the Chairperson at its annual Corporate meeting.

The Committee shall meet as often as deemed necessary, but no less than once per year to review the Code of Business Conduct and Ethics.

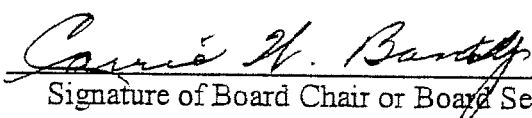


Signature of Board Member

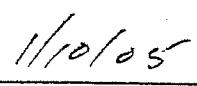


Date

In witness thereof:



Signature of Board Chair or Board Secretary



Date

- a. Encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation.
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Carrie H. Banty
Signature of Board Member

January 10, 2005
Date

In witness thereof:

J. L. Crowther
Signature of Board Chair or Board Secretary

1/10/05
Date

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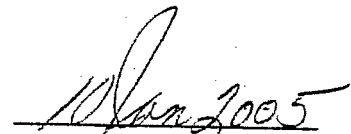
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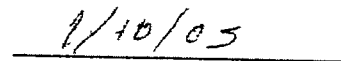
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Signature of Board Member


Date

In witness thereof:


Signature of Board Chair or Board Secretary


Date