Andrew Jackson

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**CAREER SUMMARY**

Results-driven finance executive and Big-4 CPA with broad impact and experience across the finance organization. Demonstrated track record of developing and executing strategic and innovative financial solutions evidenced by over $20 billion in closed transactions. Significant Fortune 250 and “mid-cap” experience in dynamic, capital intensive and commodity-linked businesses. Expertise includes:

▫ Debt & Equity Capital Markets ▫ Mergers, Acquisitions & Divestitures

▫ Economic Valuation and Analysis ▫ Leading and Developing Teams

**PROFESSIONAL EXPERIENCE**

Dow Chemical Corporation, Houston, Texas **2020 – present**

***Vice President and Treasurer***

Oversee corporate finance, cash management, investor relations, credit and insurance functions for $3 billion company.

* Developed and executed investment strategy that increased returns on $800 million cash position by over 100%, while preserving liquidity and safety of principal.
* Built and implemented strategy for hedging a significant 2-year Yen-denominated engineering & construction contract.
* Lead investor relations activities, including IR strategy development, investor & analyst communications, conference participation and earnings calls. Authored annual letter to shareholders.
* Support major development projects in areas of finance, currency risk management, performance security and structuring.
* Collaborate with business leaders to align business objectives and credit considerations, including development of strategies for managing critical, yet financially vulnerable, customers.

Constellation Energy, Inc.(Formerly Sabre Power), Houston, Texas **2010 – 2019**

***Vice President and Treasurer****,* 2017 – 2019

***Vice President and Assistant Treasurer***, 2014– 2017

***Assistant Treasurer***, 2010 – 2014

**Managed corporate finance and cash management activities for a sub-investment grade Fortune 250 company. Provided strategic financial leadership on key business activities and initiatives.**

* Led financial aspects of merger with Mirant Corp., including due diligence, assessing structuring alternatives, evaluating committed vs. contingent financing terms, negotiating pertinent sections of merger agreement and developing and executing strategies for addressing $3.3B of affected debt and credit facilities.
* Collaborated with business units on product development, pricing and commercial opportunities, providing insights and ensuring consistency, discipline and rigor.

**Designed and implemented strategies to restore financial flexibility and position company to seize future opportunities that aligned with corporate objectives.**

* Collaborated with CFO to develop a balance sheet philosophy that supported corporate strategy throughout the commodity cycle.
* Designed multi-phase comprehensive refinancing program that restored investment-grade style covenants, while minimizing implementation costs and opportunistically accessing capital markets.

**Executed capital markets transactions under a variety of market conditions. Included negotiation of debt agreements, rates and fees, and preparation and presentation of road show materials.**

* Financed or refinanced 5 credit facilities totaling $6.9B, including revolvers, term loans and synthetic L/C facilities; negotiated several credit agreement amendments.
* Migrated permanent capital from bank to bond markets and financed strategic transactions through issuances of $3.8B of senior secured notes, senior unsecured notes and high yield tax exempt bonds.
* Arranged commitments for $350M of convertible preferred stock and $650M of term loans in midst of fall 2008 financial crisis and 50% reduction in earnings outlook.

**Reduced capital requirements via creative structured transactions and liquidity management strategies.**

* Co-managed development of bankruptcy-remote credit sleeve with Merrill Lynch for retail power business, reducing collateral postings by $1B+; named “Deal of the Year” by Energy Risk Magazine.
* Established a $250MM collateral trust secured by second liens on receivables; negotiated with major supplier who accepted a security interest in the trust in lieu of cash and L/C collateral postings.
* Negotiated two renewals of $350MM receivables securitization; reduced fees ~1.25% and increased advance rate ~33%. Subsequently upsized facility to $450MM to further capitalize on these improvements.

**Maximized value of distressed project financings through lender negotiations and bankruptcy proceedings.**

* Managed complex and litigious Ch. 11 bankruptcy proceeding; negotiated and closed $500M asset sale, settled litigation that threatened sale, paid creditors in full and recovered $67M of equity value.
* Co-managed consensual transfer of a defaulted project financing to a divided lender group.
* Managed 3 single-plant nonrecourse project financings; negotiated necessary waivers with lenders.

Led liability management efforts, including 3 tender offers totaling $1.5B of senior notes and convertible bonds.

* Assisted CFO and SVP Finance in the negotiation of complex bond consents, required by our retail credit sleeve, in which 8 series of secured bondholders agreed to release significant portions of their collateral.

**Improved relationships with ratings agencies, lenders and investors by reestablishing credibility, tailoring messages and speaking at investor conferences.**

* Promoted transparency and integrity through finance-related SEC reporting and Sarbanes-Oxley compliance.

***Director,*** Corporate Development, 2002 – 2004

Managed group responsible for mergers, acquisitions & divestitures and other related activities.

* Project Manager for 6 divestiture processes with varying levels of marketability. Managed advisors, developed deal structure and strategy, co-led management presentations, coordinated due diligence, analyzed bids and participated in sale agreement negotiations. Resulted in 2 transactions worth $1.2B.
* Prioritized $3B of divestiture opportunities during industry liquidity crises; weighed strategic, valuation and liquidity implications.
* Coordinated financial evaluation of $2.3B call option on Texas Genco Inc. Oversaw modeling and valuation; worked with SVP Finance and investment bank to identify and assess financing options.
* Managed wind down of venture capital subsidiary; made funding round recommendations and negotiated sale of venture capital funds portfolio.
* Developed valuation guidelines; implemented firm-wide, improving valuation rigor and consistency.

***Manager****,* Corporate Planning & Development, 2001 – 2002

***Senior Associate,*** Corporate Planning & Development, 2001

* Project manager for $4.7B acquisition. Supervised modeling, oversaw due diligence, coordinated investment bank activities, worked with Treasury to analyze financing synergies and funding alternatives, and participated in merger agreement negotiation.
* Lead analyst for VP in charge of Reliant’s $1.8B IPO. Assisted in drafting of S-1 and roadshow presentation; designed and managed Directed Share Program for 16,000 employees.
* Contributed to team that evaluated and recommended carve-out of deregulated businesses from the regulated utility post industry deregulation; designed corporate structure/restructuring mechanics.
* Coordinated a CFO-led committee of senior executives that reviewed significant projects; designed policies and procedures, collaborated with businesses to ensure integrity of economics and identification of risks and issues.
* Developed model to assess impact of projects on EPS and coverage ratios that was adopted and became an approval prerequisite.

Conoco Corporation, Irving and Houston, Texas **2000 – 2010**

***Staff Specialist, Power and Finance*,** Corporate Affairs Department, Houston, Texas, 2008 – 2010

Advised international business units of ExxonMobil Coal and Minerals Company and management on finance and other business-related issues.

* Assessed strategic implications and modeled cash flows to evaluate Chilean mine expansion and financing options.
* Recommended enhanced working capital management of Colombian affiliate’s Treasury operations.
* Served as chief Credit Officer for all sales; created credit database to improve tracking and reporting.

***Financial Analyst*,** Treasurer’s Department – Capital Markets, Irving, Texas, 2004 – 2008

Member of three-person team tasked with managing worldwide equity and debt financing activities.

* Modeled tax-loss carry forward and FTC position impacts on cross-border restructuring opportunities.
* Coordinated all aspects of $25 MM preferred share issuance for Exxon Asset Management Company.
* Selected by senior management to perform technical finance interviews for highly selective MBA program.

***Financial Analyst*,** Treasurer’s Department – Benefits Finance and Investment, 2000 – 2004

Senior analyst in group responsible for managing assets of $4 billion pension fund.

* Developed rebalancing triggers that management used to maintain asset allocation targets.
* Performed in-depth study to identify additional emerging markets that management approved for investment.

Arthur Anderson, Chicago Illinois **1989 – 1992, 1993 – 1999**

***Senior Accountant***

Directed concurrent financial statement audits in a deadline-oriented environment. Responsibilities included preparing financial statements and supervising and developing staffs of up to 15 auditors.

Bank of Chicago, ***Internal Auditor***, Chicago, Illinois **1992 – 1993**

**EDUCATION AND LICENSURE**

**THE UNIVERSITY OF CHICAGO BOOTH SCHOOL OF BUSINESS** Chicago, IL

***Master in Business Administration (MBA)*.** Beta Gamma Sigma, GPA: 4.0/4.0. June 1995

Concentrations: Analytic Finance and Business Economics, High Honors (top 5%).

Won award as the top finance student in class of 1,000+.

**HAVERFORD COLLEGE** - ***Bachelor of Arts***. Haverford, PA

Major: Economics. *Magna Cum Laude* (top 5%). GPA: 3.6/4.0. Phi Beta Kappa. May 1988

**Certified Public Accountant**, Commonwealth of Illinois. 1993 – present

**PROFESSIONAL/COMMUNITY AFFILIATIONS**

American Institute of Certified Public Accountants (AICPA)

Financial Executives Networking Group (FENG)

Board of Trustees & Finance Committee Chairman, First Baptist Academy

Den Leader, Cub Scout Pack 789