



LISA L. TROE

Director Profile

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PROFILE

Experienced public company Director and Audit Committee Chair, and Financial Expert with extensive background in corporate governance and oversight, financial reporting and disclosure, accounting, enterprise risk and crisis management, and strategic planning. Experience in collaborative development and oversight of successful business strategies.

Broad yet unique perspective from 40 years of business and professional experience in diverse organizational environments, range of industries, stages of business life cycles including pre and post-IPO, development stage to \$350 billion in market cap. NACD Board Leadership Fellow, CERT certified in cybersecurity, and CPA, with additional experience collaborating with and advising boards and executives.

CURRENT BOARD OF DIRECTORS POSITIONS

Director; Magnite, Inc. (Nasdaq: MGNI) — 2014-Present

- Joined Board and became Audit Committee Chair of this advertising technology company pre-IPO. IPO completed in 2014 (as Rubicon Project, Inc. (RUBI) on NYSE), with lead underwriters Goldman Sachs and Morgan Stanley. Company has acquired and integrated several businesses since its IPO.
- First independent Director, actively involved in recruiting additional independent directors. Collaborated with colleagues to create a cohesive and effective Board.
- As Audit Committee Chair, in connection with post-IPO acquisition, worked with company's financial and accounting executives and independent auditors to resolve revenue recognition issues that had created disagreement among industry participants.
- Participated as Director in Board's active oversight role in restructuring market strategy, product offering, overall cost structure. Board effectuated a complete change in executive management.
- Company executed merger of equals Q2 2020; selected as a continuing Director (and Audit Committee Chair) for new Board.
- Company's market cap has increased six-fold during my tenure.

Director; HireRight GIS Group Holdings LLC — 2021-present

- HireRight provides employers global employment background checks, drug testing, education verification, E-Verify solutions, and other workforce solutions.

Director (and Audit Committee Chair)-Designate; Stem, Inc. (Director upon SPAC transaction with Star Peak Energy Transition Corp. (NYSE: STPK) — expected Q2 2021

- Stem provides solutions that address the challenges of today's dynamic energy market. Stem combines advanced energy storage solutions with its proprietary world-class artificial intelligence (AI)-powered analytics platform, enabling customers and partners to optimize energy use by automatically switching between battery power, onsite generation and grid power.

PAST BOARD OF DIRECTORS POSITIONS

Director; TheraCann International Benchmark Corp — 2018-2019

- Company was global cannabis industry technology company focused on supply chain management, regulatory compliance, quality control, product tracking. During my tenure, the company did not commercially grow or distribute cannabis products. Left Board when controlling shareholder unilaterally changed company business strategy with which I did not agree.

Special Litigation Committee (SLC) Member; public gaming industry manufacturing company — 2007

- Served as one of two independent members of SLC of Board.
- Investigated, evaluated, and reported to Board on shareholder derivative suit alleging disclosure and financial reporting fraud.

Advisory Board Member; Avalon Oil Co (oil and gas upstream) — 2003-2014

- Active member of Advisory Board that functioned for Texas general partnership as the equivalent of a board of directors. Also participated as equivalent of chief financial officer/chief accounting officer/financial expert.

Independent Advisor; Accounting, Auditing and Investigations Expert — 2005-present

- Substantial participation in board and committee meetings and deliberations, particularly in enterprise-level risk situations. In working with boards: advises on wide-ranging issues, including accounting and financial reporting; provides investigative expertise, e.g. for response to whistleblower complaints; presents possible scenarios of potential actions by regulators and litigants, and provides scenario planning alternatives; assesses performance of officers, employees, auditors and advisors; recommends specific board actions for improved corporate governance and enterprise risk management.

EMPLOYMENT HISTORY

Co-Founder and Senior Managing Director, Athena Advisors LLC; Henderson, NV — 2014-Present

- Independent business advisory services in a wide range of industries.
- Services include forensic and litigation consulting, strategic planning, board of directors services, and merger & acquisition consulting.
- Selected as one of top Forensic Accountants globally by *Who's Who Legal*, past six years.

Senior Managing Director, Forensic and Litigation Consulting practice, FTI Consulting, Inc.; Los Angeles, CA — 2005-2013

- Worked with boards, senior management and legal counsel in crisis driven situations that impact the financial and organizational health of the business. Led complex international financial, anti-bribery and anticorruption investigations; risk analysis, assessment and mitigation; identification of critical financial, personnel and organizational issues; and collaborated with boards and management to develop and implement (i) scenario based strategies; (ii) strategic responses, direction and communications; and (iii) strategic and tactical action plans. Assisted in defense of parties in litigation and SEC and other regulatory investigations.
- Responsibility for L.A. office forensic and litigation consulting practice P&L including revenue generation and personnel, and for profitability contribution to global practice.

- Performed selected due diligence in connection with securities offerings and M&A transactions for investment bank.
- Winner of FTI Forensic and Litigation Consulting Client Service and Strategic Awards.

Regional Chief Enforcement Accountant — 1999-2005**Branch Chief, Office of Enforcement — 1998-2005****Enforcement Investigative CPA — 1995-1998****U.S. Securities and Exchange Commission; Los Angeles, CA**

- Supervised regional Enforcement CPAs and co-led hundreds of inquiries and investigations involving a wide range of industries, transactions and entities on matters related to fraud and other securities laws violations.
- Provided oversight of interpretation of generally accepted accounting principles (GAAP) and generally acceptable auditing standards (GAAS) by regional staff and for agency policy consistency, and of region's financial fraud and audit failure Enforcement program and integration of program with SEC's regulatory objectives. Coordinated with Public Company Accounting Oversight Board (PCAOB), various law enforcement and regulatory agencies.
- Monitored and evaluated audit and special committee investigations; assessed competence of directors and advisors, adequacy of internal controls, and sufficiency of companies' risk mitigation actions.
- Recommended whether to initiate investigations, developed case theories, designed investigation plans, supervised investigative work, evaluated evidence, and recommended whether and what enforcement action should be taken against companies, directors, officers, employees, corporate and independent accountants, in-house and outside legal counsel and other third parties. Negotiated settlement and settlement documents with companies, their officers and employees, auditors and others.
- Recipient of SEC Chairman's Award of Excellence.

**Senior Accountant/Assistant Controller, Santa Fe Pacific Pipeline Partners, L.P.;
Los Angeles, CA — 1992-1994**

- Responsible for budgeting and analysis; monthly accounting closings; SEC compliance reporting; Federal Energy Regulatory Commission (FERC) reporting and related ratemaking analyses; and estimating financially significant environmental liabilities concerning dozens of legacy railroad contaminated sites
- Finance department member of multidisciplinary task force to evaluate existing processes and organizational structure, and recommend company-wide processes and structure to streamline operational and administrative activities throughout the business

Senior Consultant, Deloitte & Touche LLP; Los Angeles, CA — 1988-1992

- Managed audit and due diligence teams
- In several client crisis situations, served as acting or interim CFO or Corporate Controller.

Joint Interest Billing Supervisor, The Anschutz Corporation; Denver, CO — 1983-1988

- At age 21, held title of JIB Supervisor with staff of 25 at headquarters and branch offices
- Managed JIB accounting department; responsible for oil and gas lease accounting; provided management reporting and analyses; handled disputes with suppliers and difficult collections; provided estimates of future expenditures for income tax planning and income tax returns
- Responsible for accounting for pipelines, railroads, private art collection

- Special projects, such as reconstructing 10 years of transactions for producing field in Italy to determine company's tax basis in connection with sale of the property
- Hands-on experience included site visits, travel to field offices, and in-the-field inventories

Revenue Accountant, Hamilton Brothers Oil Company; Denver, CO — 1980-1983

- Joint interest billing, then oil and gas production revenue accounting and distribution

PERSONAL AND PROFESSIONAL ATTRIBUTES

- Client-described “gold standard” integrity; outstanding professional reputation; sound judgment; mature and calm professionalism; and intuitive yet critical thinker
- Outstanding communication, collaboration and relationship skills
- Steadfast focus on overall strategies and objectives to advance business success

CERTIFICATIONS, PROFESSIONAL AFFILIATIONS, EDUCATION

- Certified Public Accountant
- National Association of Corporate Directors (NACD) Board Leadership Fellow
- Completed NACD Cyber-Risk Oversight Program; earned CERT Certificate in Cybersecurity issued by Software Engineering Institute of Carnegie Mellon University
- Member, NACD
- Member, Women Corporate Directors
- Member, Association of Securities and Exchange Commission Alumni
- Associate Member, American Bar Association
- Member, American Institute of Certified Public Accountants
- Periodic speaker and panelist for Director, accounting, and legal organizations
- B.S. Business Admin., Major in Accounting, with honors, Univ. of Colorado at Denver