

Executive Offices



SECRETARY'S CERTIFICATE

OF

NORTHWEST NATURAL GAS COMPANY

I, Shawn M. Filippi, the duly elected and acting 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 12th day of December, 2018; and that said resolutions are in full force and effect as of the date of this certificate.

WHEREAS, Northwest Natural Gas Company (the "Company") purchased real property situated between Flanders and Glisan Streets and 2nd and 3rd Avenues located in the city of Portland, Oregon and commonly known as "Block 24" (the "Truck Lot Property"); and further

WHEREAS, it was determined that the Truck Lot Property would no longer be needed once the Company relocates to its new headquarters building on 2nd and Taylor; and further

WHEREAS, the Truck Lot Property therefore will no longer be used and useful in the Company's business operations; and further

WHEREAS, the Board of Directors believes it is in its best interests to sell the Truck Lot Property.

NOW, THEREFORE, BE IT RESOLVED, that the Chief Executive Officer, President, Chief Financial Officer, Senior Vice President and Chief Administrative Officer, and Senior Vice President and General Counsel of the Company (each an "Authorized Officer"), or any one of them, is hereby authorized, in the Company's name and on its behalf, to conduct negotiations with respect to the sale of the Truck Lot Property and to enter into agreements for such sale at a sale price of \$8,000,000 ("Sale Agreements"), including but not limited to any and all agreements for the sale of the Truck Lot Property, in such form that the Authorized Officers, or any one of them, may approve, his or her approval to be conclusively evidenced by his or her execution thereof; and further

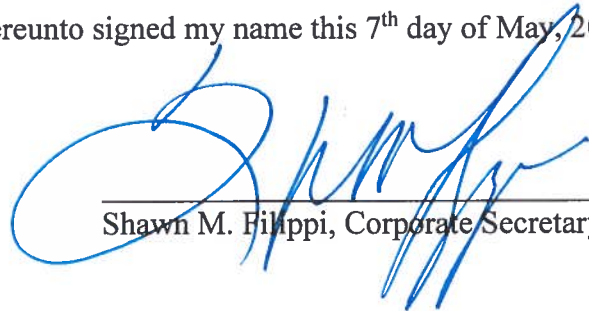
RESOLVED, that the Authorized Officers are hereby authorized, in the Company's name and on its behalf, to deliver such documents and to do or cause to be done any and all such acts and things as they shall deem to be necessary or advisable in order to enable the Company to perform all of its obligations under or related to the sale of the Property and as contemplated under the Sale Agreements; and further

RESOLVED, that the officers of the Company be, and each of them, acting singly, hereby is, authorized and empowered, in the name and on behalf of the Company, to execute, and deliver all such other instruments and documents and take all such actions as any officer shall determine to be necessary or appropriate to carry out the intent and purposes of the foregoing resolutions, including, but not limited to making filings with regulatory bodies (such determination to be conclusively, but not exclusively, evidenced by the execution and delivery of such instruments and documents or the taking of such actions); and further

RESOLVED, that all actions taken and all agreements or documents executed by any officers of the Company, in the name and on behalf of the Company, in connection with the agreements or actions described in or contemplated by the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

IN WITNESS WHEREOF, I have hereunto signed my name this 7th day of May, 2019.





Shawn M. Filippi, Corporate Secretary