

ELISA D. GARCIA C.

Chief Legal and Risk Officer with 20+ years of C-Suite Experience in:

Strategic Planning • Corporate Governance • Corporate Finance/Securities • Mergers & Acquisitions • Privacy & Data Governance • Litigation • Risk Management • Government Relations

PROFESSIONAL EXPERIENCE

Strategic Leadership, Transformation, Corporate Finance

- Member of 3 public company C-suite management teams during periods of transformational change.
- Strategic leadership of the Macy's transformation designed to reset cost base, improve gross margin and lead to profitable growth.
- SteerCo for sustainability and ESG strategies and climate related disclosures.
- Corporate reorganizations and restructures at Domino's Pizza (DPZ), Office Depot (ODP) and Macy's (M).
- Ensured liquidity of Macy's during COVID pandemic through structuring of \$3+ Billion asset-backed loan and \$1.3 Billion in secured bonds. Ensured the liquidity of ODP during the economic crisis through negotiation of a \$1.25 billion asset-backed loan and a \$325 million PIPE (private investment in public equity) transaction to secure support of vendors and other stakeholders.
- Led legal teams on various debt and equity issuances, including high yield bond and public securities offerings.
- Oversight of Legal, Risk, Privacy and Information Security professionals (over 100) at Macy's.
- Managed over 150 employees in U.S., Europe and Asia for ODP.
- Led and revamped Franchise Services for DPZ.

Corporate Governance and Regulatory Compliance

- Oversight of legal, compliance, internal audit, investor relations, asset protection, risk management, information security, privacy and government affairs for retail and QSR companies.
- Successfully settled a three-year SEC investigation and led internal investigations and remediation actions.
- Led the legal and communications strategy for two proxy challenges seeking to name directors to company board. Prepared and executed shareholder and proxy advisory communication strategies responding to shareholder proposals.
- Designed rigorous disclosure and FCPA compliance policies programs and protocols for internal investigations. Led the rewrite of the Company Code of Ethics from a rules-based document to a principles-based code.
- Managed all board of director and committee meetings. Advise the board, committees, individual directors and the executive team on strategy, risk management, governance and Sarbanes-Oxley issues.

International Mergers & Acquisitions

- One of the primary engineers of the merger of Office Depot and OfficeMax and attempted merger with Staples. Led negotiation of the Merger Agreement, FTC discussions and legal challenge.
- Led acquisitions and dispositions of businesses in Latin America and Europe. Supervised legal and security aspects of plant closures in Venezuela and Panama.
- Managed joint venture relationships in Mexico and Brazil and legal relationships with international licensees and franchisees in Europe, Asia and Latin America, including GAF Corporation JV with Huls AG (Germany), Philip Morris JV with Grupo Carso (Mexico), and Office Depot JVs in Mexico, India and Korea.
- Devised and drove the establishment of a franchise business model for the growth of international business during a period when credit agreement covenants restricted investment in new businesses.

Executive and Compensation Matters

- CEO succession oversight at DOL (as a board member) and advise Board on CEO search and succession at ODP.
- Advised Board and Compensation Committees with respect to negotiations of CEO employment and separation arrangements. Prepared and negotiated executive employment, retention and change-in-control agreements.
- Onboarded C-Suite executives (including CEOs and CFOs) and new Board members.
- Analyzed ISS compensation policy guidelines and advised on the design of executive compensation plans.
- Conducted shareholder outreach in support of Say-on-Pay and ESG proposals.

Litigation

- Oversight of false claims litigation arising out of government contracts, state Attorney General, federal agency (Department of Justice, SEC and Government Services Administration) and international (Direccion de Impuestos y Aduanas – Colombia) investigations and settlements.
- Designed and implemented defense strategies for patent infringement actions, forming joint defense groups to lower costs.
- Supervised trademark infringement action before the Andean Tribunal of Justice.
- Supervised class actions in California related to pricing, meal and rest breaks, employee classification and disability issues.
- Partnering with outside counsel to move away from hourly-based billing to value-based fee arrangements for legal services (co-authored the *Fee Arrangements* chapter in treatise “Successful Partnering Between Inside and Outside Counsel” published by Thomson Reuters).

Risk Management, Cyber Security and Insurance

- Led the design and implementation of a global enterprise risk management process including financial, legal, operational, strategic and economic risks.
- Monitor cybersecurity risks, oversee and participate in cyber incident planning, policy and reporting, designed incident management strategies, playbooks and table top exercises. Managed Board and C-suite communications during cyber-incidents.
- Monitor and formulate risk management and insurance strategies.

Government Relations

- Drive federal, state and local lobbying strategies. Established a government relations function and strategy for Office Depot and Domino’s Pizza to support business initiatives. Organized and managed a federal political action committee.

EMPLOYMENT

MACY’S, INC., New York, NY (NYSE M) 2016 – Present
Omnichannel retailer with sales in excess of \$24B, operating through 764 stores and three websites. Macy’s employs over 90,000 employees in 45 states.

CHIEF LEGAL OFFICER & SECRETARY

OFFICE DEPOT, INC., Boca Raton, FL (NYSE, ODP) 2007 – 2016

A global office products supplier that operates through 1,900 worldwide retail stores, a dedicated sales force and a \$4+ billion e-commerce business. Office Depot employs over 60,000 employees in over 58 countries and generated \$17 billion in annual revenues, with approximately 30% of revenues outside the United States.

EXECUTIVE VICE PRESIDENT, CHIEF LEGAL OFFICER & SECRETARY

DOMINO’S PIZZA, INC., Ann Arbor, MI (NYSE, DPZ) 2000 – 2007

A global pizza delivery company with 0,000 corporate and franchise owned stores in over 60 countries, generating over \$3.6 billion in revenue.

EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL & SECRETARY

PHILIP MORRIS INTERNATIONAL, INC., Rye Brook, NY (NYSE, PM) 1995 -2000
A multinational tobacco, food and beer company operating under the Philip Morris, Kraft Foods and Presidente beer marks, counseling operating businesses in Mexico, Central America and the Andean Pact.
REGIONAL COUNSEL LATIN AMERICA

GAF CORPORATION, Wayne, NJ 1990 - 1995
A global specialty chemicals company and domestic building materials manufacturer. Holding company for formerly public company, International Specialty Chemicals, Inc. (NYSE, ISP).

INTERNATIONAL AND CORPORATE COUNSEL

WILLKIE FARR & GALLAGHER, New York, NY 1985 - 1990
A prominent, full-service international law firm. Willkie has a large portfolio of national and foreign clients and my transactional practiced focused on corporate finance, securities offerings (equity and debt) and mergers and acquisitions.

CORPORATE FINANCE ASSOCIATE

INSTITUTE FOR ENERGY RESEARCH, Port Jefferson, NY 1980 – 1983
A consulting firm advising developing country governments on energy policy and conservation, under contract to the U.S. Agency for International Development.

ENERGY ANALYST

BOARD SERVICE

DOLLARAMA, INC. (TSX, DOL), Montreal, Canada 2015 – Present
Canadian value retailer with over 1,200 stores in Canada and a joint venture in Central and South America.
Nominating and Governance and Human Resources and Compensation Committees

NON-PROFITS

DIRECTWOMEN, A national non-profit that supports women lawyers service as independent directors of public companies. Board member (2018 to present).

INSTITUTE FOR INCLUSION IN THE LEGAL PROFESSION, An organization supporting research and scholarship to improve the entrance and retention of minorities, women and LGBT in the legal profession. Board member (2013 to present).

CORPORATE PRO BONO, An initiative of the Pro Bono Institute to enhance the pro bono culture of in-house legal departments. Advisory Board (2014 to present).

AMERICAN ARBITRATION ASSOCIATION, A provider of global alternative dispute resolution services. Board member (2011- 2016).

CHAMBERS OF COMMERCE, Board member of: Michigan Chamber of Commerce 2002-2007; Boca Raton Chamber of Commerce 2010-2016

EDUCATION

J.D., ST. JOHN'S UNIVERSITY SCHOOL OF LAW, Jamaica, NY
M.S., W. AVERELL HARRIMAN COLLEGE, STATE UNIVERSITY OF NEW YORK AT STONY BROOK
B.A., STATE UNIVERSITY OF NEW YORK AT STONY BROOK--Political Science