

CATHERINE E. HEIGEL

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Statement of Qualifications

I have nearly 20 years of combined legal, regulatory and executive management experience. From my first position out of law school in 1995 as a regulatory attorney for the South Carolina Department of Consumer Affairs to my legal and executive management positions with Duke Energy Corporation and American Transmission Company, I have dealt with regulation, compliance and policy matters most of my career. The electric utility industry has a significant impact on the environment and, accordingly, is subject to substantial environmental regulation at both the state and federal level. Throughout my career, I have had to address myriad issues flowing from this regulation, including administrative litigation before the Public Service Commission to obtain cost recovery for pollution control equipment; participating in formulating company positions on federal and state legislation, such as federal Clean Air Act amendments and waste regulations; working with diverse environmental advocacy groups on energy efficiency, new nuclear generation and hydro-electric relicensing initiatives; and addressing Duke Energy's decision to discontinue testing mixed oxide (MOX) fuel at its Catawba Nuclear Station with state regulators. In addition to my experience in policy and regulatory matters, I have strong strategy and change management capabilities. At Duke Energy, I established the first South Carolina state president's organization and worked with my team to formulate a South Carolina-specific regulatory strategy for the company. In my current position at Elliott Davis Decosimo, I am leading the effort to centralize certain corporate support functions to realize greater operational efficiencies and cost savings across our 17 office footprint. I believe my cumulative experience qualifies me well to lead the South Carolina Department of Health and Environmental Control and it would be my privilege to serve as its next Director.

Professional Experience

ELLIOTT DAVIS DECOSIMO, LLC, Greenville, SC

General Counsel and Corporate Strategies Officer, August 2013 to present

Responsibilities include serving as an in-house business, legal and management advisor to Elliott Davis, a full service tax, accounting and business advisory firm headquartered in South Carolina, in the areas of strategic planning, mergers and acquisitions, enterprise risk management, and corporate shared services. Significant projects and responsibilities include:

- Managing the legal affairs, commercial due diligence and integration planning for the 2014 acquisition of the Decosimo Firm, a firm of 250 professionals located across 9 offices in Tennessee, Ohio, Alabama and The Cayman Islands (Accounting Today publication named Elliott Davis Decosimo its 2015 No. 1 Fastest Growing Firm in the U.S.)
- Corporate restructuring to create operational and economic efficiencies in the delivery of shared general and administrative services across the firm, such as purchasing, facilities management, records management, and travel
- Overseeing the firm's transaction, litigation, human resources and corporate governance legal support function
- Coordinating the firm's multi-state economic development sponsorships and initiatives

AMERICAN TRANSMISSION COMPANY, Waukesha, WI

Executive Vice President, General Counsel and Corporate Secretary, June 2012 to June 2013

Responsibilities included management of the legal, insurance/claims, corporate records and state regulatory affairs functions of American Transmission Company, a transmission-only electric utility

based in Wisconsin with annual operating revenues of approximately \$600 million and total capitalization of approximately \$3.5 billion. Corporate secretarial duties included preparing board meeting materials and minutes, annual shareholder meeting and election materials, capital call requests, and providing general corporate governance oversight. Further executive responsibilities included serving on the company's Policy and Ethics Committee and Employee Benefits and Compensation Committee. Ongoing legal support by the Office of General Counsel included:

- Commercial transactions (e.g. acquisitions, supply chain support, and counsel for project and joint venture companies, including Duke-American Transmission Company, LLC (a Duke Energy / American Transmission Company joint venture))
- Federal Energy Regulatory Commission (FERC) litigation and rulemakings
- State regulatory filings before state public utilities commissions
- Employment matters and general litigation
- Local, state and federal compliance matters, including environmental regulatory compliance

DUKE ENERGY CORPORATION, Charlotte, NC

President, Duke Energy South Carolina, March 2010 to June 2012

Responsibilities and accountabilities included the legislative affairs, community and governmental relations, regulatory affairs, economic development, hydroelectric relicensing and lake services, and statewide strategy for Duke Energy's South Carolina operations. Significant company initiatives included:

- Establishing Duke Energy's South Carolina President's organization in 2010
- Successfully prosecuting and settling a general rate case in 2011 to increase the base rates and charges for the company's South Carolina retail electric consumers
- Continued development of a new nuclear generation facility in Gaffney, South Carolina
- Negotiations to conduct due diligence for the acquisition of a possible minority ownership interest in VC Summer Nuclear Station Units 2 and 3 being developed by South Carolina Electric & Gas Company and the South Carolina Public Service Authority
- Keowee-Toxaway and Catawba-Wateree river basins FERC relicensing work to support Duke Energy's continued plant operations on these basins
- Settling in December 2010 South Carolina Attorney General McMaster's lawsuit against North Carolina and Duke Energy over interbasin water transfers from the Catawba River

Special Advisor to the Chairman, February 2010

General responsibilities included assisting the Chairman/CEO in evaluating policy positions and advancing strategic initiatives in consultation with executive staff, board members and external stakeholders, including regional and national environmental organizations.

Associate General Counsel, State Regulatory Group, December 2006 – January 2010

General responsibilities included advising Duke Energy's senior management on regulatory and compliance matters and representing Duke Energy in proceedings before state utility commissions. Work involved (1) managing large interdisciplinary teams for general rate and regulatory filings; (2) managing relationships with state regulators and key stakeholders, including commercial, industrial and environmental groups; and (3) preparing and litigating case filings, including development of case strategy, drafting pre-filed testimony, motions, legal briefs, and conducting witness examinations.

Projects included:

- Counsel for Duke Energy's energy efficiency ("save-a-watt") state regulatory initiative in South Carolina and co-counsel on the save-a-watt filings in Ohio, Indiana, Kentucky, and North Carolina
- Counsel for Duke Energy's state regulatory proceedings in South Carolina relating to its proposed new nuclear facility in Gaffney, South Carolina

- Counsel for Duke Energy Carolinas' 2009 general rate proceeding in South Carolina and co-counsel on the company's 2009 general rate proceeding in North Carolina
- Counsel for Duke Energy Carolinas 2006-07 biennial affiliate transactions audit
- Primary responsibility for overseeing compliance with state regulatory conditions for Duke Energy Carolinas

Senior Counsel, Commercial Transactions Group, March 1997 – September 2002

General responsibilities included providing commercial transactional legal support for Duke Engineering & Services, Inc. (DE&S), a non-regulated engineering consulting services subsidiary of Duke Energy, and Duke Power, a regulated electric utility. General responsibilities included drafting and negotiating domestic and international engineering, procurement and construction contracts, asset purchase agreements, consulting services agreements, teaming agreements, and joint venture agreements, as well as ensuring compliance with the Foreign Corrupt Practices Act, local licensing requirements, and state affiliate transactions restrictions. Special assignments included:

- Primary responsibility for establishing and providing legal support to DE&S' Peruvian and Czech Republic operations
- Primary responsibility for providing compliance training to DE&S' domestic employees

**LAW FIRM OF KOCHER & GILLUM, Port Clinton, OH
Counsel, March 2003 – November 2006**

Small private legal practice focused on general commercial transactions, including business sales and acquisitions, and real estate transactions, including environmental assessments and permitting.

**SOUTH CAROLINA CONSUMER ADVOCATE, Columbia, SC
Staff Attorney, September 1995 - November 1996**

General responsibilities included representing the public interest in insurance and utility rate matters before the Public Service Commission of South Carolina and the Administrative Law Division.

Education

UNIVERSITY OF PENNSYLVANIA, THE WHARTON SCHOOL, Philadelphia, PA, Advanced Management Program, July 2011

UNIVERSITY OF NORTH CAROLINA, KENAN-FLAGLER BUSINESS SCHOOL, Chapel Hill, NC, Executive Development, Duke Energy Strategic Leadership Program, June 2009

THE OHIO STATE UNIVERSITY SCHOOL OF LAW, Columbus, OH
Juris Doctor, May 1995

- The Ohio State Law Journal, Associate Editor (1993 - 1995)
- Published, "*Independent Insurance Agents of America, Inc. v. Ludwig and Variable Annuity Life Insurance Co. v. Clarke*: The Banking – Insurance War in Search of a Judicial Truce, 55 Ohio St. L. J. 929 (1994)

OXFORD UNIVERSITY, Oxford, England
Summer Law Programme, 1993

THE UNIVERSITY OF SOUTH CAROLINA, Columbia, SC
Bachelor of Arts with Honors, *Magna Cum Laude*, May 1992

- International Studies Major; German Minor
- Department of International Studies Top Student Award (1992)
- Alumni Scholar (1988 – 1992)
- Hoechst German Scholar (1990 – 1992)
- Mortar Board, President (1991 – 1992)
- Omicron Delta Kappa
- Phi Beta Kappa

State Bar Admissions

North Carolina, South Carolina, Georgia (inactive), Ohio (inactive), and New York

Board Memberships, Professional Associations, and Committees

South Carolina Public Service Authority (Santee Cooper), Director
University of South Carolina Capital Campaign Committee, Member
University of South Carolina Honor's College Partnership Board, Member
Anderson University Board of Regents, Member
The Original Six Foundation, Secretary / Trustee
The Nature Conservancy, SC Chapter, Trustee
American Heart Association, Upstate Heart Ball Committee, Member
Buncombe Street United Methodist Church, Finance Committee, Member
American Bar Association, Member

Recognitions

2008 Duke Energy Annual Report – Employee Feature
2010 James B. Duke Award (highest employee recognition award at Duke Energy)
2010 University of South Carolina Honor's College Alumni of the Year
2011 Top 50 Most Influential Leaders in Greenville, South Carolina

Select Speeches and Presentations

Clemson University, Keynote Speaker, 2020 Women on Boards Forum (November 2014)
Clemson University Leadership Summit, Speaker (October 2014)
ABA Section of Environment, Energy, and Resources Law Summit, Speaker, "*Plenary Session: Developing and Sustaining and 'All-of-the-Above' National Energy Policy*" (October 2012)
Edison Electric Institute, Annual Convention, Panelist, "*Customer Issues and Distributed Generation*" (June 2012)
Congressman Tim Scott's Revitalizing America: Encouraging Entrepreneurship Forum, Panelist, "*Entrepreneurial Spirit in Business*" (May 2012)
Anderson University Commencement Speaker (2012, Spring Graduation)
South Carolina Women Lawyers Association, Women Lawyers & Leadership Conference, Panelist, "*Developing Leadership Skills in the Community and Workplace*" (October 2011)
USC Lancaster Commencement Speaker (2011, Spring Graduation)