

**BEFORE THE WASHINGTON UTILITIES
AND TRANSPORTATION COMMISSION**

UG-_____

NORTHWEST NATURAL GAS COMPANY

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

Exhibit E

August 22, 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 28th day of February 2013; and that said resolutions were in full force and effect as of the date of this certificate.

WHEREAS, Northwest Natural Gas Company (Company) owns real property located at 904 SE Division, Portland, Oregon 97202 more fully described by its metes and bounds description below, and commonly referred to as the Portion of the Central Property (Portion of Central Property) which had served as one of the Company's resource centers prior to TriMet announcement of their plans to locate light rail on the property; and

WHEREAS, TriMet has threatened to condemn the Portion of Central Property if the Company refuses to sell it, and TriMet has the power of condemnation to condemn the Portion of Central Property; and

WHEREAS, Management desires to avoid the administrative and financial costs of a condemnation proceeding and has reached settlement of principal terms with TriMet; and

WHEREAS, given the threat of TriMet condemning the Portion of Central Property, it 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 Portion of Central Property to TriMet and to carry out the purposes of the foregoing resolutions with respect to the sale of the Portion of Central 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 Portion of Central Property, situated in Multnomah County, State of Oregon, described as follows:

Portion of Central Property (Parcel 1)

A strip of land of varying widths in the northwest one-quarter of Section 11, Township 1 South, Range 1 East, Willamette Meridian, Multnomah County, Oregon, to wit:

That portion of the Northwest Natural Gas Company property described below lying on the northeasterly (left) side of the following described line:

Beginning at a point which point bears N.62°28'26"W., a distance of 867.57 feet from a brass bead set in concrete in a monument box at the centerline intersection of S.E. Clinton Street with S.E. 12th Avenue; thence S.74°20'23"E., a distance of 55.07 feet to a point of nontangent curvature; thence southeasterly along the arc of a 740.00 foot radius curve to the right (the radius point of which bears S.33°50'12"W.) through a central angle of 06°23'13", a distance of 82.49 feet (chord bears S.52°58'12"E., a distance of 82.45 feet); thence S.49°46'35"E., a distance of 327.19 feet; thence S.45°18'06"E., a distance of 115.34 feet; thence S.49°46'33"E., a distance of 78.07 feet to the terminus of this line.

The tract of land to which this description applies contains 39,151 square feet, more or less.

Bearings are based on the Oregon Coordinate System of 1983, north zone.

The above-referenced Northwest Natural Gas Company property is described as follows:

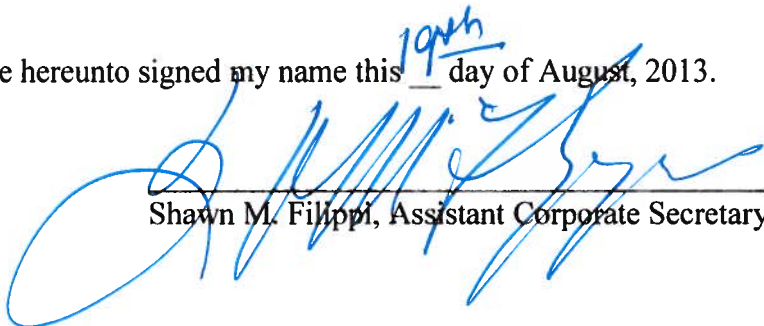
Beginning at the intersection of the east line of S.E. 9th Avenue with the north line of S.E. Taggart Street; thence north along the east line of said S.E. 9th Avenue a distance of 751 feet, more or less, to the southwesterly line of the Southern Pacific Railroad right of way; thence southeasterly along said southwesterly line a distance of 608 feet, more or less, to the westerly line of S.E. 11th Avenue; thence southeasterly along said westerly line a distance of 49 feet, more or less, to the northwesterly line of S.E. Clinton Street; thence southwesterly along said northwesterly line a distance of 460 feet, more or less, to the north line of S.E. Taggart Street; thence west along said north line a distance of 200 feet, more or less, 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 ^{19th} day of August, 2013.





Shawn M. Filippi, Assistant Corporate Secretary