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STACEY H. DORÉ



Independent Director, Member of the Audit Committee, Member of the Governance and Sustainability Committee, **Williams (NYSE:WMB)**, a \$34B midstream company that handles 30% of the natural gas used in the United States.

Stacey is a seasoned senior executive and independent director in the highly-regulated energy industry with proven success in leading high-performing teams, developing and executing critical strategic initiatives, negotiating and closing numerous major transactions, managing key regulatory and external relationships, and advising boards of directors on business and governance challenges, corporate restructuring efforts, and major litigation. Stacey's broad experience includes being a CEO of a transmission utility, serving as general counsel of a \$1.3B publicly-traded REIT, leading a major energy company through a \$42B Chapter 11 restructuring while serving as co-chief restructuring officer, and engaging in a complex commercial trial practice at a global law firm. With 24 years of experience, Stacey excels as a high performing leader with the business acumen and analytical skills needed to drive transformation.

AREAS OF BOARD CONTRIBUTION

Business Strategy & Transformation

- Developed business strategy and growth plan for transmission utility in Texas, growing the asset base by 40% in two years; direct P&L responsibility
- Transformed utility REIT in response to regulatory and tax challenges
- Implemented supply chain, procurement, and cybersecurity improvement plans

Public Company Governance

- Led search for and on-boarded three NYSE independent directors
- Guided succession process for board chairman at public company
- Led investor negotiations in major restructuring
- Extensive boardroom participation at large SEC-reporting companies
- Thought leadership on various ESG issues

Risk Assessment & Management

- Cybersecurity risk responsibility
- Top-tier risk committee experience
- Frequent interaction with board audit committees, outside auditors, and internal audit groups

M&A Expertise

- Led year-long negotiation, regulatory approval, and closing of \$1.275B public company merger
- Led \$400 million asset exchange transaction coupled with a rate case dismissal for utility
- Negotiated \$18.5B merger agreement for largest electric transmission and distribution provider in Texas and spearheaded multiple state and federal regulatory proceedings for deal approval
- Negotiated restructuring plan with more than a dozen major debt investors

Industry/Subject Matter Experience

- Electric utility, power, and oil & gas
- REITs
- Restructuring/reorganization

EXECUTIVE BIO

As *CEO* of **Sharyland Utilities** and *President* of **Hunt Utility Services** from 2019-2021, Stacey set the strategic direction of the company and led a seasoned team of professionals in developing, operating, and constructing the company's electric transmission assets safely, reliably, and compliantly. She guided the company through a plan for business process improvements with a focus on operational and regulatory excellence, and she grew the company's asset base by 40%. Sharyland is owned by a partnership between privately-held **Hunt Consolidated, Inc.**, a company controlled by the Ray Hunt family, and **Sempra Energy**, a \$35B public company, with Hunt serving as the general partner. In addition to her role with Sharyland, Stacey was *Senior Vice President of Utility and Power Operations* for **Hunt Energy**, a diversified global company that invests in oil and gas exploration and production, refining, LNG, and electric power projects. In this capacity, Stacey oversaw Hunt Energy's global power operations, including a wind generation facility in Costa Rica and transmission development in Mexico. Stacey also served as a director of Hunt Energy Network, a battery storage platform company.

Previously, Stacey was *general counsel and senior vice president of regulatory* from 2016 to 2019 for **InfraREIT, Inc.**, an NYSE-traded \$1.3B real estate investment trust (REIT) that owned and leased electric transmission assets in Texas. Stacey played a key role in the InfraREIT boardroom by handling all aspects of public company governance in a sponsor-led structure that included a conflicts committee composed of independent directors. Stacey advised the company on a broad range of issues, including SEC requirements, public company financings, regulatory requirements, and tax requirements for REITs. As regulatory lead for the company, she cultivated critical regulatory relationships that helped the company achieve unique and sustainable results. Stacey led the year-long negotiation, regulatory approval, and closing of the sale of InfraREIT to Oncor, the largest regulated utility in Texas.

Prior to joining InfraREIT, Stacey served in various roles from 2008 to 2016 at **Energy Future Holdings Corp.**, a Dallas-based company owned by KKR, Goldman Sachs, and TPG and comprising a group of competitive and regulated energy companies (EFH Business Services, Luminant, TXU Energy, and Oncor). These businesses, with \$9B in annual operating revenue and 8,900 employees, served the high-growth Texas electricity market. The company had more than \$35B in publicly-traded debt, owned by a wide variety of hedge funds, private equity firms, and activist investors. As *general counsel and co-chief restructuring officer* at EFH, Stacey served as a key member of the senior executive team that drove all material business decisions. She led a team of more than 50 professionals in the legal, corporate secretary, corporate security, regulatory, and compliance functions, and she formulated public policy positions and managed relationships with key regulators and legislators, as well as playing a key role in investor relations. Stacey led the search for and on-boarded three new NYSE-independent directors leading up to EFH's \$42B Chapter 11 restructuring, the largest Chapter 11 restructuring ever filed in Delaware, and she played the central role in advising the board of directors on numerous complex and high-risk governance and business issues related to the restructuring.

Stacey was previously *general counsel* of EFH's power generation subsidiary **Luminant**, working closely with company executives to develop a business strategy for addressing numerous environmental, permitting, and other legal and regulatory challenges and leading the charge to secure a rare judicial stay of a nationally applicable EPA rule that imposed an unprecedented compliance timetable. In a previous role as *associate general counsel* of **EFH**, Stacey also advised the board of directors on major controversies and transactions, including a \$17 billion refinancing transaction, the largest-ever credit agreement amend-and-extend deal.

Before EFH, Stacey was a *trial lawyer* at global law firm **Vinson & Elkins** for 11 years. Stacey earned her juris doctorate at Harvard Law School in 1997 and her B.A. from University of Southwestern Louisiana in 1993.

Stacey has extensive non-profit and civic board experience. She served on the local and national boards of Girls Inc. for eight years combined. She currently serves on the board of Texas Women's Foundation and previously served as director of Trinity River Local Government Corp, appointed by the Mayor of Dallas. Stacey also serves on the executive committee of Trinity Christian Academy, a private school.