

VERONICA H. FOLEY



TO REQUEST CONTACT INFORMATION FOR THIS INDIVIDUAL, PLEASE
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SUMMARY OF EXPERIENCE

Over 15 years of experience in the energy industry with unique insights in global business development, legal, governance, compliance and risk management. Consistent record of delivering excellent results and successfully innovating across the value chain, from helping to establish multiple operations across the Middle East and Latin America, to unlocking potential in multiple mergers and acquisitions as well as strategically helping companies through financial and industry downturns.

Core Competencies:

<ul style="list-style-type: none">• Senior Leadership Experience• Strategic Planning• Business Development• Risk Assessment• Mergers and Acquisitions	<ul style="list-style-type: none">• Oil & Gas• Oilfield Services• Manufacturing• Telecommunications• Insurance	<ul style="list-style-type: none">• International Business• ESG• HR and Compensation• Legal and Compliance• Government Relations
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PROFESSIONAL EXPERIENCE

PRECISION DRILLING CORPORATION

Houston, Texas

Senior Vice President, General Counsel & Corporate Secretary

(January 2010 – present)

Precision performs drilling and production support, including directional drilling, well services, such as well completion, workover, abandonment, and re-entry preparation services, and snubbing units for pressure control services. Precision also has a manufacturing arm, where drilling rig equipment is manufactured along with a rentals division that provides specialty oilfield rental equipment.

- **C- Suite Experience** – Serve as instrumental member and advisor to the board of directors and the executive management team, implementing strategic business growth initiatives, building strong board relations, managing through crisis and change, and overseeing all aspects of corporate governance, legal, risk, insurance, compliance and worker’s compensation functions.
- **Board and Management Committees** – Chair of Management’s Compliance Committee, Enterprise Risk Management (“ERM”) Committee and Disclosure Committee.
- **ERM** – Develop and implement ERM programs, including supporting the identification, evaluation, mitigation, and monitoring all of relevant operational, financial, credit, compliance, and strategic risks.
- **Governance** – Advisor to the board and management on governance matters, acting as liaison between shareholders, the board and senior executives. Devise and administer board and committee evaluations. Experience setting board and committee agendas and annual committee goals.
- **Activist Shareholders and Investor Relations** – Develop communication plans for shareholders and other members of the financial community, including non-deal roadshows, shareholder activism, proxy solicitation and proxy issues, mergers and acquisitions, crisis communications, and other media relations. Successfully drove 2017 and 2018 campaign with shareholders and ISS/Glass Lewis related to say-on pay advisory vote, receiving over 89% voting approvals from shareholders and passing recommendations from ISS and GL, despite having low TSR (total shareholder return) performance metric.
- **Sustainability** – Experience developing and executing strategies and operating principles for ESG initiatives, including prioritizing key issues and opportunities to position corporations into leaders in areas of diversity, governance, stewardship, employee engagement, and philanthropy.
- **Compliance** – Maintain and execute comprehensive compliance program, including training, development and implementation of strategy, policy, process and procedures.

- **HR** – Provide consultation regarding strategic staffing plans, like compensation, benefits, training and development, budget, and labor relations.
- **Corporate Securities** – Knowledge of applicable securities laws and required filings with the Securities and Exchange Commission and the Toronto Stock Exchange.
- **M&A** – Manage multiple mergers and acquisitions, divestitures, stock and asset purchases, strategic investments, joint ventures and other corporate transactions from non-disclosure agreement to integration. Most recently acting as a white knight in the Trinidad Drilling Limited vs. Ensign Energy Services hostile take over in a \$1 billion acquisition.
- **Finance** – Assess risks and negotiate public and private issuances of equity and debt securities, exchange offerings, including the oversight of over \$1 billion in senior and convertible note and common stock offerings in the last 10 years. Performed multiple credit facility re-negotiations, and debt restructurings in the last 5 years.
- **Litigation & Insurance** – Oversee litigation, including court proceedings, administrative proceedings and internal investigations. Reduced legal budget for litigation by over 50% over a two-year period. Subsequently met legal budget targets every year since 2013. Oversee insurance programs, including the negotiation of insurance placement pricing, structure and limits for all property, casualty and other insurance policies.
- **Workers Comp** – Lead a team of claims adjusters that make decisions about liability/compensability, evaluate losses, negotiate settlements and manage an inventory of disability claims.
- **Enterprise Information Management (“EIM”)** – Develop and implement EIM initiatives to build efficient and agile document retention and data management with capabilities for information creation, distribution and consumption.
- **International Experience** – Establish and oversee legal operations in multiple countries in Latin America (Mexico, Argentina and Colombia), and the Middle East (Dubai, Kingdom of Saudi Arabia, Kuwait, and Georgia) including, but not limited to corporate formation, maintenance, subsidiary management, and the formation of joint ventures.

NORTON ROSE FULBRIGHT LLP

(June 2002 – December 2009)

Houston, Texas & New York, New York

Senior Associate

Norton Rose Fulbright is a global law firm that provides some of the world’s pre-eminent corporations and financial institutions with a full business law service.

- **Litigation & International Arbitration** – Handle litigation and international investment arbitration matters in front of the International Centre for Settlement of Investment Disputes, an arm of the World Bank, and the International Chamber of Commerce, defending multinational companies with international operations to preserve their rights under bilateral investment treaties or stability agreements signed to encourage foreign investment. Representative matters include:
 - **Duke Energy International Peru Investments No. 1 Ltd v. The Republic of Peru (ICSID Case No. ARB/03/28)**, breach by the government of a legal stabilization investment agreement and expropriation as a result of the improper assessment of various taxes, and unfair and discriminatory treatment of the investment.
 - **Duke Energy Electroquil Partners and Electroquil S.A. v. The Republic of Ecuador (ICSID Case No. ARB/04/19)** allegations of breach of the US-Ecuador bilateral investment treaty and a negotiated submission agreement in connection with multiple power purchase agreements.
 - **UEG Araucaria Ltda.**, a Brazilian joint venture company, in an ICC arbitration against a state-owned utility, arising out of a long-term power purchase agreement and the construction of a power plant.
 - **A Bolivian company** in ICC arbitration relating to the construction of a gas pipeline.
 - **A Houston-based energy services company** in ICC arbitration concerning the construction of a gas-fired power plant in Brazil.
 - **A Houston-based oil and gas company** in UNCITRAL conciliation proceedings with a state-owned oil company relating to the state party’s demand for the renegotiation of the parties’ long-term production sharing agreement.
 - **A Houston-based energy services company** in arbitration under the UNCITRAL arbitration rules relating to the breach of a power purchase agreement.

- **Compliance** – Developed and presented anti-corruption programs. Routinely offered guidance on anti-bribery and corruption, trade controls, anti-fraud, money laundering, antitrust, and other high-risk compliance areas. Conducted numerous government and internal investigations involving the Foreign Corrupt Practices Act (“FCPA”) and allegations of bribery, fraud, and conspiracy in the U.S. and throughout Africa, South America, the Middle East, the Caribbean, and Europe.

BOARD EXPERIENCE

GIRLS INC. OF GREATER HOUSTON, Houston, Texas
Board of Directors, Vice-Chair

(2013 – present)

With annual operating revenue of \$12.7 million dollars, Girls Inc. serves underprivileged girls ages 6-18 at more than 1,200 sites in 350 cities across the United States and Canada. Girls Inc. provides research-based after-school programming delivered by trained professionals who focus on the development of the whole girl, supporting, mentoring, and guiding girls in an affirming, pro-girl environment.

HOUSTON BAR FOUNDATION, Houston, Texas
Board of Directors

(2015 – 2018)

The Houston Bar Foundation is the charitable arm of the Houston Bar Association. The organization manages a \$2 million-dollar annual budget to support programs that help provide legal representation to the indigent, promote community understanding of our legal system and foster the administration of justice.

EDUCATION

SOUTH TEXAS COLLEGE OF LAW, Houston, Texas
 Juris Doctorate, *Cum Laude*

(2002)

BAYLOR UNIVERSITY, Waco, Texas
 Bachelor of Arts in Psychology and French, *Cum Laude*

(1999)

UNIVERSITY OF CAEN, Caen, France
 Baylor University study abroad program

(June 1997 – January 1998)

LANGUAGES

Native Spanish speaker, proficient in French and Portuguese

HONORS

- Awarded the Association of Corporate Counsel 2019 Award for General Counsel of the Year for a Mid-Sized Legal Department.
- Selected the 2019 Direct Woman Board Institute.
- Nationally recognized in 2018 as one of the top 50 General Counsels in Houston, by the National Diversity Council.
- Recognized by the Association of Woman Attorneys Foundation as a 2017 Houston Premiere Women in Law.
- The Center for Houston’s Future – Class of 2014.
- 2011 recipient of the Houston Business Journal’s Best Corporate Counsel Award – Up-and-Comer Category.