

## DAVID W. BAKER

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**Senior Operations and Finance Executive** with proven ability to drive key operational and financial objectives while managing risk. Demonstrated success in both large corporate and entrepreneurial environments. Highly skilled at analyzing complex business situations, developing innovative alternatives, and implementing operational solutions. Specific areas of expertise include:

- |  |  |
|--|--|
| <input type="checkbox"/> Operations Management         | <input type="checkbox"/> Mergers / Acquisitions / Divestitures & Integration |
| <input type="checkbox"/> Turnaround & Restructuring    | <input type="checkbox"/> Risk Management                                     |
| <input type="checkbox"/> Board & Shareholder Relations | <input type="checkbox"/> Business Strategy & Development                     |
| <input type="checkbox"/> Leadership & Team Building    | <input type="checkbox"/> International and Joint Venture Operations          |

### **EXPERIENCE**

#### **AT&T/DIRECTV [NYSE: T]**

**2008 – Present**

AT&T's DIRECTV unit is one of the world's leading providers of digital television entertainment services delivering a premium video experience to more than 30 million customers in the U.S. and Latin America.

##### ***Senior Vice President, Field Services (2008 to Present)***

Managing DIRECTV's \$2.2 billion home installation and service network (16,100 technicians in 50 states).

- ☐ Successfully transitioned from 100% outsourced to 44% owned/operated in less than 2 years.
- ☐ Reduced monthly service calls from 1.90% to 1.30% of subscriber base through improved installation and service quality, saving more than 1 million service calls per year and \$590 million over 6 years.
- ☐ Increased field services customer satisfaction from 87% to 97% and net promoter score from 69 to 85.
- ☐ Improved safety, reducing accidents by 53% and saving over \$65 million over 5 years
- ☐ Reduced annual technician attrition from over 108% (2008) to under 20% (2012-2015).

#### **ON COMMAND CORPORATION**

**2007 – 2008**

A \$230 million provider of in-room video and entertainment to the hospitality industry.

##### ***Executive Vice President and Chief Operating Officer (2007 to 2008)***

Managing all operations of On Command Corporation and leading the integration of On Command into its new parent company, LodgeNet Entertainment Corporation (later LodgeNet Interactive Corporation) [NASDAQ:LNET].

- ☐ Integrated On Command into LodgeNet in 11 months (7 months ahead of schedule) and 10% under budget.
- ☐ Designed and implemented employee retention and severance programs that allowed operational and financial performance levels to be maintained during integration.

#### **NIGHTINGALE & ASSOCIATES, LLC**

**2006 – 2007**

A turnaround management and restructuring professional services firm specialized in providing interim management and consulting services for underperforming companies.

##### ***Managing Director (2006 to 2007)***

Restructuring a \$350 million construction company to eliminate excess capacity and return to profitability.

- ☐ Redesigned and implemented new cash management and accounts payable processes.
- ☐ Completed negotiation and favorable settlement of over \$3 million in legacy contract claims and leases.

**DIRECTV****1998 – 2005***Senior Vice President, Finance - DIRECTV International, Inc. (1998 to 2005)**Chief Operating Officer / Chief Financial Officer - DIRECTV Japan Management, Inc. (1998 to 2001)*

Joined emerging business embarking on global market expansion to provide strategic and tactical business leadership for two start-up ventures, struggling to meet financial and operational objectives. Served as expatriate executive and Member of the Board, navigating through shareholder relations to effect turnaround of start-up joint venture with seven partners. After exiting business in Japan, transferred to start-up Latin American venture to address critical debt, cash, and marketing concerns.

*Vice President, International & Special Projects - The DIRECTV Group, Inc. (2002 to 2005)*

Upon promotion to parent company Hughes, successfully restructured DIRECTV Latin America through Chapter 11 reorganization and divested Hughes Network Systems, Inc. (HNS).

**International Business Leadership & Turnarounds**

- Disengaged DIRECTV from Japanese market, liquidated eight companies, settled over \$1.5 billion in claims, and terminated business for \$300 million (50%) under budget, and 3 months (25%) sooner than planned.
- Outlined various “what if” scenarios for business turnaround in Japan, competitive merger and/or venture shutdown; planned and executed divestiture strategy to yield optimal value.
- Took DIRECTV Latin America through Chapter 11 in eleven months for \$120 million less than planned; reduced annual programming costs by 30% and tax costs by \$20 million per year, accelerating breakeven by two years.
- Reduced DIRECTV Latin America cash needs by 20% for 2001 and 2002 by developing and implementing new business plans that cut cash requirements, while supporting substantial subscriber growth.
- Realized over \$600 million for assets of Hughes Network Systems, Inc. in series of four transactions by dismantling its highly centralized cost and organization structure.
- Negotiated and implemented agreements on all operational aspects of HNS restructuring, its separation and continuing business relationships with DIRECTV.

**Contract Negotiations & Asset Value Realization**

- Structured exit from Japan to fully offset \$60 million gain on SkyPerfect share sale for tax purposes.
- Negotiated private sale of SkyPerfect shares for \$106 million (\$16 million above market) with no commission.
- Achieved 85%+ customer migration (double expectations), key to government approval for early business exit.
- Prioritized and proactively settled 100+ contract claims, avoiding forced involuntary bankruptcy by creditors.

**Board & Shareholder Relations**

- Renegotiated DIRECTV Latin America’s partnership agreement, governance rights, equity ownership levels, and \$200+ million partnership termination options.
- Drove deal structuring and negotiations for DIRECTV Japan to migrate customers to competitor SkyPerfect and secured provisions for shareholders to purchase SkyPerfect stock at founder’s price.
- Crafted innovative financial structure whereby shareholders bought into \$300 million convertible bond that provided DIRECTV with 85% controlling interest in DIRECTV Japan and options to exit market.
- Served as Elected Officer and/or Board Director of 30+ subsidiaries and affiliates of DIRECTV.
- Currently serving as a member of the Board of Trustees of Tusculum College and on numerous Board committees, including chairing the Audit Committee.

**Human Resources Management & Culture Change**

- Designed and implemented innovative HR programs for retention, severance and outplacement that garnered high employee confidence, without a single labor dispute in downsizing 500 employees in Japan.
- Despite downsizing, implemented culture change that allowed rapid American-style decision making and execution during shutdown and subscriber migration, with full support of predominantly Japanese staff.

**HUGHES SPACE & COMMUNICATIONS COMPANY (Division of Hughes Electronics Corp.) 1985 - 1998**

Division of Hughes Electronics Corporation, \$2.3 billion global communication satellite design and manufacturing business. World's leading manufacturer of commercial communications satellites, with commercial and defense interests; now part of Boeing.

*Controller (1994 - 1998)*

*Manager, Financial Planning & Analysis - Space and Communications Group (1990 - 1994)*

*Division Controller - Space Vehicle Electronics Division (1987 - 1990)*

*Business Operations Section Head - Manufacturing Division (1985 - 1987)*

- Forged fundamental shift in business base, successfully converting from 80%+ government "cost plus" contracts to 80% fixed price (70% commercial, 10% government), while growing sales and improving profitability.
- Played key role in growing sales by 70% over two years and reducing working capital from \$600 million to under \$20 million, while growing earnings and cash flow over 30%.
- Successfully executed \$80 million restructuring and capture of \$50+ million in cost reduction/cost avoidance actions to position Hughes more competitively in market.
- Led negotiations and implemented operational terms of disengagement to carve out defense business and sell to Raytheon in \$9.5 billion transaction.
- Set up fully compliant special purpose subsidiary that provided competitive edge for procuring space launches.

**GETTY OIL COMPANY (acquired by Texaco, Inc. in 1984)****1982 - 1985**

*Operations Research Analyst*

**WEYERHAEUSER COMPANY [NYSE:WY]****1980 - 1982**

*Engineering Project Manager*

**WEST VIRGINIA UNIVERSITY****1976 - 1978**

*Industrial Engineering Instructor*

**EDUCATION**

- PhD** Mineral Economics (specializing in Operations Research), Colorado School of Mines, 1980  
**MS** Industrial Engineering, West Virginia University, 1978  
**BS** Industrial Engineering, Cum Laude, West Virginia University, 1976

**PROFESSIONAL AFFILIATIONS**

- Sigma Xi, The Scientific Research Society
- Phi Kappa Phi (interdisciplinary honor society)
- Tau Beta Pi (engineering honor society)
- Alpha Pi Mu (industrial engineering honor society)
- Financial Executives International (FEI)
- Institute of Industrial Engineers (IIE)
- Institute for Operations Research and the Management Sciences (INFORMS)
- American Production and Inventory Control Society (APICS)