

**BEFORE THE WASHINGTON UTILITIES  
AND TRANSPORTATION COMMISSION**

UG-\_\_\_\_\_

**NORTHWEST NATURAL GAS COMPANY**

**Application for an Order  
Determining that the Tualatin  
Property is No Longer Useful or,  
in the Alternative, an Order Authorizing  
the Sale of the Tualatin Property**

---

Exhibit D

April 19, 2013

Executive Offices



**SECRETARY'S CERTIFICATE**  
**OF**  
**NORTHWEST NATURAL GAS COMPANY**

I, Shawn M. Filippi, the duly elected and acting Assistant Corporate Secretary of Northwest Natural Gas Company, a corporation organized and existing under the laws of the State of Oregon, HEREBY CERTIFY that the following is a true and complete copy of resolutions adopted by the Board of Directors of said Corporation at a meeting thereof duly convened and held on the 24th day of May 2012; and that said resolutions were in full force and effect as of the date of this certificate.

WHEREAS, Northwest Natural Gas Company (Company) owns six parcels of real property located at 7100 SW McEwan Road in the city of Lake Oswego, Oregon, more fully described by its metes and bounds description below, and commonly referred to as the Tualatin Facility (Tualatin Property) which has served as one of the Company's facilities centers; and

WHEREAS, Management has evaluated the Tualatin Property and found it insufficient for both a training facility and backup business continuity center without substantial renovation and improvement, which Management determined would not be cost effective; and

WHEREAS, the Tualatin Property is therefore no longer used and useful in the Company's business operations.

NOW, THEREFORE, BE IT RESOLVED, that the officers of the Company are authorized and directed, in the Company's name and behalf, to negotiate, execute and deliver such instruments and documents 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 sale of the Tualatin Property and to carry out the purposes of the foregoing resolutions with respect to the sale of the Tualatin Property; and be it further

RESOLVED, that Deutsche Bank Trust Company Americas (formerly Bankers Trust Company) and Stanley Burg, as Trustees under the Mortgage and Deed of Trust of Portland Gas & Coke Company, now Northwest Natural Gas Company, to said Trustees, dated as of July 1, 1946, as supplemented and amended, hereby are requested, pursuant to the provisions of Section 59 of said Mortgage and Deed of Trust, to release from the lien thereof all the right, title and interest of said Trustees in and to the Tualatin Property, situated in Washington County, State of Oregon, described as follows:

The fee simple title to said land is, at the date hereof, vested in NORTHWEST NATURAL GAS COMPANY, an Oregon Corporation.--Date March 17, 1965

Lot 33, TUALATIN VALLEY HOMES, excepting therefrom that certain tract described in Book 196, page 309, recorded February 18, 1911, described as follows:

Beginning at the most Westerly corner of Lot 33, TUALATIN VALLEYHOMES; thence North 50° 58' 110" East along the Northwesterly line of Lot 33 a distance of 22.80 feet to a point which is 75.00 feet distant Easterly from (when measured at right angles to) the located center line of the West Portland-Hubbard Highway at engineer's Station 208-1-1.7.8; thence South 15° 49' 15" West parallel to said center line a distance West along said lot line a distance of 27.90 feet to the Southwesterly line of Lot 33; thence North 39° 02' 10" West along said lot line a distance of 16.10 feet to the point of beginning; and EXCEPTING THEREFROM that certain tract of 1920.00 square feet conveyed from said Lot 33, TUALATIN VALLEY HOMES (in Book 363, page 3, Deed Records of Washington County, Oregon, recorded November 23, 19511) herein described as follows, to wit: A tract of land situated in the Southeast quarter of Section 13, Township 2 South, Range 1 West, Willamette Meridian, more particularly described as follows: Beginning at an iron pipe which bears North 38° 35' West 12.80 feet from the Southeast corner of Lot 33, TUALATIN VALLEY HOMES, said iron pipe being in the Southwesterly right of way property line of Hazel Fern Road (Lower Boone's Ferry Road); thence South 51° 25' West 150.00 feet to an iron pipe; thence South 38° 35' East 12.80 feet to an iron pipe; thence North 51° 25' East 150.00 feet to an iron pipe situated in said right of way property line of Haw. Fern Road Lower Boone's Ferry Road); thence North 38° 35' West 12.80 feet along said right of way property line to an iron pipe and the point of beginning

Lot 34, TUALATIN VALLEY HOMES, excepting therefrom the following described parcel, to-wit:

Beginning at the Northeast corner of said Lot 34; thence from said point of beginning, Southeasterly along the West line of McEwan Road, also known as Hazel Fern Road, 187.20 feet; thence Southwesterly parallel to the Northwesterly line of Lot 34, a distance of 150.00 feet to a point; thence Northwesterly parallel to the Northeasterly line of Lot 34, 187.20 feet to an iron pipe; thence Northeasterly 150.00 feet on division line between Lots 33 and 34 to the place of beginning, in the County of Washington and State of Oregon.

Lot 35, TUALATIN VALLEY HOMES, except that portion conveyed to State of Oregon for Highway purposes as described in deed recorded in Book 194, page 690, Washington County, Oregon Deed Records. Beginning at the Northeast corner adjacent to the BALDOCK FREEWAY and the Northwest corner of Lot 33 thence South 39° 02' 10" East a distance of 867.70 feet; thence parallel to the Pacific Railroad Right-of -Way a distance of 224.40 feet; thence North 39° 02'

10" West a distance of 660.30 feet; thence North 15° 49' 15" East a distance of 274.3 feet to the point of the beginning.

A parcel of land lying in Lots 43 and 44, Tualatin Valley Homes, Washington County, Oregon, the said parcel being that portion of said Lots 43 and 44 lying Southeasterly of a line parallel with and 125 feet Southeasterly of the center line of the Pacific Highway (formerly the West Portland - Hubbard Highway) which center line is referred to in that deed to the State of Oregon by and through its State Highway Commission, recorded in Book 194, Page 446 of Washington County Book of Records;

Except therefrom that property described in that deed to the State of Oregon by and through its State Highway Commission, recorded in Book 345, Page 177 of Washington County Book of Records.

That part of Lots 36 and 37, Tualatin Valley Homes, Washington

County, Oregon, lying Southeasterly of the West Portland-Hubbard Highway.

Together with that portion of vacated SW Galbreath Way which inured thereto by reason of Washington County Ordinance No. 65-11, recorded July 22, 1965, Book 561, Page 466.

Excepting therefrom that-portion deeded to the State of Oregon, by and through its State Highway Commission in Deed recorded April 13, 1973, Fee No. 73-017372, Book 919, Page 45.

Subject to conditions, restrictions and relinquish of access as contained in deed from State of Oregon, by and through its State Highway Commission, recorded March 8, 1951 in Book 318, Page 163, Deed Records.

Also subject to any portion thereof lying within the boundaries of County roads or highways.

That portion of Lot 34, Tualatin Valley Homes, described as follows:

TL 4000:

Beginning at the Northeast corner of said Lot 34; thence Southeasterly along the Westerly line of McEwan Road, also known as Hazel Fern Road, a distance of 87.20 feet; thence Southwesterly parallel to the Northwesterly line of Lot 34, a distance of 150 feet to a point; thence Northwesterly parallel to the Northeasterly line of Lot 34, 100 feet to a point; thence Northeasterly on a line parallel to the division line between Lots 33 and 34, 150.00 feet; thence Southeasterly along the Westerly line of McEwan Road, also known as Hazel Fern Road, a distance of 12.80 feet to the true point of beginning.

TL 4100:

Beginning at the Northeast corner of said Lot 34; thence Southeasterly along the Westerly line of McEwan Road, also known as Hazel Fern Road, 87.20 feet to the true point of beginning of the tract herein described; thence continuing Southeasterly along the Westerly line of the McEwan Road, 100 feet to a point; thence Southwesterly parallel to the Northwesterly line of Lot 34, a distance of 150 feet to a point; thence Northwesterly parallel to the Northeasterly line of Lot 34, 100 feet to a point; thence Northeasterly on a line parallel to the division line between Lots 33 and 34, 150.00 feet to the true point of beginning.

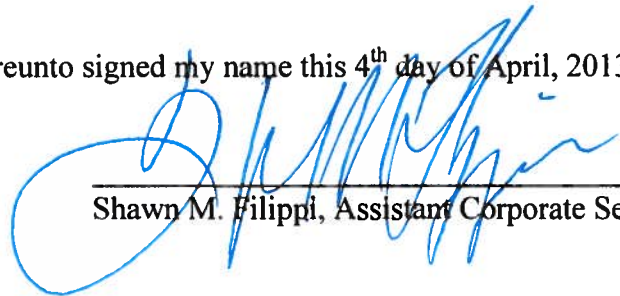
Excepting therefrom that tract of land conveyed to the City of Tualatin by Northwest Natural Gas Company by Dedication Deed recorded March 4, 1994, Fee No. 94-021176, Washington County Deed Records.

and be it

FURTHER RESOLVED, that the officers of the Company hereby are authorized and directed to take and to cause to be taken any and all action in their judgment necessary or appropriate to obtain the release of the property described in the foregoing resolution from the lien of said Mortgage and Deed of Trust.

IN WITNESS WHEREOF, I have hereunto signed my name this 4<sup>th</sup> day of April, 2013.



  
\_\_\_\_\_  
Shawn M. Filippi, Assistant Corporate Secretary