BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

In the Matter of the Statement Establishing Compliance of NORTHWEST NATURAL GAS COMPANY Establishing Compliance With RCW 80.08.040 With Respect to the Proposed Issuance and Sale of Not More Than $150,000,000 Principal Amount of Medium-Term Notes, Series B in one or more tranches	DOCKET NO. UG-______ STATEMENT ESTABLISHING COMPLIANCE

Northwest Natural Gas Company ("NW Natural" or the "Company") hereby files this Statement Establishing Compliance complying with RCW 80.08.040, for the issuance and sale of up to $150,000,000 of Secured Notes, Series B issued under the Company's Medium-Term Note Program ("Medium-Term Notes") through a public offering.

On October 2, 2018, the Company filed a universal shelf registration (the "Universal Shelf Registration") with the Securities and Exchange Commission (the "SEC") on a Form S-3 registering an unlimited amount of certain debt and equity securities, including, but not limited to: (i) Medium-Term Notes; (ii) Unsecured Notes; and (iii) other debt instruments. In accordance with WAC 480-90-242(3), no filing with the Washington Utilities and Transportation Commission ("WUTC") was necessary upon filing of the Universal Shelf Registration. This Universal Shelf Registration replaced the Company's previously filed Universal Shelf Registration which was due to expire in November 2019.

With the filing of this Statement Establishing Compliance, the understanding is that the Company has satisfied its statutory obligations under RCW 80.08.040 and WAC 480-90-242 with respect to the Company's proposed issuance and sale of up to $150,000,000 principal amount of Medium-Term Notes.

The following is the information required in RCW 80.08.040:

(1) A description of the purposes for which the issuance will be made, including a certification by an officer authorized to do so, that the proceeds from any such financing is for one or more of the purposes allowed by RCW 80.08.030.

The Company will use the proceeds from the Medium-Term Notes for the acquisition of property, or the construction, completion, extension or improvement of its facilities, or the improvement or maintenance of its service, or the discharge or refunding of its obligations, or the reimbursement of moneys actually expended from income or from any other moneys in the treasury of the Company not secured by or obtained from the issue of stock or stock certificates or other evidence of interest or ownership, or bonds, notes or other evidence of indebtedness of the Company for any of the aforesaid purposes except maintenance of service. In each case, the Company keeps its accounts and vouchers for such expenditures in such manner as to enable the WUTC to ascertain the amount of money so expended and the purpose for which the expenditure was made. Such purposes are permitted by RCW 80.08.030.

In accordance with WAC 480-90-242, the Company will, within 60 days after the issuance of any Medium-Term Notes, file with the WUTC a verified statement (a) outlining the final terms and conditions of the transaction; and (b) setting forth actual proceeds from the issuance and, to the extent known, the disposition of proceeds stating the final amount to be used for each purpose allowed by RCW 80.08.030.

(2) A description of the proposed issuance, including the terms of financing.

(a) <u>Type and nature of securities</u>

A full description of the Medium-Term Notes is included in the Universal Shelf Registration filed with the SEC on October 2, 2018, a copy of which is filed as <u>Exhibit A</u> to this Application, and in the Prospectus Supplement, filed on October 3, 2018 attached hereto as <u>Exhibit B</u>.

The Company will issue the Medium-Term Notes under its Mortgage and Deed of Trust, dated as of July 1, 1946, as amended and supplemented by twenty-three Supplemental Indentures (the “Mortgage”), with Deutsche Bank Trust Company Americas (formerly Bankers Trust Company), as Trustee, which is attached hereto as <u>Exhibit C</u>. The Mortgage constitutes a first mortgage lien on substantially all of the utility property now owned and hereafter acquired by the Company. The Company will issue the Unsecured Notes, if any, under the Indenture dated as of June 1, 1991 (the "Indenture"), which has been entered into with Deutsche Bank Trust Company Americas, as Trustee, which is attached hereto as <u>Exhibit D</u>. The Medium-Term Notes will be issued through a Distribution Agreement, as amended by the Company’s Notice dated October 3, 2018, which is attached hereto as <u>Exhibit E</u>. The Medium-Term Notes would have maturities of between one and 31 years.

The Medium-Term Notes will be sold in a public offering on a principal or agented basis, they will be registered securities, and they may be priced by competitive bid or in a privately negotiated transaction.

(b) <u>Amount of Securities</u>

The Company makes this filing to comply with the requirements of RCW 80.08.040 and WAC 480-90-242 with respect to the issuance and sale of an aggregate principal amount of up to $150,000,000 of Medium-Term Notes.

(c) Interest Rate

The interest rate on the Medium-Term Notes are expected to be fixed and payable semi-annually in arrears, beginning in 2020. The interest rate for the Medium-Term Notes is determined at the point of sale either from competitive offers communicated by the Company's Medium-Term Notes agents or from individual negotiations between an agent and the Company, in both cases, based on prevailing rates at the time for U.S. Treasury debt securities of comparable maturities and spreads over those rates reflecting the risk premium for corporate debt with the Company's credit ratings.

(d) Date of Issuance and Maturity

The Company expects to issue the Medium-Term Notes sometime within six months from the date of this Statement in an amount, not to exceed an aggregate principal amount of not more than $150,000,000 in one or more tranche. The Medium-Term Notes will be issued as public offerings on a principal or agented basis, they will be publicly registered securities, and they may be priced by competitive bidding or by privately negotiated transactions. The maturities of Medium-Term Notes will be not less than one year and not more than 31 years.

(e) Method of Sale

The Medium-Term Notes will be issued and sold through Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities Inc., Wells Fargo Securities, LLC, U.S. Bancorp Investments, Inc., BMO Capital Markets Corp., RBC Capital Markets, LLC, CIBC World Markets Corp., or TD Securities (USA) LLC, as agents, or through such other agents as may hereafter be engaged by the Company. Upon the placement of the Medium-Term Notes, such agents will be paid commissions for their services in amounts based on a pre-determined percentage, of the principal amount of the Medium-Term Notes sold, depending upon maturity term for the Medium-Term Notes. The amounts of such commissions will not exceed the customary fee for such services in arm's-length transactions. A table showing the commissions at the various maturities is set forth below.

The agents will provide the Company with information upon request regarding market conditions, interest rate levels and anticipated rate movements. Since offers to sell Medium-Term Notes may be posted on short notice, the Company can respond quickly to changes in market conditions, and interest rates can be readily updated to reflect the aggressiveness with which the Company desires to tap a particular favorable market opportunity.

From time-to-time it may be advantageous to sell Medium-Term Notes to an agent as principal, in which case the Medium-Term Notes will be purchased by the agent at a price not to exceed 100 percent of the principal amount of the Medium-Term Notes, less a percentage not to exceed the commission applicable to an agency sale of Medium-Term Notes of identical maturity. Such Medium-Term Notes may be resold by the agent to investors and other purchasers at varying prices related to prevailing market prices at the time of resale, as determined by the agent, or at a fixed public offering price. The Company also may sell the Medium-Term Notes directly to investors.

(f) <u>Fees for Services</u>

As described above, the Medium-Term Notes are expected to be issued and sold through agents, which will receive a commission in the form of a discount upon the placement of each of the Notes. The maximum agents' commissions for the issuance and sale of all Medium-Term Notes under this Statement Establishing Compliance in a given maturity range are as follows, unless otherwise agreed:

Range of Maturities	Commission (Percentage of Aggregate Principal Amount of Medium-Term Notes Sold)
From 1 year to less than 18 months	.150%
From 18 months to less than 2 years	.200%
From 2 years to less than 3 years	.250%
From 3 years to less than 4 years	.350%
From 4 years to less than 5 years	.450%
From 5 years to less than 7 years	.600%
From 7 years to less than 10 years	.625%
From 10 years to less than 12 years	.650%
From 12 years to less than 15 years	.675%
From 15 years to less than 25 years	.750%
From 25 years to less than 31 years	.875%

Should the Company sell any portion of the Medium-Term Notes to an agent as principal, the Medium-Term Notes will be purchased by such agent at a price not to exceed 100 percent of the principal amount thereof, less a percentage equal to the commission applicable to an agency sale of Medium-Term Notes of identical maturity.

(g) Price and Proceeds

This application seeks approval for an aggregate principal amount of not more than $150,000,000 of Medium-Term Notes in one or more tranches.

To illustrate the price and proceeds, however, the following illustrative example assumes total gross proceeds of $150,000,000 and calculates the estimated expenses and the net proceeds to the Company from the sale of the Notes:

Estimated Fees and Expenses

	Item	Amount
1.	Principal amount or Par Value	$150,000,000
2.	Plus Premium or Less Discount	None
3.	Gross proceeds estimated	150,000,000
4.	Agents' Commissions[1]	1,125,000
5.	Securities and Exchange Commission registration fee	19,470
6.	State mortgage registration tax	None
7.	New York Stock Exchange fee	None
8.	State Commission fee	None
9.	Fees for recording indenture	None
10.	United States document tax	None
11.	Printing and engraving expenses	5,000
12.	Trustee's or Registrar's fees	10,000
13.	Counsel's fees	150,000
14.	Accountants' fees	10,000
15.	Bond Rating Agency fees	350,000
16.	Allocation of other shelf registration expenses	150,000
17.	Total estimated commissions and expenses	1,819,470
18.	Net estimated amount to be realized	$148,180,530

[1] Based on an assumed average maturity for the Medium-Term Notes of 20 years.

(h) Corporate Authority

The Company's management and Board of Directors have concluded that the Company will have an opportunity to achieve the most favorable terms, e.g. lowest cost of money with desired issuance maturity and redemption provisions with respect to debt financing through the continued use of its Medium-Term Note Program.

The Board of Directors has authorized the issuance and sale of up to $325,000,000 in Medium-Term Notes, of which $140,000,000 in Medium-Term Notes has been issued, and has authorized the officers of the Company to seek OPUC and WUTC approval for such issuances. The Board also authorized the officers of the Company to conduct negotiations with respect to issuance of the Medium-Term Notes. A copy of Certified Board Resolutions is attached hereto as Exhibit F. The OPUC has issued an order authorizing the Company's sale of Medium- Term Notes.

(i) Other Matters

The Medium-Term Notes to be issued as proposed herein will not be issued *pro rata* to existing holders of securities of the Company pursuant to any preemptive right or in connection with any liquidation or reorganization. None of the Medium-Term Notes will have voting privileges. The offering price, agents' commissions, and other terms of each issuance of Medium-Term Notes will be determined at the time of sale in accordance with the Twentieth Supplemental Indenture in the case of the Secured Notes, and in accordance with the Indenture in the case of the Unsecured Notes.

(j) Consistency with Company Financing Plan

The financing plan described in this Statement is consistent with NW Natural's objectives to maintain a long-term capital structure consisting of approximately 50 percent common stock equity and approximately 50 percent long-term debt, and to maintain investment-grade credit ratings. As of the date of this Statement, the Company's secured debt is rated "A2" by Moody's Rating and "AA-" by Standard & Poor's (S&P), and the Company's unsecured debt is rated "Baa1" by Moody's and a Corporate credit rating of A+ by S&P, with a Stable credit outlook by Moody's and a stable credit outlook by S&P.

The following table sets forth the Company's capital structure at September 30, 2019, along with its pro forma capital structure assuming the issuance of the full $150,000,000 of the Medium-Term Notes.

	Capital Structure at September 30, 2019 ($000)	Percent of Total	Pro Forma Financings ($000)	Pro Forma Capital Structure with Financings (2) ($000)	Percent of Total
Common Equity	$ 798,954	46.8%		$ 798,954	46.5%
Long-term Debt	768,995	45.0%	150,000	918,995	53.5%
Long-term Debt < 1 year	94,633	5.5%	(94,633)	-	0.0%
Short-term Notes Payable	45,500	2.7%	(45,500)	-	0.0%
Total	$ 1,708,082	100.0%	$ 9,867 [1]	$ 1,717,949	100.0%

1 The remaining proceeds from the debt issuance after extinguishing the Long-term Debt < 1 year and Short-term Notes Payable balances will be further reduced by estimated debt issuance fees and costs of approximately $1.8 million.

2 The pro forma capital structure set forth in the table above is not a projection of the Company's actual capital structure at September 30, 2019; it is for demonstrative purposes only and is presented on a consolidated basis. The Universal Shelf Registration that the Company maintains for its Medium-Term Note Program allows for issuance of only debt securities by the Company. In October 2018, the Company reorganized into a holding company structure with no public equity. The Company's parent may make equity contributions from time to time.

(3) A Statement as to why the transaction is in the public interest.

The advantages of the Medium-Term Note Program are that it enables the Company to: (1) issue small tranches of debt at rates which may be below those required for larger underwritten issues; (2) enter the market on short notice to take advantage of favorable yield and credit spread opportunities; (3) manage its financing program in light of market changes; (4) balance the maturities of its debt securities; and (5) achieve a potentially lower average interest cost while managing interest rate risk. In short, the Medium-Term Note Program gives the Company optimum flexibility to take advantage of favorable markets and attractive debt terms.

The Medium-Term Note Program provides the Company with the ability to raise funds at specific maturities in the intermediate and long-term range. Decisions can be made with the benefit of an immediate evaluation of financing costs. The Medium-Term Notes can be issued precisely when funds are required, mitigating the need for interim financing in the floating rate markets and the reinvestment risk associated with financing in anticipation of capital requirements when market conditions are less attractive. At any point during the life of the Medium-Term Note Program prior to issuance, the Company may decide to suspend the solicitation of sales of Medium-Term Notes or to revise previously posted or negotiated terms.

The Company's ability to enter or depart the market quickly, and to adjust previously posted or negotiated rates, enables it to press the market for the lowest rates possible. In view of the volatility of interest rates, the opportunity to take immediate advantage of fixed-rate market "windows" has proven beneficial to the Company. Such a program serves as an alternative to the risk of fixing the interest rate for a large offering in a less than optimal market.

The market for our Medium-Term Notes is comprised of a broad mix of money center and regional institutions. These represent money market and corporate bond investors including banks, bank trust departments, insurance companies, investment companies, municipalities, pension funds and others, including individual investors. The depth of the market is significant. For more than 15 years, utilities and other corporate issuers have found a strong acceptance for their debt securities in this market.

NW Natural believes that the facts set forth herein show that the proposed issuance and sale of the Medium-Term Notes is for a lawful object within the corporate purposes of the Company and is compatible with the public interest; that said object is necessary or appropriate for or consistent with the proper performance by the Company of service as a public utility; and that the issuance and sale of the Medium-Term Notes is reasonably necessary or appropriate for such purpose.

As a public utility, the Company is obligated to secure sufficient gas supplies and maintain sufficient distribution capacity to serve its customers reliably at the lowest reasonable cost. The Company believes that the Medium-Term Note Program described herein will effectively manage the overall financing costs and risks associated with the Company's public utility obligations. Therefore, the Company believes that the Medium-Term Notes are for a lawful object within the corporate purposes of the Company; are compatible with the public interest; that said object is necessary or appropriate for and consistent with the proper performance by the Company of service as a public utility; will not impair the Company's ability to perform such service; and is reasonably appropriate for such purposes.

Accordingly, this filing satisfies the Company's obligations under RCW 80.08.040.

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The undersigned hereby states, "I certify (or declare) under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct."

DATED at Portland, Oregon this 28th day of February, 2020.

NORTHWEST NATURAL GAS COMPANY

By ________________________________

Brody J. Wilson
Vice President, Treasurer, Controller
and Chief Accounting Officer
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EXHIBITS

Exhibit A	Registration Statement on Form S-3 filed with the Securities and Exchange Commission on October 2, 2018.
Exhibit B	Prospectus Supplement related to the Medium-Term Notes filed with the Securities and Exchange Commission on October 3, 2018.
Exhibit C	Copy of the Mortgage and Deed of Trust, dated as of July 1, 1946, as heretofore amended and supplemented by 23 Supplemental Indentures, to Deutsche Bank Trust Company Americas (formerly Bankers Trust Company), Trustee.
Exhibit D	Copy of Indenture, dated as of June 1, 1991, between the Company and Deutsche Bank Trust Company Americas, as Trustee.
Exhibit E	Distribution Agreement dated as of March 18, 2009, among the Company, Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities Inc., Wells Fargo Securities, LLC, U.S. Bancorp Investments, Inc., BMO Capital Markets Corp., RBC Capital Markets, LLC, CIBC World Markets Corp., and TD Securities (USA) LLC, as amended by the Company’s Notice dated October 3, 2018.
Exhibit F	A certified copy of resolutions adopted by the Board of Directors by unanimous written consent dated effective October 1, 2018 approving the issuance of up to $325,000,000 of Medium-Term Notes.
Exhibit G	A copy of the Company’s Restated Articles of Incorporation, as amended.
Exhibit H	A copy of the Company’s Restated Bylaws, as amended.