

**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 duly convened and held on November 2, 2012, 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**

WHEREAS, the Board has determined that it is in the best interest of Puget Sound Energy, Inc. (the "Company") to refinance the Company's existing term loan, capital expenditure and hedging credit facilities described in that certain Credit Agreement dated as of February 6, 2009 by and among the Company, the lenders from time to time party thereto, and Barclays Bank PLC, as facility agent, as amended (the "Existing Credit Facility"), pursuant to which the Company would amend, restate or otherwise enter into a replacement credit facility, the proceeds of which will be used for general corporate purposes;

WHEREAS, the Board has been presented with and has reviewed a summary of indicative terms and conditions (the "Term Sheet"), which summarizes the terms and conditions of a proposed credit facility;

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby approves the terms and conditions of the Credit Facility (as defined below) substantially as set forth in the Term Sheet, with such variances in pricing and other terms as any Authorized Officer (as defined below) deems appropriate (so long as such pricing and other terms are not materially different from the terms set forth in the Term Sheet) and each of the Company's Chief Executive Officer, Vice President Finance and Treasurer, Chief Accounting Officer, 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, be and hereby is authorized and directed to arrange for and negotiate the terms of a credit facility in an amount not to exceed \$1.0

billion, which may include an accordion feature of up to \$500 million (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 any and all instruments, agreements and other documents (including, without limitation, any fee letter and engagement letter) (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 on substantially the terms and conditions set forth in the Term Sheet (execution and delivery of the definitive loan documents for the Credit Facility shall be deemed to satisfy this condition), 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, the authorization to exercise the accordion feature.

RESOLVED FURTHER, that each Authorized Officer, acting alone or collectively on behalf of the Company, whether now existing or hereafter acquired, is hereby authorized and directed to execute and deliver such resolutions, consents, acknowledgments, instruments, agreements, guaranties and other documents and take any action that such 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 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.

#### Termination of Existing Credit Facility

RESOLVED FURTHER, that any Authorized Officer, acting alone or collectively on behalf of the Company, concurrently with or upon the closing of the Credit Facility, is hereby authorized to cause to be terminated the Company's Existing Credit Facility.

RESOLVED FURTHER, that each Authorized Officer, acting alone or collectively on behalf of the Company, is hereby authorized to cause to be continued, terminated or replaced the outstanding letters of credit issued under the Existing Credit Facility in such manner as deemed desirable by any such Authorized Officer, and to take any other actions any such Authorized Officer deems necessary or desirable to terminate all obligations of the Company under the Existing Credit Facility.

#### Board Supermajority Approval

RESOLVED, FURTHER, that this Board of Directors hereby confirms that entry into the Credit Facility and if deemed appropriate, termination of the Existing Credit Facility has received Board Supermajority Approval as defined in 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 21<sup>st</sup> day of November 2012.



Assistant Secretary  
Puget Sound Energy, Inc.

