

**PUGET SOUND ENERGY, INC.**

**CERTIFICATE OF SECRETARY**

I, the undersigned, hereby certify that I am the Assistant Secretary of Puget Sound Energy, Inc., a Washington corporation; and that the following is a true, correct and complete copy of a resolution duly adopted by the Board of Directors of said Company at a meeting of the Board of Directors meeting duly convened and held on August 3, 2017, at which meeting a quorum was present and acting throughout.

I further certify that said resolution has not been amended or revoked and that the same is now in full force and effect.

**APPROVAL OF CREDIT FACILITY**

Mr. Doyle advised Puget Energy and PSE's current credit facilities expire in April 2018 and April 2019, respectively. Conditions in the credit market enable the Companies to enter into new replacement five-year revolving credit facilities on terms close to those contained in our existing facilities. Management requests that the Board of Directors approve resolutions allowing the companies to enter into a new five-year revolving credit facilities totaling up to \$1.8 billion on terms, conditions and pricing similar to those contained in the existing facilities. Management also requests that the Board of Directors delegate final approval of pricing, terms and conditions to the Securities Pricing Committee. After discussion, on motion duly made and seconded, the following was approved:

WHEREAS, the Board of Directors (the "Board") of Puget Sound Energy, Inc. (the "Company") has determined that it is in the best interest of the Company to enter into a credit agreement or an amended and restated credit agreement (the "Credit Agreement") evidencing a credit facility or credit facilities in an aggregate committed amount not to exceed \$1.0 billion, plus uncommitted incremental

increases thereof (the "Credit Facility") in order to amend and extend or replace the existing \$1.0 billion in credit facilities of the Company.

NOW, THEREFORE, BE IT:

RESOLVED, that subject to the approval by the Asset Management Committee of the Company, the Board hereby approves the Company entering into the Credit Agreement with a syndicate of lenders and an administrative agent to be determined and approves the Credit Facility on terms to be negotiated by the officers of the Company, and hereby directs and authorizes each of the Company's President and Chief Executive Officer, Senior Vice President and Chief Financial Officer, Controller and Principal Accounting Officer, Corporate Treasurer, Corporate Secretary and Assistant Treasurer or any other officer of the Company designated and empowered by any such officer of the Company (each, an "Authorized Officer"), acting alone or collectively on behalf of the Company, to negotiate the terms of the Credit Facility.

RESOLVED FURTHER, that each of the Authorized Officers, acting alone or collectively on behalf of the Company, is hereby authorized and directed to negotiate, approve, execute and deliver on behalf of the Company the Credit Agreement and any and all instruments, agreements and other documents (including, without limitation, any fee letter and engagement letter) (collectively the "Loan Documents") and to take any and all steps deemed necessary or desirable by such Authorized Officer to establish, secure and maintain the Credit Facility, including the negotiation, execution and delivery of the Loan Documents, and any and all amendments or modifications to the Credit Facility or the Loan Documents as deemed necessary or desirable by such Authorized Officer from time to time, including, without limitation and subject to the contemporaneous approval of the Asset Management Committee of the Company, the authorization to exercise any incremental increase in the committed amount of the Credit Facility.

RESOLVED FURTHER, that each Authorized Officer, acting alone or collectively on behalf of the Company, is hereby authorized and directed to execute and deliver such resolutions, consents, acknowledgments, instruments, agreements, guaranties and other documents and take any action that an Authorized Officer deems necessary or desirable to enable the Company to establish, secure and maintain the Credit Facility, including any amendments or modifications thereto.

RESOLVED FURTHER, that any actions taken and instruments, agreements and documents executed by any Authorized Officer of this Company, including any Authorized Officer prior to the date of these resolutions, for the purpose of establishing the Credit Facility are hereby ratified in all respects and shall stand as if such action was done with the prior consent of the Board.

#### Board Supermajority Approval

RESOLVED, FURTHER, that the Board hereby confirms that the resolutions authorizing the Credit Agreement and the Credit Facility have received Board Supermajority Approval as required by the Company's Amended and Restated Bylaws.

General Authority

RESOLVED FURTHER, that each Authorized Officer is hereby authorized to take all such steps and do all such acts and things as any one or more of them shall deem necessary, advisable or appropriate to accomplish the foregoing resolutions, including, but not limited to, the execution of any necessary or advisable agreements, instruments, certificates, affidavits, or other documents in connection therewith, and the taking of any and all such actions and the execution of any and all such documents or instruments in connection with the foregoing shall conclusively establish their authority therefor from the Company and the approval and ratification thereof by the Board.

IN WITNESS WHEREOF, I have hereunto set my hand and have affixed the corporate seal of said Company this 18<sup>th</sup> day of September 2017.

A handwritten signature in cursive script, appearing to read "George J. [unclear]", is written over a horizontal line.

Assistant Secretary  
Puget Sound Energy, Inc.