

# Exhibit S

# David Goldman, CPA

## Board of Directors/ Management Consultant

*David Goldman has provided exemplary service in helping resolve financial, operational and regulatory issues for over 40 years.*

### STRENGTHS

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In June 2001, after 35 years with Deloitte & Touche, David retired as a Senior Partner and in October 2001 began a consulting practice under D. Goldman Professional Services LLC. Through these services, David has exhibited the following outstanding skills:

- ***Broad Business Background.*** With over 40 years experience serving a wide range of public companies in numerous industries, David has developed an extensive background in corporate governorship, board of director activities, security offerings, mergers and acquisitions, risk analysis, integration, restructurings and valuation issues.
- ***Strong Professional and Financial Expertise.*** David's expertise includes a broad and in-depth knowledge in financial, industry and accounting matters, with many involving audit committee and SEC issues. Additionally, for several entities facing various financial challenges, David is currently assisting in the areas of forecasting, right-sizing, consolidation, risk analysis and certain strategic matters.
- ***Outstanding Team Player with Consensus-Building Skills.*** David is well known for his ability to work effectively with diverse groups of people in challenging situations to achieve common goals and objectives.
- ***Excellent Presentation Skills.*** David has given numerous presentations to boards of directors, equity holders, outside interests and various regulatory bodies, with many involving highly sensitive situations.

### D. GOLDMAN PROFESSIONAL SERVICES LLC

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Through his consulting practice, David has served in the following capacities, among others:

- Chairman of the Audit Committee, Member of the Governorship/Nominating Committee and "financial expert," as defined by the SEC, of the Board of Directors of Swift Transportation Co., Inc., a \$ 3.2 billion public corporation. Swift was the largest publicly traded truckload carrier in the United States with operations across the continental U. S. and Mexico. During David's four year chairmanship beginning in 2003, the Board dealt with several significant and sensitive matters, including internal and regulatory investigations (SEC and DOJ), changes in senior management (CEO, CFO and General Counsel) and corporate reorganizations. David also served on the Special Committee that considered various proposals and other alternatives to maximize shareholder value before negotiating and entering into an agreement which took the Company private in 2007.

- Current advisor to the Board of Directors of a privately held, multi-functional and international real estate services company. David's involvement includes budgeting, right-sizing, forecasting, risk analysis, consolidation and certain strategic matters, beginning in 2001 and continuing.
- Current member of the Board of Directors and Chairman of the Finance Committee of Valley of the Sun JCC, a multi-operational, not-for-profit entity. David's involvement includes forecasting, consolidation, program evaluation and certain organizational and strategic matters, beginning in 2008 and continuing.
- Current consultant and expert witness to a U. S. Bankruptcy Trustee regarding certain security, financial reporting, accounting, auditing and related party matters. These investigations involve various mutual fund and investment syndicates that allegedly involved an extensive Ponzi scheme operating for a number of years, beginning in 2006 and continuing
- Investigator for the Arizona Attorney General's Office and Arizona State Board of Accountancy from 2001 through 2006. David led numerous investigations into various public corporation filings with the SEC and other regulatory bodies. These investigations included, among other matters, registrant's accounting and financial reporting practices and its outside auditing firm's compliance with professional and regulatory standards. David also led investigations into alleged improprieties involving securities, financial and operational matters.
- Former member of the board of directors of Zila, Inc., a small company focused on the prevention and treatment of periodontal disease.

In April 2007, participated in a panel on Outside Influences on Boards of Directors for the National Association of Corporate Directors (Arizona Chapter); in January 2006, participated in a panel on Audit Failures for the Arizona Society of CPAs and; in January 2002, served as a Faculty member in a mock trial for an ALI-ABA Accountants' Liability Seminar.

## DELOITTE & TOUCHE

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While with Deloitte, David's professional and financial expertise encompassed the following:

- Senior Partner. David served as the partner responsible for the auditing and consulting services rendered to the then two largest Deloitte clients in Arizona (Pinnacle West Capital Corporation and Viad Corp.). These services included corporate filings and security offerings (over \$2 billion), acquisitions and dispositions (over \$2.5 billion), integration matters, restructurings, system implementations and participation in structuring, valuation and operational matters.

As a Senior Partner, David also assisted in numerous client situations involving a wide spectrum of issues while working with various individuals and teams.

- Industries. David has dealt with companies in a broad cross-section of industries and structures, including the following:
  - Regulated companies, along with testifying in rate case and financing hearings.
  - Manufacturing, including IT, real estate development and service and product distribution companies
  - Financial institutions, including a savings and loan and commercial finance company
  - Joint projects, partnerships, venture capital and foreign entities
- Investigations. In connection with special, ad hoc and other committees of boards of directors and other parties, David participated in and/or reported upon a broad range of investigative

activities, including solvency/bankruptcy matters, due diligence reviews, major loss provisions, insider and related party transactions, and risk analysis of certain legal and other uncertainties.

- Accounting and Auditing. Prior to becoming a Senior Partner, David was the Partner-in-Charge of the Arizona Accounting and Auditing Practice and the Arizona Accounting and Auditing Coordinator (Senior Technical Partner). In these roles, he participated in resolving the more complex technical issues and oversaw the quality control of the audit practice. Accordingly, David has dealt with a wide range of operational and financial reporting issues, client situations and SEC and other regulatory matters.

David's presentations while with Deloitte:

- Presenter. David was a frequent presenter to boards of directors, audit committees and outside seminars on a broad range of topics, including, corporate governance, improving the effectiveness of corporate audit committees, judgment and materiality considerations, "Red Flags" and other indications of fraud and affiliate and other related party transactions.
- Testimony. David has testified as an expert witness in various regulatory and court proceedings, including the Arizona Corporation Commission and the U. S. Bankruptcy and Arizona Superior Courts.

David's 35 years in public accounting with Deloitte included 28 years in Phoenix, with 3 years in the Executive Office (New York) litigation and research departments, and assignments in the Los Angeles, Miami and Seoul, Korea offices.

## **PROFESSIONAL POSITIONS AND OTHER**

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- National Association of Corporate Directors, Current Member
- Phoenix Committee on Foreign Relations, Current Member
- American Institute of Certified Public Accountants, Past Member of Council
- Arizona Society of Certified Public Accountants, Past President and Member Board of Directors
- Arizona State Board of Accountancy, Past CPA Investigative Reviewer
- Association for Corporate Growth, Past President and Member Board of Directors
- Phoenix Chamber of Commerce, Past Member Board of Directors
- Phoenix Community Alliance, Past Treasurer and Member Board of Directors
- Recipient 1989 Chicanos Por La Causa Professional Achievement Award
- University of Arizona, Past Member National Board of Advisors
- Authored articles on financial reporting and executive compensation and was a contributing editor to an advanced accounting textbook

## **EDUCATION**

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- University of Arizona, Masters (1966) and Bachelors (1965) Degrees in Business

## **CONTACT**

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### *Summary*

Diversified, international business experiences across several industries, including retail, most types of real estate, finance, privatization, marina development, entertainment property, consulting and related legal work. Consulting experience includes US and foreign privatization, corporate governance and training Former Soviet Union business consultants for Harvard University/USAID. Experience includes complex business and public policy problem solving challenges inside challenging legal, business and political environments. Business focus has been founding or co-founding several start up companies, with substantial international and 3<sup>rd</sup> world experience. Legal practice has been generally limited to dispute resolution and transaction structuring.

### *Development*

The Pensus Group (co-founder). A real estate development and investment company with substantial experience in land use, planning and zoning, development. Portfolio holdings were approximately 250 million (1984- 1999)

#### *The company's projects included:*

Scottsdale Water Treatment Plant: With other partners privatized, financed, built and managed 25 million gallon (25MGD) water purification plant for the City of Scottsdale, Arizona.

Colinas de San Miguel. A residencial subdivisión in San Miguel De Allende, Guanajuato, México

Pleasant Harbor Marina, a 1200 boat private facility, Lake Pleasant, Arizona. Developed and operated from concept through build out and considered to be the highest quality Marina in the region.

Scottsdale Portales, a 40-acre 300 million dollar mixed-use development in downtown Scottsdale, Arizona (sold before build out).

Shooters World, a large shooting range, firearms and retail sporting goods facility, Phoenix, Arizona. This facility is one of the largest of its kind in the US. Sold in 1998.

Acquisition and remodeling of Park Central Mall (regional center) in downtown Phoenix, Arizona

Real estate Brokerage division: Marketed 100 million in commercial properties over 3-year period.

Community Development Corporation (co-founder). A commercial real estate development company with primary focus on neighborhood shopping centers. Before merging with larger firm in 1982, developed over 2 million square feet of income property during 5 years of operations.

Cowtown (owner). A western film and corporate entertainment venue located in Peoria, Arizona. Approximately 200 Movies, and a large number of national commercials have been and filmed at Cowtown. Currently tactical training exercises by US Armed Forces, FBI and local police are conducted on the property.

Black Sea Investment Group (founder), a real estate management and development company located in Kiev, Ukraine, specializing in remodeling and conversion of pre-revolutionary communal apartments to western standard residences. When the company started in 1996, was one of very few successful, private western start up companies in entire country.

Pacific Vineyards (President and co-founder), a 5,000 acre wine grape farming operation in North Central California.

Community Financial Corporation (co-founder); a residential and commercial real estate financing firm. Funded several hundred million dollars on behalf of clients in 3 years of operations before transforming company to real estate development.

Consultancy practice: Financial and business consulting, private industry and State and local government. Financial advisory work and transaction negotiation for major real estate projects. Negotiated and structured first commercial land lease for Arizona State Land Department. Real estate evaluation for Harvard University (Poland): Consulting work related to residential development for Egyptian Army and privatization advisory work in many countries of the Former Soviet Union. Conducted Business-training seminars in Ukraine for Harvard/USAID. Additional advisory work related to operating under Rule of Law.

Legal practice: An active member of California Bar Association since 1971. General practice for several years, with more recent work limited to business transactions and dispute resolution.

#### *Public service*

Maricopa County Industrial Development Authority. Board Member, 1979 to 1991, President 1986 -1990. A political subdivision of the State of Arizona, this Agency has issued approximately 4 Billion dollars in business and real estate bond financing.

President, Arizona Historical Society, 1999 –2001, Board Member 1997 to present. The Arizona Historical Society is an Agency of the State of Arizona.

Elected to Board of Education, Milpitas Unified School District (San Jose, California region)

Board Member, World Affairs Council

Guest Lecturer, Arizona State University (College of Engineering), real estate project analysis and development process 1985 -1995

Member, Arizona Economic Advisory Board. A Governor appointed Statewide Board commissioned to study and advice on economic development matters.

Maricopa County Sheriffs Office, Qualified Posse Member and firearms instructor.

US Navy Naval Flight Officer, Tactical Coordinator. In addition to flight responsibilities served as squadron legal and electronics counter measures officer. Two deployments to Vietnam.

White Collar Crime consultant, FBI

Dean's Counsel Advisory Board, Arizona State University (College of Business) Harvard University (School of Government), Dean's Counsel

Board Member, Arizona State University Business Incubator facility

Privatization advisor, Former Soviet Union, affiliated with two Harvard University economic development programs (Project Liberty and Project for Economic Reform, Ukraine)

Lecturer in Western Business practice on behalf of US Aid for International Development to Former Soviet Union policy makers.

#### Education

University of Arizona

Arizona State University (BS)

Harvard University (MPA 1991, honors)

#### Language

Conversational Spanish, rudimental Russian

#### Affiliations

California Bar Association, Arizona Real Estate Broker. Other past and present affiliations include International Counsel of Shopping Centers, several Chambers of Commerce, past Board Member, Valley Partnership, Arizona Association for Industrial Development, Arizona Historical Society.

## **JOSEPH L. BALDINO**

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### **PERSONAL**

I was born on November 12, 1950 in Philadelphia, Pennsylvania. I have been married since 1976 and have two children.

### **EDUCATION**

In 1976, I received a law degree (J.D., *cum laude*) from the University of Notre Dame, where I was Managing Editor of the *Notre Dame Law Review* in 1975-76. I graduated from Drexel University in 1973 with a degree in Business Administration (B.S., with high honors). I attended primary and secondary schools in Philadelphia. In 1982, I earned the designation of Chartered Life Underwriter (C.L.U.) from the American College of Life Underwriters in Bryn Mawr, Pennsylvania.

### **WORK EXPERIENCE**

While attending college and law school from 1970-75, I worked full-time for brief periods of time with several private and governmental organizations. Among these was a small, suburban Philadelphia firm of certified public accountants, the National Office of the international certified public accounting firm of Laventhol & Horwath and the Internal Revenue Service, Office of Chief Council, Interpretative Division in Washington, D.C.

After graduation from law school, I joined the law firm of Hewett, Johnson, Swanson & Barbee where I worked in the Tax Department for approximately two years. In 1978, I moved to Phoenix and joined the law firm of Mariscal, Weeks, McIntyre & Friedlander and I became a shareholder in that firm in 1981.

In 1985, I left the practice of law and formed my own real estate and consulting firm, Meridian Financial Corporation. From 1985 through 1987, much of time was devoted to sponsoring several syndications of real estate in metropolitan Phoenix. From 1987 through 1993, most of my work has been performed on behalf of the Estes Homes and its various and diverse affiliates. My work for these entities involved various special and operational projects. These projects included the financing and sale of approximately \$100 million in commercial assets held by the former Commercial Division of Estes Homes, the restructuring of approximately \$300 million in debt, the asset management of various commercial, hotel, industrial, residential and land assets, the proposed sale and joint venture of a large destination resort and golf courses in Tucson and negotiation and settlement of disputes relating to the company's interest in the issuer of several billion dollars of collateralized mortgage obligations. Also, I was integrally involved as a part owner in the operation and sale of a large commercial office building in the Minneapolis-St. Paul area. In connection with my work, I was involved in all aspects of the home building and commercial real estate business.

In 1994, I became one of the founders of Skillcraft Construction Co., L.L.C., a residential and commercial framing company. The predominant business of Skillcraft is the construction of single-family homes for various homebuilders and the construction of various commercial projects in the Phoenix metropolitan area.

I am also the sole shareholder and President of Cypress Builders, Inc., a licensed residential general contractor. Cypress constructs luxury single-family residences in Scottsdale, Arizona. I am the sole shareholder and President of Cypress.

### **PROFESSIONAL ACTIVITIES**

During college and law school, I wrote several articles relating to federal income taxation that were published in professional periodicals, including the *Journal of Real Estate Taxation* and *Notre Dame Law Review*. While practicing law, I wrote on estate planning and taxation matters and I spoke to various business and professional groups, including the American Bar Association Section of Taxation meetings and Arizona and Texas CPA Society meetings and seminars. In 1981, the Arizona Board of Legal Specialization certified me as a Certified Specialist, Tax Law. I am a member of the State Bars of Texas (1976) and Arizona (1979) and I am a licensed real estate broker in the State of Arizona.

**February 6, 2009**

# ELLIOTT D. POLLACK

## BIOGRAPHICAL PROFILE

Elliott D. Pollack  
*CEO*  
Elliott D. Pollack and  
Company

Elliott D. Pollack is CEO of Elliott D. Pollack and Company in Scottsdale, Arizona, an economic and real estate consulting firm established in 1987, which provides a broad range of services, specializing in Arizona economics and real estate.

The firm maintains the most comprehensive economic database in Arizona, allowing it to accurately conduct economic forecasting, develop economic impact studies and prepare demographic analyses and forecasts.

Elliott D. Pollack and Company currently serves as the economics department for Maricopa County. As well, the firm serves a broad client base of both public and private sector entities that range from law firms and real estate developers to school districts and utility companies.

Mr. Pollack has syndicated and master planned numerous properties in Arizona through affiliated companies. He is recognized for his expertise in discerning the relationship between real estate trends and land value, usage and timing for improvements and development.

He constantly monitors construction, sales and leasing activity in the Phoenix metropolitan area, to determine absorption rates and anticipated time frames for market recovery. Mr. Pollack conducts marketability and supply demand studies on retail, industrial and residential properties. He also is an expert in the valuation of fractionalized interests in limited partnerships.

Mr. Pollack is widely sought after as a member, consultant and speaker for numerous economic and real estate boards and organizations. He also is respected by local, state and national news media as an expert source for economic and real estate matters.

### Background

During his career in the Phoenix metropolitan area, Mr. Pollack has undertaken extensive economic studies that examine real estate projects from a myriad of perspectives. Under contract to the Arizona State Land Department as a Land Disposition Consultant, Mr. Pollack provided services in the areas of land valuation, marketability studies, feasibility analysis, infrastructure cost analysis and commercial lease analysis.

He has developed models of real estate value appreciation for the Phoenix area that are devoted to analyzing alternative land use strategies for property and economic feasibility.

Mr. Pollack served as Chief Economist of Valley National Bank in Arizona for 14 years, prior to establishing his consulting firm. His responsibilities included developing and maintaining the institution's asset/liability model and state and national econometric model; providing local, state and national economic forecasting to the Board of Directors, customers, businesses, industry and analysts; and serving as editor for Valley National Bank's monthly economic publication "Arizona Progress" and the annual "Arizona Statistical Review".

### Affiliations, Memberships & Credentials

Arizona State University, Consulting Economist  
"Arizona Blue Chip Economic Forecast", Editor  
"Greater Phoenix Blue Chip Economic Forecast", Editor  
Economic Estimates Commission, Member  
Joint Legislative Budget Advisory Committee, Member  
National Association of Business Economists, Member  
Arizona Economic Round Table, Member  
Institute for Investment Management, Member

#### Former Affiliations

Greater Phoenix Chamber of Commerce, Board of Directors  
Sun State Savings and Loan, Board of Directors  
Resolution Trust Corporation, Advisory Board  
City of Phoenix Ad Hoc Committee on Resolution Trust  
Corporation Affairs, Chair  
State Treasurer's Advisory Committee, Member  
Phoenix Commission on the Economy, Member

Mr. Pollack has also served on the Board of Directors of numerous civic, community and cultural organizations.

Chartered Financial Analyst  
American Society of Real Estate Counselors, Member  
Licensed Real Estate Broker  
Licensed Mortgage Broker

### Education

Masters in Business Administration, University of Southern California

Bachelor of Science in Accounting, Boston University