

NORTHWEST NATURAL GAS COMPANY

UNANIMOUS WRITTEN CONSENT OF THE SPECIAL FINANCING COMMITTEE REGARDING PRICING TERMS OF A REGISTERED OFFERING OF NORTHWEST NATURAL GAS COMPANY COMMON STOCK AND APPROVAL OF RELATED MATTERS

Pursuant to Sections 60.341 and 60.354 of the Oregon Revised Statutes, the undersigned, being the sole member of the Special Financing Committee of Northwest Natural Gas Company, an Oregon corporation (Company), hereby consents to the adoption of the following resolutions by written consent in lieu of a meeting, effective as of November 10, 2016.

WHEREAS, the Board, pursuant to resolutions adopted at duly called and held meetings of the Board on July 28, 2016 and October 24, 2016 (the "Resolutions"), determined that it was advisable and in the best interests of the Company and its shareholders, (i) to authorize, approve and undertake a registered offering of Common Stock and (ii) to empower the officers of the Company to take such actions, enter into such agreements and execute such documents as are necessary and appropriate to effect such a registered offering;

WHEREAS, pursuant to the Resolutions, the Board authorized the offer, issuance and sale, pursuant to a registration statement on Form S-3 filed with the U.S. Securities and Exchange Commission, of up to 1.7 million shares of Common Stock; and

WHEREAS, pursuant to the Resolutions, the Board appointed and authorized the Special Financing Committee to approve all matters relating to the issuance and sale of the Shares, including (i) the number of shares of Common Stock to be sold, (ii) the price to be paid to the Company therefore, and (iii) the terms and conditions of any underwriting agreement to be entered into by the Company with respect to the sale of the shares of Common Stock.

NOW, THEREFORE, BE IT RESOLVED, that the actions of the officers of the Company in filing a Registration Statement, a Prospectus and a Prospectus Supplement with the Securities and Exchange Commission under the Securities Act of 1933, and in filing an application with and obtaining an order of the Oregon Public Utility Commission and making the appropriate notice filing with the Washington Utilities and Transportation Commission, all in connection with the issuance and sale by the Company of the shares of Common Stock, hereby are ratified and approved; and further

RESOLVED, that the actions of the officers of the Company in selecting the underwriters and negotiating the terms of sale with such underwriters, all in connection with the issuance and sale by the Company of the Initial Securities (as defined below) and, to the extent the option is exercised, the Option Securities (as defined below), hereby are ratified and approved; and further

RESOLVED, that the Company issue and sell 880,000 shares of Common Stock (the "Initial Securities") and not more than 132,000 shares of Common Stock (the "Option Securities" and together with the Initial Securities, the "Securities") to the Underwriters (as defined below) at the price per share set forth in the next succeeding resolution; and further

RESOLVED, that the offer of Wells Fargo Securities, LLC, and the other underwriters named in the form of Underwriting Agreement presented to this meeting (the "Underwriters") to purchase the Initial Securities at a price of \$52.58 per share is reasonable and adequate consideration and hereby is approved and accepted; and that such Underwriters hereby are granted an option to purchase the Option Securities at a price of \$52.58 per share for the purpose of covering over-allotments, if any, in connection with the offering, which price is reasonable and adequate consideration and hereby is approved and accepted; and further

RESOLVED, that the form of Underwriting Agreement heretofore presented to this meeting hereby is approved; and that the Chief Executive Officer, the President, the Chief Financial Officer, any Vice President, the Treasurer or any Assistant Treasurer of the Company hereby is authorized and directed, on behalf of the Company, to execute and deliver an Underwriting Agreement with the Underwriters, in the form or substantially the form heretofore approved, but with such changes therein as the officer executing the same shall approve, such approval to be conclusively evidenced by his execution thereof; and further

RESOLVED, that the Registration Statement, Prospectus, preliminary Prospectus Supplement and form of final Prospectus Supplement filed or to be filed with the Securities and Exchange Commission with respect to the Securities, in the form heretofore presented to this meeting, hereby are approved and the filing of each of said documents with the Securities and Exchange Commission is hereby authorized and ratified; and further

RESOLVED, that the application to the Oregon Public Utility Commission and the order of such Commission in respect of such application, and the notice filing made with the Washington Utilities and Transportation Commission, hereby are approved; and further

RESOLVED, that the officers of the Company are authorized and directed to take any and all such actions as they may deem to be necessary or desirable in order to effect the issuance and sale of not more than 1,012,000 Securities and to carry out the purposes of the foregoing resolutions with respect thereto.

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent of the Special Financing Committee of the Board of Directors of Northwest Natural Gas Company, effective as of November 10, 2016.



David H. Anderson