

Gerald M. Czarnecki

Chairman

The National Association of Corporate Directors, Florida Chapter

Mr. Czarnecki is an experienced leader who engages, energizes and excites those who are "In Charge" to produce superior results. The Deltennium Group helps organizations achieve peak performance through effective leadership, focused strategy, effective organization and sound financial management. Mr. Czarnecki works with corporate boards and executive management teams from companies as diverse as Fortune 50 companies to early-stage, start-up investments. His advice and support is supported by the fact that he also is an investor in, and board member of, several public and private companies. (See www.deltennium.com)

During the last several years Mr. Czarnecki has concentrated much of his consulting attention to Leadership and governance at the board of directors level. In addition to a private consulting practice working with a wide range of companies, he has been a faculty member for the National Association of Corporate Directors (NACD) and has conducted seminars, both public and in-board room, on topics ranging from Managing Audit Committees to Risk Management to The Board Role in Strategy to Financial Skills for Directors. In addition, Mr. Czarnecki is a co-founder of a nonprofit organization, The National Leadership Institute, with a mission of partnering with educational institutions to facilitate the research, development and delivery of governance and leadership support for other nonprofit educational, social service and membership organizations. You can learn more about these efforts at (See www.nlionline.org)

Mr. Czarnecki also speaks and conducts seminars on helping leaders achieve peak performance. He works with line management to "lead people" rather than just administer or manage processes. His book, entitled *You're in Charge...What Now?*, provides leaders with seven principles for peak performance, all of which tie to the memorable mnemonic "L.E.A.D.E.R.S." He has recently written a new leadership book, *Lead with Love*, which expands on the core principles in his first book and which will be published in 2009. He is also the author of a book with a similar title to his first, *You're a Non-Profit Director...What Now?* which is targeted at helping non-profit directors better exercise proper governance in the Post-Sarbanes-Oxley era. You can learn more about most of these activities at www.the-czar.com.

Mr. Czarnecki is currently also serving as President and CEO of O2Media, Inc. which is a multifaceted media company specializing in Direct Response Marketing through TV infomercials and internet marketing under the Incredible Discoveries branding. (See www.IncredibleDiscoveries.com) and also which produces special Educational TV programming under the Quorum brand. (See www.quorumproductions.tv). Prior to forming the Deltennium Group, Mr. Czarnecki was President of UNC Incorporated, a diversified aerospace and aviation company engaged in manufacturing, after-market services and military outsourcing services. While at UNC, which had previously experienced serious performance losses, Mr. Czarnecki transformed the focus of a product and technology based organization to that of a customer oriented and service focused organization. His commitment to effective measurement of "value creation" for the shareholders, associates and customers was the basis of a redesigned management system premised on disciplined strategic marketing, continuously improving operations and customer centric management focused on creating shareholder value.

In 1993 Mr. Czarnecki was part of the team recruited by Louis Gerstner to begin the turnaround of IBM Corporation. Serving as an IBM Senior Vice President-Human Resources and Administration, Mr. Czarnecki had worldwide responsibility for human resources, real estate services, quality programs, non-manufacturing procurement, aviation and a wide

range of other staff functions. Among those broad responsibilities was the management of the corporate-wide reengineering project which was targeted at the complete redesign of the business processes across all business units in what has become referred to as a "clean sheet" approach to systems and process reengineering. This effort required the coordination and project leadership across all research and development, manufacturing, marketing and distribution functions as well as all staff support and information technology activities.

Prior to joining IBM, Mr. Czarnecki held a number of executive positions in the retail banking and consumer financial services industry, most recently as Chairman of the Board and CEO of Bank of America Hawaii. In 1987 he joined an investor group headed by former U. S. Treasury Secretary William E. Simon and became Chairman, President & CEO of Honfed Bank in Honolulu. This consumer bank was among many that had failed during the thrift crisis of the 1980's. Through his leadership, and the substantial efforts of the partnership, the bank achieved superior levels of profitability as a result of successful market share increases, dramatic increases in total revenues and dramatic decreases in overhead and other operating expense. While Chairman of the bank, Mr. Czarnecki achieved enhanced growth of the retail customer base through a commitment to the execution of mass retail merchandising techniques and an uncompromising commitment to customer service. Recognizing the importance of community involvement to positioning the consumer bank, he also by significantly enhancing the visibility of the consumer franchise through substantial personal commitments to community activities which may have been best evidenced by his being elected to an unprecedented two terms as Chairman of the Hawaii State Chamber of Commerce. Following the bank's sale to BankAmerica Corporation in 1992, Mr. Czarnecki continued as Chairman & CEO.

From 1984 to 1987 he served as President & CEO of Altus Bank, a Consumer and Mortgage Banking company. This company had retail operations in banking, mortgage banking and had several subsidiaries, one of which was the largest residential housing developer in Mobile, Pensacola and New Orleans. From 1979 to 1982 Mr. Czarnecki was Executive Vice President, Finance & Administration at Republic Bank Houston and in 1982 he was appointed Senior Vice President Finance of RepublicBank Corporation and in 1983 he was appointed Executive Vice President of the company. Between 1968-1979 he held various general management posts beginning at Continental Bank of Chicago culminating with the assignment as deputy General Manager of the Trust & Investment Services Department.

Mr. Czarnecki is a founding board member for the Florida Chapter of the National Association of Corporate Directors and serves as Chairman.

He serves as on a broad range of boards of directors, in some cases as a principal investor and in others as a fiduciary, independent director. He is a member of the Board of Directors of **State Farm Insurance Company**, Member of the Executive Committee and Chairman of the Audit Committee; a member of the Board of Directors of **Del Global Technology, Inc.**, and Chairman of the Audit Committee; member of the Board of Directors of **State Farm Bank, State Farm Fire & Casualty**; Chairman of the Board of **Aftersoft, Inc.** He is also a member of the advisory board of *Private Capital, Inc.* In addition he is member of the Board of Trustees and former Chairman, of *National University*. He is a Board of Governors member and Chairman of the Human Resources Committee, Compensation Committee and Pension Committee of *JA Worldwide, Inc.* In addition he is Chairman of the Board of *National Leadership Institute*, a nonprofit organization dedicated to facilitating quality leadership and governance in nonprofit organizations.

Mr. Czarnecki holds a B.S. in Economics from Temple University, and M.A. in Economics from Michigan State University, a Doctor of Humane Letters from National University and is a Certified Public Accountant. He has been a frequent speaker at industry meetings, has written many journal articles on governance, leadership and general management and has been an adjunct professor at DePaul University, University of Houston, Rice University, the University of Hawaii and Southern Methodist University.