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May 31, 2019

VIA ELECTRONIC FILING

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Washington Utilities and Transportation Commission
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05/31/19 09:47
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Re: 2018 Annual Securities Transaction Report for Dockets UG-030290, UG-061700, UG-121968, UG-130150, UG-143634, UG-170930, UG-18072, and UG 180810

Mr. Johnson:

This filing is submitted in accordance and in compliance with Washington Administrative Code 480-90-262 with respect to Northwest Natural Gas Company's (the "Company" or "NW Natural") annual securities transaction report.

Effective October 1, 2018, NW Natural completed a reorganization into a holding company structure, as approved by the WUTC in 2017 pursuant to Order 01 under docket UG-170094 (Reorganization). To effect the Reorganization, NWN Merger Sub, Inc. a wholly owned subsidiary of Northwest Natural Holding Company (NW Holdings), was merged with and into NW Natural and each outstanding share of NW Natural common stock was converted into one share of NW Holdings common stock. As part of the Reorganization, the Company's Stock Option Plan (SOP), Employee Stock Purchase Plan (ESPP), Dividend Reinvestment and Stock Purchase Plan (DRIP/DSPP), and Long-Term Incentive Plan (LTIP, and together with the SOP, ESPP and DRIP, the Plans) were modified to relate to NW Holdings common stock and the common stock issued pursuant to the Plans after October 1, 2018 would be satisfied with an equal number of shares of NW Holdings common stock, instead of common stock of NW Natural. As a result, information provided in this report only relates to the shares of NW Natural common stock issued prior to October 1, 2018 and no further reports are required with respect to the dockets related to such Plans.

Docket Under Which No Securities Were Issued.

No securities were issued under the following dockets in 2018:

Docket UG-121968 (Revolving Line of Credit)
Docket UG-170930 (First Mortgage Bonds)

Docket UG-180810 (Revolving Line of Credit)

Correspondingly, there are no proceeds to report. However, expenses were incurred for the line of credit authorized under UG-121968 and UG-180810; those expenses are disclosed in Section 3 of this Report.

The First Mortgage Bonds authorized under Docket UG-170930, were issued in 2017, and the Company therefore will not file further reports on Docket UG-170930. Similarly, the Revolving Line of Credit subject to Docket 180810 replaced the Revolving Line of Credit subject to Docket 121968, and therefore the Company will not file further reports on Docket 121968.

Annual Securities Transaction Report For 2018.

(1) Schedule of Securities Issued.

Docket UG-143634, Dividend Reinvestment and Stock Purchase Plan:

On October 1, 2014, the Company filed a compliance statement with the Commission under Docket UG-143634 complying with RCW 80.08.040 with respect to the proposed issuance and sale from time-to-time of not more than 400,000 authorized but unissued shares of the Company's Common Stock pursuant to its Dividend Reinvestment and Stock Purchase Plan, as amended ("DRIP/DSPP").

Between January 1, 2018 and September 30, 2018, the Company issued and sold an aggregate of 48,337 shares of its Common Stock pursuant to DRIP/DSPP. Of such shares, 40,097 were sold through reinvestment by participants of their dividends, while the remaining 8,240 shares were sold to participants who elected to make optional cash payments. Book entries for the 48,337 shares were issued at various times to American Stock Transfer & Trust Company, custodial agent. Such fully paid shares are held by the transfer agent in individual participants' DRIP/DSPP Accounts until such participant requests that certificates be issued or that the shares be sold.

<u>Date</u>	<u>Price</u>	<u>Shares</u>	<u>Issued</u>
<u>Dividend Reinvestment</u>			
2/15/18	\$55.00		14,464
5/15/18	\$60.70		13,237
8/15/18	\$64.400		12,396
<u>Optional Cash Payments</u>			
1/12/18	\$56.425		707
2/15/18	\$55.00		652
3/15/18	\$56.35		2,751
4/13/18	\$58.425		882
5/15/18	\$60.70		684

<u>Date</u>	<u>Price</u>	<u>Shares</u>	<u>Issued</u>
6/15/18	\$58.65		802
7/13/18	\$64.5875		450
8/15/18	\$64.40		798
9/14/18	\$67.375		514
<u>Grand Total</u>			48,337

As part of the Reorganization, the Company's DRIP/DSPP was modified to relate to NW Holdings common stock and no further shares of Company common stock will be issued pursuant to the DRIP/DSPP. As a result, no further reports are required with respect to Docket UG-143634.

Docket UG-030290, Restated Stock Option Plan:

In February 2012, the Board of Directors decided that beginning in 2012, it would grant Restricted Stock Units with a performance threshold under the Company's Long Term Incentive Plan ("LTIP") instead of stock options. Accordingly, the Board of Directors terminated the Restated Stock Option Plan ("SOP") so that no new stock options may be granted under that plan, and obtained shareholder approval to consolidate all equity incentive awards into LTIP. Therefore, no options to purchase shares were granted under the Plan in 2018.

Between January 1, 2018 and September 30, 2018, the Company issued 31,300 shares of its Common Stock under the SOP pursuant to options that were granted prior to termination of new issuances under the SOP. The weighted average employee purchase price per share was \$43.71, with net proceeds of \$1,368,024.

As part of the Reorganization, the Company's SOP was modified to relate to NW Holdings common stock and no further shares of Company common stock will be issued pursuant to the SOP. As a result, no further reports are required with respect to Docket UG-030290.

Docket UG-061700, Employee Stock Purchase Plan:

As reported in the Company's 2017 annual securities transaction report, pursuant to the Employee Stock Purchase Plan (ESPP), the Company made an offering to employees during the period October 23, 2017 to November 10, 2017 for shares to be issued on December 31, 2018. Effective October 1, 2018, the Company completed the Reorganization as described above. As part of the Reorganization, the ESPP was modified to relate to NW Holdings common stock and the common stock issued pursuant to the ESPP after October 1, 2018 would be satisfied with an equal number of shares of NW Holdings common stock, instead of common stock of the Company. Since shares were not issued pursuant to the most recent ESPP offering until after the Reorganization was effective, no shares of Company common stock were issued pursuant to the ESPP in 2018, and no further reporting in Docket UG-061700 is required.

Docket UG-130150, Long-Term Incentive Plan:

Long-Term Incentive Plan ("LTIP") shares were granted* and awarded during the period between January 1, 2018 and September 30, 2018 as shown in the following table:

Purpose	Shares Granted	Shares Vested in 2018	Shares Awarded
Performance-Based Awards	34,702 ¹	18,304	14,382 ²
Awards of Common Stock	0	0	0
Restricted Stock Units	31,490	32,689	24,654 ³
Incentive Stock Options	0	0	0
Non-Statutory Stock Options	0	0	0
Total	66,192	50,993	39,036

¹ Assumes market, performance, and service based grants currently outstanding are awarded at the target level. Actual awards may be above or below target.

² Of the 14,382 Performance-Based Award shares issued, 4,277 shares were deferred.

³ Of the 24,654 Restricted Stock Unit shares issued, 5,911 shares were deferred.

All LTIP shares issued during the period January 1, 2018 to September 30, 2018 were issued March 1, 2018 with a fair market value of \$52.15 per share, except for 2,274 shares issued on March 31, 2018 with a fair market value of \$57.65 per share and 2,952 shares issued on May 23, 2018 with a fair market value of \$58.70 per share. The preceding fair market values are based on the closing price on the date preceding the date of issuance.

As part of the Reorganization, the Company's LTIP was modified to relate to NW Holdings common stock and no further shares of Company common stock will be issued pursuant to the LTIP. As a result, no further reports are required with respect to Docket UG-130150.

Docket UG 180724, First Mortgage Bonds:

On August 29, 2018, the Company filed a statement, complying with RCW 80.08.040, with the Commission for the proposed issuance and sale of up to \$50,000,000 principal amount of Medium-Term Notes, Series B in one or more tranches ("First Mortgage Bonds"). Effective September 13, 2018, the Commission entered its Order No. 01 establishing the Company's compliance with the requirements of RCW 80.08 with respect to the Company's intent to issue and sell up to \$50,000,000 principal amount of the First Mortgage Bonds.

* LTIP shares that are granted will be issued in whole or in part only upon satisfaction of certain performance criteria associated with the applicable LTIP grant.

On September 10, 2018, the Company issued and sold through a private placement, \$50,000,000 aggregate principal amount, at 100 percent of par, of its First Mortgage Bonds, as follows:

<u>Principal Amount Sold in this Docket</u>	<u>Coupon Interest Rate</u>	<u>Type of Note</u>	<u>Date of Issue</u>	<u>Maturity Date</u>
\$50,000,000	4.11%	Secured	September 10, 2018	September 10, 2048

The First Mortgage Bonds were sold through a private placement pursuant to a Bond Purchase Agreement, dated September 10, 2018, between the Company and the purchasers set forth therein.

Additional information regarding the sale of the First Mortgage Bonds was provided in the Company's Initial Report of Securities Issued, and Disposition of Proceeds, filed on November 8, 2018.

(2) Use of Proceeds from Securities Transactions.

Docket UG-143634, Dividend Reinvestment and Stock Purchase Plan:

For the period of January 1, 2018 to September 30, 2018, the Company used authorized but unissued shares for purposes of issuing shares under the DRIP/DSPP. For purposes of the DRIP/DSPP, the purchase price for original issue shares is the average of the high and low trading prices on the New York Stock Exchange on the trading day preceding the investment date.

During the period of January 1, 2018 to September 30, 2018, the Company received net proceeds of \$2,812,545 from sales associated with the DRIP/DSPP, which were applied towards the acquisition of property, the construction, completion, extension or improvement of the Company's facilities, the improvement or maintenance of the Company's service, or the discharge or lawful refunding of the Company's obligations.

Docket UG-030290, Restated Stock Option Plan:

The net proceeds of \$1,368,024 received under the SOP were applied towards the acquisition of property, the construction, completion, extension or improvement of the Company's facilities, the improvement or maintenance of the Company's service, or the discharge or lawful refunding of the Company's obligations, pursuant to RCW 80.08.030.

Docket UG-061700, Employee Stock Purchase Plan:

As reported above, no shares of Company common stock were issued pursuant to the ESPP in 2018, and therefore there are no proceeds to report.

Docket UG-130150, Long-Term Incentive Plan:

There were no proceeds associated with LTIP in for the period from January 1, 2018 to September 30, 2018.

Docket UG 180724, First Mortgage Bonds:

The total net proceeds of \$49,660,361 received from the initial sale of First Mortgage Bonds pursuant to Docket UG-180724 were made part of the general treasury funds of the Company and will be used 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 expenditure was made.

(3) **Expenses for Securities Transactions.**

Docket UG-143634, Dividend Reinvestment and Stock Purchase Plan:

The following Table lists the level of expenses for DRIP/DSPP in 2018:

	Amount
Total Value of Common Stock Issues	\$2,833,253
Plus premium or less discount	\$0
Less cash cost of open market common stock repurchases	\$0
Gross proceeds	\$2,833,253
Underwriter's spread or commission	-
Securities and Exchange Commission registration fee	\$315
State mortgage registration tax	-
State commission fee	-
Fee for recording indenture	-
United States document tax	-
Printing and engraving expenses	\$4,820
Trustee's charges	-
Accountant's fees	-
Cost of listing	-
Miscellaneous expense of issue (describe large items)	
Postage	\$8,883
Miscellaneous Fees	\$686
Preparation (RR Donnelley)	\$670
Attorney fees (Morgan Lewis)	\$5,334
Total Deductions	\$20,708
Net Amount Realized	\$2,812,545

Docket UG-030290, Restated Stock Option Plan:

There were no expenses associated with SOP in 2018.

Docket UG-061700, Employee Stock Purchase Plan:

There were no expenses associated with ESPP in 2018.

Docket UG-121968, Revolving Line of Credit:

The following Table lists the level of expenses for the Revolving Line of Credit authorized in UG-121968 in 2018:

Lender commitment fees	\$229,166 ¹
Administrative agent fees	\$11,250
Upfront fees	\$0
Arrangement fee	\$0
Out-of-pocket legal and administrative costs to agent	\$0
Counsel fees	\$0
Total Expenses	\$240,416

¹ Includes approximately \$78,500 in fees associated with ending the Revolving Line of Credit associated with this docket.

Docket UG-180810, Revolving Line of Credit:

The following Table lists the level of expenses for the Revolving Line of Credit authorized in UG-180810 in 2018:

Administrative agent fees	\$15,000.00
Upfront fees	\$525,000 ¹
Arrangement fee	\$418,750 ¹
Counsel fees and Out-of-pocket legal and administrative costs to agent	\$141,489
Miscellaneous expenses (e.g. CUSIP, freight, postage)	\$1,493
Total Expenses	\$1,101,732

¹ These fees are one-time fees paid in 2018 in connection with the origination of the Revolving Line of Credit associated with this docket.

Docket UG-130150, Long-Term Incentive Plan:

There were no expenses associated with LTIP in 2018.

Docket UG-180724, First Mortgage Bonds:

The expenses actually and necessarily incurred by the Company in the initial issuance of First Mortgage Bonds and the accumulative total in connection with the issuance and sale in this Docket of its First Mortgage Bonds, were as follows:

<u>Item</u>	<u>4.11% Series B Secured MTN due 2048</u>
Principal Amount	\$50,000,000
Less Discount	0
Gross Proceeds	\$50,000,000
Agent's Commission	\$125,000
Securities and Exchange Commission registration fee	\$0
State mortgage registration tax	0
New York Stock Exchange fee	0
State Commission fee	0
Fees for recording indenture	\$5,000
United States document tax	0
Printing and engraving expenses	\$0
Trustee's or Registrar's fees*	\$20,000

Counsel's fees		\$179,639
Accountants' fees		0
Bond Rating Agency fees		\$0
Allocation of other shelf registration expenses		\$10,000
Subtotal		\$339,639
Net Amount Realized		\$49,660,361

*Does not include annual fees associated with the on-going trustee services provided in connection with the Company's Medium-Term Note program, regardless of any specific debt securities issuance.

Note: Actual expenses for the First Mortgage Bonds sold under this docket have been estimated using inquiries of service providers, because actual bills for services may not yet have been received.

(4) Schedule of Securities Retired, Refunded or Repurchased.

The following table provides information about purchases of our equity securities for the period between January 1, 2018 and September 30, 2018:

Type of Security	Total Number of Shares Purchased ¹	Weighted Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ²	Dollar Value of Shares Repurchased Under the Plans or Programs
Common Stock	19,349	56.62	0	\$0.00

¹ During the period January 1, 2018 to September 30, 2018, no shares of the Company's Common Stock were purchased on the open market to meet the requirements of our Dividend Reinvestment and Stock Purchase Plan. In addition, 19,349 shares of the Company's Common Stock were purchased on the open market to meet the requirements of our share-based programs. During the year ended December 31, 2018, no shares of our common stock were accepted as payment for stock option exercises pursuant to our Restated Stock Option Plan.

² We have a share repurchase program for our common stock under which we purchase shares on the open market or through privately negotiated transactions.

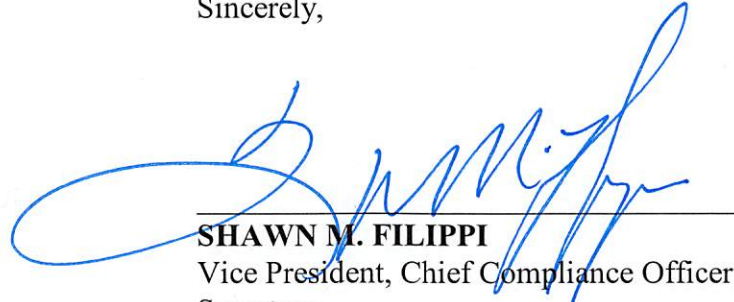
(5) Schedule of Securities Scheduled to Mature in 2019.

The following is a schedule of securities maturing in 2019:

8.310% Series B Medium-Term Notes	\$10,000,000
7.630% Series B Medium-Term Notes	\$20,000,000
Total	\$30,000,000

If you have any questions, or need any additional information, please call.

Sincerely,



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