

**BEFORE THE WASHINGTON UTILITIES  
AND TRANSPORTATION COMMISSION**

**UG-12\_\_\_\_\_**

**NORTHWEST NATURAL GAS COMPANY**

**Application For an Order  
Determining that the South Center  
Property is No Longer Useful or,  
in the Alternative, an Order Authorizing  
the Sale of the South Center Property**

Exhibit D

June 28, 2012



**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.

**AUTHORIZATION TO SELL SOUTH CENTER PROPERTY AND RELEASE  
SOUTH CENTER PROPERTY FROM LIEN OF MORTGAGE**

WHEREAS, Northwest Natural Gas Company (Company) owns real property located at 19200 Teton Ave., in the city of Tualatin, Oregon, more fully described by its metes and bounds description below, and commonly referred to as the South Center Facility (South Center Property) which has served as one of the Company's facilities centers; and

WHEREAS, Management has evaluated the South Center 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 South Center 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 South Center Property and to carry out the purposes of the foregoing resolutions with respect to the sale of the South Center 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 South Center Property, situated in Washington County, State of Oregon, described as follows:

A tract of land situated in the Southwest one-quarter of Section 23, Township 2 South, Range 1 West, of the Willamette Meridian, in the County of Washington and State of Oregon, being all of Lot 11, and a part of Lots 12 and 13, and a part of vacated Chesapeake Drive (vacated May 2, 1984, Fee No. 84-016450), PREMIER INDUSTRIAL PARK, being more particularly described as follows, to-wit: Beginning at a 5/8 inch iron rod at the Southeast corner of said Lot 12; thence South 00°01'09" East ( plat South) along the Easterly boundary of said Plat of PREMIER INDUSTRIAL PARK, 17.37 feet to a point; thence leaving said Easterly boundary, North 69°25'40" West 270.18 feet to a point; thence South 82°42'52" West 177.1 0 feet to a point on the Westerly line of said Lot 13; thence North 00°00'00" East (Basis for Bearings) along the Westerly line of said Lot 13, 278.53 feet to a point of curve; thence Northwesterly along a curve to the left having a radius of 330.00 feet through a central angle of 39°20'56" a distance 226.63 feet to the Northwest corner of said Lot 11; thence South 89°45'57" East along the Northerly line of said Lot 11 a distance of 235.69 feet to a 5/8 inch iron rod and angle point in said Northerly line; thence South 89°53'04" East along said Northerly line, 267.56 feet to the Northeast corner of said Lot 11; thence South 00°01'09" East (Plat South) along the Easterly line of said Lots 11 and 12 a distance of 601.48 feet to the point of beginning.

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 30th day of May, 2012.

  
Shawn M. Filippi, Assistant Corporate Secretary

(S E A L)