

SARAH C. MILLER



TO REQUEST CONTACT INFORMATION FOR THIS INDIVIDUAL, PLEASE
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Sarah C. Miller is a former corporate executive with extraordinary experiences in the boardroom of a Fortune 500 company and now a shareholder with a leading regional law firm, counseling oil and gas clients regarding commercial, operational, transactional, and governance matters. She can contribute her knowledge regarding the energy industry, executive leadership, corporate governance, major transactions, shareholder engagement, securities and capital markets, legal, strategic planning, change management, and crisis management in the public company boardroom.

EXPERIENCE

Hall Estill, Attorneys at Law, Tulsa, OK

June 2017 to present

Shareholder in the Energy & Natural Resources Services practice group, providing legal and strategic counseling to clients, including oil and gas producers and midstream service providers, for commercial transactions, operational issues, governance, acquisitions, divestitures, and joint ventures.

The Williams Companies, Inc. (NYSE: WMB), Tulsa, OK

April 2000 to May 2017

Senior Vice President and General Counsel for an energy infrastructure company focused on connecting North America's hydrocarbon resource plays to markets for natural gas, NGLs, and olefins.

- *March 2015 to May 2017.* Senior Vice President and General Counsel (including as Interim General Counsel from March 2015 to June 2015 and Corporate Secretary from March 2015 to October 2016). Managed all aspects of WMB's Legal Department (including 35 attorneys), the Ethics & Regulatory Compliance Team, Government Affairs, and the Records & Information Management Team. Provided strategic leadership and counsel to WMB's executive team and board of directors, including two activist shareholders, through the tumultuous and highly publicized subsequently terminated merger plans -- first with its controlled master limited partnership Williams Partners L.P. (NYSE: WPZ), and then with Energy Transfer Equity, L.P. Continued such leadership and counsel upon WMB's re-initiation of its standalone strategy and the re-composition of its board, following the June 2016 departure of six of its thirteen directors, including a withdrawn proxy contest.
- *July 2011 to March 2015.* Assistant General Counsel and Corporate Secretary. Managed team of 7 to 9 professionals providing corporate governance and securities law support for WMB, WPZ, Transcontinental Gas Pipe Line Company, LLC ("Transco"), Northwest Pipeline LLC ("Northwest") and each of their approximately 130 affiliated legal entities, including managing:
 - Filings with the Securities & Exchange Commission ("SEC"),
 - Support for each of the WMB and WPZ boards of directors and their committees,
 - WMB's annual meeting of stockholders and engagement with activist shareholders,
 - Compliance with disclosure and securities trading regulations, and
 - Legal support for all capital markets transactions and other treasury matters.Provided leadership for special projects including WMB's 2011 spin-off of its exploration and production subsidiary WPX Energy Inc., WMB's 2012 acquisition of Caiman Energy Midstream LLC, the dropdown of various assets from WMB to WPZ, WMB's acquisition of interests in Access Midstream Partners, L.P. (NYSE: ACMP) in each of 2012 and 2014, and the 2015 merger of ACMP and WPZ.
- *January 2009 to July 2011.* Assistant Secretary. Supported preparation and filing of SEC reports for WMB, WPZ, Transco and Northwest. Managed preparation of WMB's annual proxy statement, its annual meeting of stockholders, and governance matters. Coordinated meetings for WMB's finance committee and WPZ's board of directors. Managed the proxy solicitation and unitholders meeting for the merger of Williams Pipeline Partners L.P. (NYSE: WMZ) with WPZ in August 2010. Provided legal support for equity and debt offerings of WPZ.
- *July 2003 to January 2009.* Member of Legal Department's Midstream Team. Executed projects for midstream organization, including litigation, commercial transactions, construction projects, acquisitions and divestitures, and process improvement efforts. Major projects included:
 - WPZ's acquisition of the Wamsutter gathering system via dropdown from WMB (closing - December 2007)
 - Formation of a joint venture of WMB and ONEOK Inc. for the development of the Overland Pass Pipeline for the transportation of natural gas liquids, including negotiation of related commercial agreements (closing - May 2006)
 - WMB's sale of certain Louisiana olefins distribution and underground storage facilities to PetroLogistics LLC (closing - October 2004)
 - Litigation regarding claims of breach of warranty arising from WMB's sale of the Mid-America Pipeline System to Enterprise (2008-2009), construction of a natural gas processing facility in Baker, Oklahoma (2006-2007), construction of deepwater oil and gas pipelines originating at the Devils Tower Spar in the Gulf of Mexico (2004-2008), and construction of Williams' 20 inch subsea Mountaineer oil pipeline (2003-2005).

- *April 2000 to July 2003*: Member of the Legal Department’s Business Development Team. Advised on all aspects of business development transactions, including public offerings, mergers, acquisitions, divestitures, and joint ventures. Responsible for preparation of all Hart Scott Rodino filings. Member of the Anti-trust Committee. Major projects managed included:
 - WMB’s divestiture of its ethanol production and marketing business (closing May 2003) and Cove Point liquefied natural gas import facilities (closing September 2002),
 - Acquisition and development of compressed natural gas technology (2001-2003), and
 - The initial public offering of Williams Energy Partners, L.P. (NYSE: WEG) (now Magellan Midstream Partners LP).

Crowe & Dunlevy, Tulsa, OK **Summer, 1996, August 1997- April 2000**
Litigation Associate supporting complex business litigation and bankruptcy cases involving debtor/creditor issues, oil and gas matters, environmental issues, contract disputes, fraud allegations, and fiduciary duty issues.

Barkley & Rodolf, Tulsa, OK **Summer, 1996**
Clerk in a civil litigation firm with emphasis in medical malpractice defense.

Foliart, Huff, Ottaway, & Caldwell, Oklahoma City, OK **1995**
Clerk in a civil litigation firm with emphasis in medical malpractice and insurance defense.

Tulsa Central High School, Tulsa, OK **1993-1994**
Taught Sophomore English, including composition, literature, and vocabulary, and electives of Honors Vocabulary for the College Bound and Creative Writing.

EDUCATION **Oklahoma City University School of Law, J.D., Summa Cum Laude, May 1997**
Honors: Hatton Sumners Scholar (Full Academic Scholarship)
Cali Excellence for the Future Awards for Applied Evidence, Income Tax, Bankruptcy & Debtor/Creditor, and Selected Topics in Civil Rights Litigation

Oklahoma State University, B.A. in English with Honors, 1993
Oklahoma Secondary Teaching License, 1994
Honors: Oklahoma State Regent Scholarship (Full Academic Scholarship)
OSU Honors Program, General and Departmental Award
Geraldine Burns Award for Excellence in English Studies
Activities: Kappa Alpha Theta (Social Sorority), Scholarship Chair
Panhellenic, Scholarship Chair and Rush Counselor
Student Government Association, Arts and Sciences Senator
Student Alumni Board, Publicity Chair and Ambassador

Imperial College, University of London, Summer, 1992
Classes: Law and the European Economic Community, International Law

COMMUNITY **Transitional Living Centers of Oklahoma,** Board Chair 2017-present, Board Development Committee Chair 2014-2017, Board Member 2013
Marquette School, Advisory Council, Chair 2014-15, Vice Chair 2013-14, Public Relations/Secretary 2012-13
Neighbor for Neighbor, Board Member, Development Committee Chair, 2006-2012
Leadership Tulsa, Class 36 - 2006