



STATE OF WASHINGTON
UTILITIES AND TRANSPORTATION COMMISSION
1300 S. Evergreen Park Dr. S.W., P.O. Box 47250 • Olympia, Washington 98504-7250
(360) 664-1160 • www.utc.wa.gov

February 6, 2019

RE: *In the Matter of Northwest Natural Gas Company's Application for Approval of Corporate Reorganization to Create a Holding Company,*
Docket UG-170094

TO ALL PARTIES:

On December 28, 2017, the Washington Utilities and Transportation Commission (Commission) entered its final order, Order 01 Approving Application Subject to Conditions (Order 01) in docket UG-170094. On March 13, 2018, Order 01 was amended to incorporate a list of commitments with which Northwest Natural Gas Company (NW Natural or Company) must comply. This list included Commitment 25(E), which states:

The Company's Master Services Agreement (MSA), itemizing and explaining corporate cost allocation methods used to set rates will be fully described and supported in testimony and work papers in NW Natural's first general rate case submitted after this application is approved by the Commission. Thereafter, the MSA will be filed along with any general rate case filed with the Commission. This filing will capture, highlight, and explain all changes since the MSA was last provided to the Commission. . . The Company will update and re-file the MSA and AI Reporting reflecting HoldCo organizational detail within 90 days of the outcome of Docket UG-170094.

The list also included Commitment 40, which states:

Within 90 days after HoldCo acquires or creates a new subsidiary entity, HoldCo shall file with the Commission a statement that provides the name of the subsidiary, the total value of its assets, the nature of the subsidiary's business and whether it will do business with NW Natural.

On December 28, 2018, NW Natural filed an MSA between NW Natural and its affiliates that supersedes the MSA filed in Docket UG-100852. On December 31, 2018, NW Natural filed a general rate case including the updated MSA.

On December 29, 2018, NW Natural, on behalf of HoldCo, submitted a Statement of New Subsidiary.

On January 25, 2019, Commission staff (Staff) filed two letters informing the Commission that Staff had reviewed the filings and found that they comply with Commitments 25(E) and 40.

The Commission accepts the MSA filed on December 28, 2018, and the statement filed on December 29, 2018, as in compliance with the terms of Order 01.

MARK L. JOHNSON
Executive Director and Secretary