



MARY W. QUAZZO

PROFILE

Mary W. Quazzo has a successful track record as Vice President, Corporate Secretary and Principal Counsel and as a member of executive leadership at Bechtel Group, Inc., a global engineering, construction and project management company, with over \$17 billion in revenue in 2020. She started in the Legal Department at Bechtel in 1989 and currently serves as a Strategic Advisor to the company. She has substantial experience managing strategic and operational issues, audit and finance, ownership, corporate governance, enterprise risk management, joint ventures and strategic alliances, M&A, compliance, corporate architecture and transactional matters.

CORPORATE BOARD AND PROFESSIONAL EXPERIENCE

Vice President, Corporate Secretary, Principal Counsel and Manager of Corporate Legal

Prior to her current role, Mary most recently served as Vice President and Corporate Secretary to the Bechtel Group, Inc. Board of Directors, its Audit Committee and operating subsidiaries, actively participating in all Board and Audit Committee meetings. She also served as Principal Counsel and Manager of Corporate Legal, responsible for partnering with other members of executive management to effect corporate strategies on matters impacting worldwide operations. As chief corporate legal advisor, she managed a diverse group of legal, financial and corporate secretarial professionals, accountable for personnel management and professional development, budget and work allocations. Examples of complex matters overseen include:

- Updated company governance structure and practices to increase effectiveness and efficiency of company decision making and oversight and enable succession to non-family CEO for first time in company's 120+-year history and, a few years later, to company's 5th generation family CEO.
- Drafted corporate policy on Governance and an Executive Summary of the governance structure. Updated and/or created new board committee charters for the Audit, Finance, Group Strategy, Operating, and Senior Management Compensation and Development Committees. Also developed charter for the Bechtel Information Security Advisory Group.
- Managed acquisitions and dispositions of interests in numerous companies and structured joint ventures and strategic alliances on several continents to ensure full compliance with Bechtel risk management practices. Responsible for compliance associated with corporate aircraft operations.
- Developed and successfully implemented, on a 2-1/2 month schedule, a global capital, entity and tax restructuring plan involving hundreds of entities in 75+ jurisdictions. The reorganization achieved significant long-term operational and tax efficiencies and materially enhanced shareholder value.
- Designed and implemented programs serving integral roles in Bechtel's risk management, capital structure, and distribution policies.
- Restructured company's 401(k) plan, which had 15,000+ participants and approximately \$4 billion in assets. The redesigned plan was awarded the Hamilton Award for plan design and is consistently rated as one of the top plans among those with greater than \$1 billion in assets.
- Advised Bechtel's global business units and regional management, working on all aspects of the company's operations. Negotiated joint venture, strategic alliance, guaranty, engineering, procurement, construction, construction management, operations and maintenance, development and ownership agreements.

Work Experience Prior to Bechtel

Managed marketing programs for two high technology companies: (i) at Apple Computer for a new computer targeted to educational institutions; and (ii) at a Silicon Valley start-up for an innovative product line of tax and financial planning software. Analyzed statistical information on U.S.-Mexican agricultural trade and counseled foreign students and visiting scholars on U.S. immigration, tax, and consumer laws.

NON-PROFIT BOARD MEMBERSHIPS AND AFFILIATIONS**ICA-Cristo Rey Academy Board (2015-2018)**

College preparatory school for girls from underserved communities that combines a rigorous academic curriculum with a unique corporate work study experience.

St. Vincent de Paul Development Board (2003-2008)

Charitable organization supporting SVdP school. During Mary's tenure, the Board initiated an annual giving campaign, hired a Director of Development, and secured grants for SVdP's programs.

Sugar Bowl Ski Team Foundation and Grace Cathedral Choir Guild (2001-2006)

Provided pro bono services to the boards and/or officers of the Sugar Bowl Ski Team (SBST) Foundation and Grace Cathedral Choir Guild. Advised on board structure, governance and compliance issues; and management changes (including hiring of an Executive Director for SBST).

EDUCATION**Stanford Law School, J.D.**

Law & Technology Fellowship for Advanced Research on Copyright Laws in Brazil

Stanford University, M.A. in Latin American Studies

Foreign Languages Area Studies Fellowship

Wellesley College, A.B., *cum laude*, in Political Science and Psychology**DIRECTOR EDUCATION****DirectWomen Board Institute**

DirectWomen, a national non-profit dedicated to increasing the representation of women on corporate boards, sponsors an annual Board Institute to which they invite approximately 20 women executives from around the United States. The participants are competitively selected based on an assessment of their ability to provide the experience, independence, and business judgment required for board effectiveness. The Board Institute is chaired by Hillary A. Sale, Professor of Law at Georgetown Law and a leading expert on corporate governance and securities matters. Faculty includes CEOs, C-suite executives and independent directors of public companies. The program is geared towards discussion of current key issues facing corporate directors in the areas of governance, corporate purpose, risk management, strategy, executive compensation and other relevant board topics.

AWARDS

Legal Momentum Women of Achievement Award, which honors women in law, business and public service who demonstrate excellence in their profession and serve as role models for women and girls.

OTHER - Married with 3 young adult children; enjoy skiing, hiking and travel; reside in San Francisco, CA.