



Executive Offices

SECRETARY'S CERTIFICATE

OF

NORTHWEST NATURAL GAS COMPANY

I, Shawn M. Filippi, the duly elected and acting Corporate Secretary of Northwest Natural Gas Company, a corporation organized and existing under the laws of the State of Oregon (Company), HEREBY CERTIFY that the following is a true and complete copy of resolutions adopted by the Finance Committee of the Board of Directors of said Company by unanimous written consent effective on the 9th day of December, 2022; and that said resolutions are in full force and effect as of the date of this certificate, namely:

General

RESOLVED, that the Chief Executive Officer, the President, any Vice President, the Treasurer and any Assistant Treasurer (each an "Authorized Officer" and collectively, the "Authorized Officers") of the Company be and each of them hereby is authorized to cause the Company to offer and sell a principal amount not to exceed in the aggregate \$230 million of one or more series of its First Mortgage Bonds, issued under the Company's Mortgage and Deed of Trust, dated as of July 1, 1946 (as supplemented, the "Mortgage"); and further

RESOLVED, that the form, terms and provisions of the form of the Bond Purchase Agreement attached to these resolutions as Exhibit A, including the provisions contemplating delayed fundings, currently anticipated to occur on January 6, 2023, and August 4, 2023, be, and the same are, in all respects approved, and that any Authorized Officer is, authorized and empowered to execute, in the name and on behalf of the Company, in any number of counterparts, and to deliver and perform, or cause the Company to perform, the Bond Purchase Agreement, with such changes therein, including any changes to the provisions contemplating a delayed funding, as the officer executing the same may deem necessary, desirable or appropriate, his or her execution and delivery thereof to be conclusive evidence of such approval; and further

RESOLVED, that any Authorized Officer be, and he or she is, authorized and empowered to negotiate the terms, provisions and conditions of the Bond Purchase Agreement, and of all other contracts and agreements required by or in connection with, and to consummate the transactions contemplated by the Bond Purchase Agreement; and further

RESOLVED, that the forms of Twenty-fifth Supplemental Indenture to the Mortgage (the "Twenty-fifth Supplemental Indenture") and Twenty-sixth Supplemental Indenture to the Mortgage (the "Twenty-sixth Supplemental Indenture" and together with the Twenty-fifth

Supplemental Indenture, the “Supplemental Indentures”), attached to these resolutions as Exhibit B and Exhibit C, respectively, are approved; and that the Authorized Officers of the Company are authorized and directed, in its name and behalf and under its corporate seal, to execute, deliver and perform, or cause the Company to perform, the Supplemental Indentures, in substantially the form presented to this meeting, with such changes therein as the officers executing the same shall approve, such approval to be conclusively evidenced by their execution thereof; and further

RESOLVED, that the officers of the Company are authorized and directed to record and file or cause to be recorded and filed such Supplemental Indentures, when executed, in such offices as in their judgment may be necessary or appropriate; and further

Twenty-fifth Series

RESOLVED, that in accordance with the provisions of the Mortgage, as it will be supplemented by the Twenty-fifth Supplemental Indenture, there is established a Twenty-fifth Series of the Company’s First Mortgage Bonds, with the descriptive titles of “5.43% Series due 2053” and “First Mortgage Bonds” (the “Twenty-fifth Series”), to be issued as fully registered bonds in denominations of \$100,000 and, at the option of the Company, any integral multiple of \$1,000 (the exercise of such option to be evidenced by the execution and delivery thereof); that each bond of the Twenty-fifth Series shall be dated as provided in Section 10 of the Mortgage and in the Twenty-fifth Supplemental Indenture and shall mature on such date as shall be set forth in such bond and shall bear interest at the rate set forth in such bond; that interest on each bond of the Twenty-fifth Series shall accrue from the date set forth in such bond and be payable on such dates as shall be set forth in such bond and at maturity; and that, unless otherwise agreed between the Company and the registered owner of any bonds of the Twenty-fifth Series registered in the name of such registered owner, the principal of, and premium, if any, and interest on, bonds of the Twenty-fifth Series shall be payable at the office or agency of the Company in the Borough of Manhattan, The City of New York or as otherwise provided in the form of bond of the Twenty-fifth Series, in such coin or currency of the United States of America as at the time of payment is legal tender for public or private debts; and that bonds of the Twenty-fifth Series shall be redeemable, registrable, transferable and exchangeable, all as contemplated in the form thereof hereinafter established; and further

RESOLVED, that this Finance Committee of the Board determines that each bond of the Twenty-fifth Series to be issued from time to time shall (i) contain such provisions with respect to interest payment dates, record dates, the issue date, redemption thereof prior to maturity, and the dates and prices associated therewith, and delayed funding as shall be set forth therein, and (ii) have such other terms and provisions, all as may be determined from time to time by an Authorized Officer of the Company and as shall be set forth or referred to in, and confirmed by, written order or orders or written instructions for the authentication and delivery of the bonds of the Twenty-fifth Series under the Mortgage, as proposed to be supplemented by the Twenty-fifth Supplemental Indenture; and that, each such written order or instruction shall conclusively establish the determination by the Board of all of

the terms of the principal amount of the bonds of the Twenty-fifth Series subject to such written order or instruction; and further

RESOLVED, that in accordance with the provisions of the Mortgage, as proposed to be supplemented by the Twenty-fifth Supplemental Indenture, the temporary and definitive forms of bonds of the Twenty-fifth Series are established and approved in the form of bond attached as Exhibit A to the Twenty-fifth Supplemental Indenture, with such additions thereto, changes therein or omissions therefrom as may be necessary to reflect the terms of the bonds of the Twenty-fifth Series; and further

RESOLVED, that upon all bonds of the Twenty-fifth Series, the signature of the President or any Vice President of the Company may be facsimile and the Company's seal, or a facsimile thereof, may be impressed or imprinted and attested by the signature of the Company's Secretary or one of its Assistant Secretaries, either of whose signatures also may be facsimile; and that such facsimile signatures and seal so impressed or imprinted are approved and adopted; and further

RESOLVED, that the proper officers of the Company are authorized to execute, in its name and behalf, its bonds of the Twenty-fifth Series under and pursuant to the provisions of the Mortgage, as proposed to be supplemented by the Twenty-fifth Supplemental Indenture, in the forms and denominations hereinbefore established or authorized, with the Company's corporate seal, or a facsimile thereof, impressed or imprinted thereon and attested, and to deliver such bonds for authentication to Deutsche Bank Trust Company Americas, as Corporate Trustee under such Mortgage; and that Deutsche Bank Trust Company Americas, as Corporate Trustee, is requested to authenticate such bonds, and to deliver the same to or upon the written order or written instructions of an Authorized Officer of the Company in such authorized denominations as any of such officers may determine; provided, however, that unless otherwise authorized by the Board or this Finance Committee, the aggregate principal amount of such bonds to be executed, authenticated and delivered shall not exceed \$100,000,000 (excluding any of such bonds issued upon the transfer or in exchange or replacement thereof); and further

New Series

RESOLVED, that the net proceeds from the sale of the bonds of the New Series will be used for general corporate purposes, capital expenditures and refinancing of commercial paper; and further

RESOLVED, that, in respect of the bonds of the New Series, Deutsche Bank Trust Company Americas is appointed agent of the Company (1) in respect of the payment of the principal of, and premium, if any, and interest on, with respect to those bonds not held by registered owners with whom the Company has an agreement for direct payments; (2) in respect of the registration, transfer and exchange of all bonds of the New Series; and (3) where notices, presentations and demands to or upon the Company in respect of bonds of the New Series or in respect of the Mortgage, as proposed to be supplemented by the Supplemental Indentures, may be given or made; and further

RESOLVED, that, without limiting the authority otherwise provided by these resolutions, the Authorized Officers of the Company are authorized and empowered to prepare one or more investor presentations, private placement or offering memoranda or an offering circular or other disclosure memoranda, and any other documents for the offer and sale of any of the bonds of the New Series, with any changes in and additions, amendments or supplements thereto, as any of the Authorized Officers of the Company may deem necessary or desirable; and further

RESOLVED, that the authority granted to the officers of the Company in these resolutions is in addition to the authorizations contained in the resolutions duly adopted by the Board by unanimous written consent dated October 19, 2022 ("Prior Resolutions") and such Prior Resolutions authorizing the issuance of securities of the Company and authorizing this Finance Committee of the Board to approve certain issuances of securities remain in full force and effect except as expressly provided in these resolutions; and further

RESOLVED, that any and all actions heretofore taken by any officer or officers or director or directors of the Company within the terms of the preceding resolutions are approved, ratified and confirmed in all respects; and further

RESOLVED, that the officers of the Company are authorized and empowered for and in the name and on behalf of the Company to prepare, execute, seal, acknowledge, verify, deliver or file or cause to be prepared, executed, sealed, acknowledged, verified, delivered or filed, such offering documents, certificates, financial statements, letters or other papers or documents, including any Bond Documents (as defined in the Bond Purchase Agreement), and to do or cause to be done any and all such acts and things as they may deem to be necessary or desirable in order to effect the issuance and sale of the bonds of the New Series authorized hereby and to carry out the purposes of the foregoing resolutions with respect thereto.

WITNESS my hand and the seal of said Northwest Natural Gas Company this 16th day of December, 2022.




Shawn M. Filippi
Vice President, Chief Compliance Officer
and Corporate Secretary