



WENDY MCINDOO  
Direct (503) 595-3922  
wendy@mrg-law.com

January 17, 2018

**VIA ELECTRONIC FILING**

PUC Filing Center  
Public Utility Commission of Oregon  
P.O. Box 1088  
Salem, OR 97308-1088

**Re: Docket No. UP \_\_\_\_ : NORTHWEST NATURAL GAS COMPANY dba NW NATURAL,  
Application to Acquire Salmon Valley Water Company.**

Attention Filing Center:

Attached for filing is an electronic copy of Northwest Natural Gas Company's Application to Acquire Salmon Valley Water Company. Confidential copies will be sent to the Commission via two-day mail delivery.

Please contact this office with any questions.

Very truly yours,

Wendy McIndoo  
Office Manager

Attachments

**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

UP \_\_\_\_\_

In the Matter of

NORTHWEST NATURAL GAS  
COMPANY

Application for Approval of NW Natural  
Water Company, LLC Acquisition of  
Salmon Valley Water Company.

**APPLICATION OF NW NATURAL TO  
ACQUIRE SALMON VALLEY WATER  
COMPANY**

1 Pursuant to ORS 757.485 and OAR 860-027-0025, Northwest Natural Gas Company  
2 (“NW Natural” or “Company”) submits to the Public Utility Commission of Oregon  
3 (“Commission”) this application requesting approval of the Company’s wholly-owned  
4 subsidiary, NW Natural Water Company, LLC’s (“NWN Water LLC”) acquisition of Salmon  
5 Valley Water Company (“Salmon Valley”), an Oregon water utility (“Application”). NW  
6 Natural has filed a separate application for approval of the sale of Salmon Valley in  
7 accordance with ORS 757.480(5) simultaneously with the filing of this Application.

**I. INTRODUCTION AND BACKGROUND**

8 NW Natural has engaged in long-term strategic planning efforts designed to increase  
9 the Company’s growth and expand its business into new areas that are consistent with the  
10 Company’s risk profile and core competencies. After performing a careful and  
11 comprehensive review of potential growth strategies, NW Natural determined that the best  
12 fit for the Company would be to enter the water utility business, given the similarity between  
13 the gas and water distribution business models that focus on the construction and  
14 maintenance of an efficient, safe and reliable pipeline system and excellent customer  
15 service. Throughout NW Natural’s docket seeking approval of a corporate reorganization

1 to form a holding company, NW Natural described this growth strategy and this acquisition  
2 is consistent with those discussions.<sup>1</sup>

3 The acquisition of Salmon Valley is consistent with the Company's water utility  
4 corporate growth strategy. NW Natural has performed extensive due diligence on Salmon  
5 Valley, engaging outside attorneys and consultants with expertise in corporate, regulatory  
6 and environmental matters, including experts on water utilities and water rights. Salmon  
7 Valley is currently in need of capital investment, which NW Natural intends to provide over  
8 time, therefore benefiting these Oregon water customers. Specifically, NW Natural has  
9 identified a need to bring a new well online, install new water treatment systems and a  
10 storage tank, and replace aging distribution lines. And importantly, NW Natural will provide  
11 Salmon Valley with enhanced regulatory, financial, engineering and operational experience  
12 and knowledge that will support the water utility. For all of these reasons, the Proposed  
13 Transaction is in the public interest, and satisfies the no harm standard required by ORS  
14 757.485. The Commission should therefore approve NW Natural's Application.

## II. DISCUSSION

### A. Description of Proposed Transaction.

15 Salmon Valley is a privately-owned, rate-regulated water utility located near Welches,  
16 Oregon, providing water service to approximately 975 customers in the Welches, Zig Zag,  
17 Wemme, and Arrah Wanna areas. Salmon Valley is currently owned by a single  
18 shareholder, JoAnn Bowman, and managed by the President of Salmon Valley, Michael  
19 Bowman.

20 NW Natural's acquisition of Salmon Valley is structured as a stock purchase for cash  
21 consideration, in which NW Natural's wholly-owned subsidiary, NWN Water LLC, will

---

<sup>1</sup> See *Northwest Natural Gas Company, dba NW Natural, Application for Approval of Corporate Reorganization to Create a Holding Company*, Docket No. UM 1804, Application (Feb. 10, 2017) (hereinafter, this proceeding is referenced as "UM 1804"); approved in Order No. 17-526.

1 purchase all of Salmon Valley’s stock (“Proposed Transaction”), and after the Proposed  
2 Transaction is completed, Salmon Valley will become a wholly-owned subsidiary of NWN  
3 Water LLC. The executed Stock Purchase Agreement between NWN Water LLC and the  
4 sole Shareholder of Salmon Valley (“Stock Purchase Agreement” or “SPA”) is included as  
5 Confidential Exhibit I to this Application. The SPA was executed on December 18, 2017,  
6 and regulatory approval for the Proposed Transaction is a condition of closing. Accordingly,  
7 the Proposed Transaction will not close until after the Commission issues an order in this  
8 proceeding and the related proceeding requesting approval of the sale of Salmon Valley.

9 After the Proposed Transaction closes, Salmon Valley will continue to exist in its  
10 current form as a subsidiary of NWN Water LLC, which is a wholly-owned subsidiary of NW  
11 Natural, and will continue to own all utility property, easements, and water rights. Michael  
12 Bowman will continue in his current role to manage the utility and Salmon Valley’s Water  
13 Master will continue on, as will any independent contractors with whom Salmon Valley  
14 currently contracts. Thus, from the perspective of Salmon Valley’s customers, the transition  
15 to NW Natural’s ownership will be seamless.

16 NW Natural’s ownership of NWN Water LLC, and indirect ownership of Salmon Valley,  
17 is intended to be temporary, as all of the stock of NWN Water LLC will be simultaneously  
18 contributed to the holding company (“HoldCo”) when it is formed at the time of the corporate  
19 reorganization. At that time, NWN Water LLC will no longer be a subsidiary of NW Natural,  
20 and it will become a wholly-owned subsidiary of HoldCo and a “sister” affiliate of NW Natural.  
21 Salmon Valley will continue to be a wholly-owned subsidiary of NWN Water LLC, but its  
22 ultimate parent will be HoldCo.

**B. Applicable Legal Standard.**

**1. ORS 757.485 Requires a No Harm Standard.**

23 In accordance with ORS 757.485, Commission approval is required before a public  
24 utility may “directly or indirectly, purchase, acquire or become the owner of any of the stocks

1 or bonds or property utilized for utility purposes and having a value in excess of \$10,000 of  
2 any other public utility.” In the Proposed Transaction, upon closing, NWN Water LLC will  
3 acquire Salmon Valley, and thus NW Natural will indirectly acquire Salmon Valley. The  
4 statute at issue in this proceeding, ORS 757.485, requires approval by the Commission.  
5 The Commission has interpreted this statute as requiring a no harm standard.<sup>2</sup>

## 2. The Proposed Transaction Satisfies the “No Harm” Standard.

6 NW Natural’s customers will not be harmed by the Proposed Transaction, as the  
7 acquisition of Salmon Valley will have no impact on the Company’s ability to provide natural  
8 gas service. Additionally, NW Natural’s customers will benefit from the Company’s growth  
9 that it is seeking to achieve through its water acquisition strategy.

10 **First**, the acquisition of Salmon Valley will not in any way affect the financial, technical,  
11 or managerial abilities of NW Natural to continue to provide high-quality, reliable service to  
12 its LDC customers. After the acquisition of Salmon Valley is complete, the Company will  
13 continue to provide the same safe and reliable natural gas service to its customers that it  
14 has provided for over one hundred years. Importantly, day-to-day oversight of Salmon  
15 Valley will remain with that company’s current management, and there is therefore no risk  
16 that ownership of Salmon Valley will distract or detract from NW Natural’s operations.

17 **Second**, no costs associated with Salmon Valley will be included in NW Natural’s gas  
18 utility rates. Upon closing of the Proposed Transaction, NW Natural will observe all  
19 corporate separations and affiliate interest requirements as provided by the Commission’s  
20 statutes and rules.<sup>3</sup> Following the corporate reorganization described above, NW Natural  
21 will be bound by the conditions in the Stipulation in UM 1804 relating to the corporate and  
22 financial separation between NW Natural and its affiliates.

---

<sup>2</sup> *In the Matter of Asea Properties, Inc., Request for Approval to Sell Westwood Vill. to Highland Water Corp*, Docket No. UP 300, Order No. 14 230 (June 24, 2014); *In the Matter of a Legal Standard for Approval of Mergers*, Docket No. UM 1011, Order No. 01-778 at 10 (Sept. 4, 2010).

<sup>3</sup> ORS 757.490, ORS 757.495, OAR 860-027-0040 – 0042.

1           **Third**, NW Natural’s acquisition of Salmon Valley represents an important  
2 advancement in its plan to enter the water utility business, and is therefore consistent with  
3 the Company’s strategy for growth as described in its request for corporate reorganization.  
4 In particular, the Company believes that business growth—through acquisition of water  
5 utilities—will provide enhanced financial strength, access to capital markets and overall  
6 shareholder value that will support its continued efforts to provide safe and reliable customer  
7 service to the Company’s LDC customers. Importantly, NW Natural’s executives and board  
8 of directors have the regulatory, financial, operational, and engineering knowledge and  
9 expertise to effectively oversee Salmon Valley’s operations. Both water and gas LDC  
10 businesses rely on maintenance of critical pipe infrastructure to drive organic growth. NW  
11 Natural understands how to plan for and build an efficient pipeline system and how to  
12 maintain that system to ensure safe and reliable service. In addition, both the water  
13 distribution and gas distribution businesses are largely regulated by public utility  
14 commissions—a regulatory environment with which NW Natural is familiar. For these  
15 reasons, NW Natural believes that its ownership of Salmon Valley will result in a stronger,  
16 and more financially sound water company—and a stronger consolidated corporate  
17 structure.

18           **Finally**, in the event that NW Natural can achieve synergies through its water utility  
19 acquisition strategy, our customers should, over time, benefit from cost savings. Those  
20 savings will be passed directly through to NW Natural’s gas customers; Condition 45,  
21 agreed to in the parties’ stipulation filed in UM 1804 specifically provides that any savings  
22 achieved by NW Natural as a result of HoldCo’s future mergers and acquisitions, to the  
23 extent they are greater than \$50,000 will be deferred and credited to Oregon customers until  
24 NW Natural’s second rate case following the Commission’s order in docket UM 1804.<sup>4</sup>

---

<sup>4</sup> UM 1804, Stipulation, Att. A at 13.

1 Thus, NW Natural's gas utility customers may benefit from this acquisition through  
2 reductions in costs that occur even before the Company's next rate case is filed. After the  
3 Company's second general rate case, the savings flowing from the Company's water utility  
4 acquisitions will benefit customers through subsequent ratemaking proceedings.

**C. Requirements of Approval of Acquisition.**

**1. Requirements of ORS 757.485.**

5 In accordance with ORS 757.485(1), Commission approval is required before a public  
6 utility may "directly or indirectly, purchase, acquire or become the owner of any of the stocks  
7 or bonds or property utilized for utility purposes and having a value in excess of \$10,000 of  
8 any other public utility." NW Natural's wholly-owned subsidiary, NWN Water LLC, will be  
9 acquiring 100 percent of the stock of Salmon Valley and the value of stock is in excess of  
10 \$10,000. The Commission applies a no harm standard to its review of transactions under  
11 ORS 757.485, and as described above in Section II.B.2, the Proposed Transaction satisfies  
12 the no harm standard.

**2. Requirements of OAR 860-027-0025(1).**

13 The requirements of OAR 860-027-0025(1) apply to any energy utility seeking  
14 authority under ORS 757.485, and are set forth below.

**(1)(a) Name and Address.**

15 The Company's exact name and address of its principal business office are:

Northwest Natural Gas Company  
220 NW Second Avenue  
Portland, Oregon 97209

**(1)(b) The State of Incorporation and States Authorized to Transact Utility Business.**

16 The Company is a corporation duly organized and validly existing under the laws of  
17 the State of Oregon. The Company was incorporated on January 10, 1910, and its duration

1 is perpetual. It has duly qualified and is authorized to transact its business in the State of  
2 Washington and is in good standing as a foreign corporation under the laws of that state.

**(1)(c) Persons Authorized to Receive Notices.**

Zachary D. Kravitz  
NW Natural  
220 NW Second Avenue  
Portland, OR 97209-3991  
Telephone: (503) 220-2379  
Facsimile: (503) 220-2584  
Email: [zdk@nwnatural.com](mailto:zdk@nwnatural.com)

Lisa Rackner  
McDowell Rackner & Gibson PC  
419 SW 11<sup>th</sup> Ave., Suite 400  
Portland, OR 97205  
Telephone: 503-595-3925  
Facsimile: 503-595-3928  
Email: [dockets@mrg-law.com](mailto:dockets@mrg-law.com)

Mark R. Thompson  
NW Natural  
220 NW Second Ave  
Portland, OR 97209-3991  
Telephone: (503) 721-2476  
Facsimile: (503) 220-2584  
Email: [markthompson@nwnatural.com](mailto:markthompson@nwnatural.com)

**(1)(d) Principal Officers.**

David H. Anderson	President and Chief Executive Officer
Frank Burkhartsmeier	Senior Vice President and Chief Financial Officer
MardiLyn Saathoff	Senior Vice President, Regulation and General Counsel
Lea Anne Doolittle	Senior Vice President and Chief Administrative Officer
Grant M. Yoshihara	Senior Vice President, Utility Operations
Kimberly A. Heiting	Senior Vice President, Communications and Chief Marketing Officer
Thomas J. Imeson	Vice President, Public Affairs & Environmental Sustainability
Shawn M. Filippi	Vice President, Chief Compliance Officer and Corporate Secretary
Brody J. Wilson	Vice President, Treasurer, Chief Accounting Officer, and Controller
Justin Palfreyman	Vice President, Strategy and Business Development
Lori Russell	Vice President, Utility Services
Jim Downing	Chief Information Officer

3 The address of all of the above officers is 220 NW Second Avenue, Portland, OR, 97209.

**(1)(e) General Character of Business.**

4 The Company is engaged principally in the business of distributing and selling natural  
5 gas to residential, commercial, institutional, and industrial customers in various cities and  
6 unincorporated areas in 15 counties in the State of Oregon and three counties in the State of



1 Washington. A map of the Company's service territory is on file with the Commission in docket  
2 UP 245.


**(1)(f) Capital Stock.**

3 NW Natural requests the Commission waive the requirements of OAR 860-027--  
4 0025(1)(f) because this transaction does not involve the issuance of securities. A grant of this  
5 waiver will not impede the Commission's analysis of this Application.

**(1)(g) Long-Term Debt.**

6 NW Natural requests the Commission waive the requirements of OAR 860-027-  
7 0025(1)(g) because this transaction does not involve the issuance of debt. A grant of this  
8 waiver will not impede the Commission's analysis of this Application.

**(1)(h) Purpose of Transaction.**

9 This Application is for the acquisition of stock of another utility. The purchase price is  
10  NW Natural and Salmon Valley  
11 determined the purchase price based on arm's-length negotiations between the two parties.

**(1)(i) Description of Property.**

12 In the Proposed Transaction, NW Natural's wholly-owned subsidiary, NWN Water LLC  
13 will acquire all of Salmon Valley's stocks. After the Proposed Transaction occurs, Salmon  
14 Valley will retain all of its existing property and will continue to exist as a subsidiary of NWN  
15 Water LLC. Salmon Valley is a regulated water utility serving approximately 975 customers  
16 in Welches, Zig Zag, Wemme, and Arrah Wanna areas. Salmon Valley has property,  
17 including but not limited to, four groundwater supply wells, two storage tanks with 460  
18 thousand gallons of combined capacity and approximately 11 miles of distribution system  
19 pipelines.

**(1)(j) Cost of Facilities.**

1 NW Natural requests the Commission waive the requirements of OAR 860-027-  
2 0025(1)(j) because this transaction involves an acquisition of stock. A grant of this waiver will  
3 not impede the Commission's analysis of this Application.

**(1)(k) Other Regulatory Approvals.**

4 Pursuant to ORS 757.480(5) and OAR 860-036-2120, Commission approval is also  
5 required to authorize the sale of Salmon Valley to NWN Water LLC. NW Natural has filed  
6 a separate application for approval of the sale simultaneously with the filing of this  
7 Application.

**(1)(l) Proposed Transaction is in the Public Interest.**

8 As described in Section II.B.2, the Proposed Transaction is consistent with the public  
9 interest and satisfies the no harm standard.

**(1)(m) Reasons for Proposed Transaction and Customer Benefits.**

10 NW Natural is engaging in the Proposed Transaction to implement its plan to enter  
11 into the water utility business. The current owner of Salmon Valley runs the utility as a family  
12 business, and desires to sell the water system because the owner believes it is in the best  
13 interest of the community, its customers and its stockholder.

14 The customer benefits associated with the Proposed Transaction are described in  
15 Section II.B.2.

**(1)(n) Current Ownership of Securities of Other Party.**

16 NW Natural does not currently own, hold, or control any Salmon Valley stock, bonds,  
17 or securities.

**(1)(o) Franchises.**

1 NW Natural requests the Commission waive the requirements of OAR 860-027-  
2 0025(1)(o) because the transaction will not impact any of NW Natural's franchises. A grant  
3 of this waiver will not impede the Commission's analysis of this Application.

**3. Requirements of OAR 860-027-0025(2).**

4 An application filed under OAR 860-027-0025 must include the following exhibits.

**(2)(a) EXHIBIT A. Articles of Incorporation.**

5 A copy of the Company's Restated Articles of Incorporation, as amended, has been  
6 previously filed with the Commission in Docket UF 4299, reference to which is hereby made.  
7 NWN Water LLC's Articles of Organization are attached.

**(2)(b) EXHIBIT B. Bylaws.**

8 NW Natural's Bylaws and amendments to date are attached.

**(2)(c) EXHIBIT C. Resolutions. (CONFIDENTIAL)**

9 The Board of Directors' Resolution approving the acquisition is attached.

**(2)(d) EXHIBIT D. Mortgages and Deeds.**

10 Not applicable.

**(2)(e) EXHIBIT E. Balance Sheets. (CONFIDENTIAL)**

11 The Company's balance sheets are attached.

**(2)(f) EXHIBIT F. Known Contingent Liabilities.**

12 There are no known contingent liabilities.

**(2)(g) EXHIBIT G. Income Statements. (CONFIDENTIAL)**

13 The Company's income statements are attached.

**(2)(h) EXHIBIT H. Surplus. (CONFIDENTIAL)**

14 The Company's analysis of surplus for the period covered by the income statements  
15 in Exhibit G is attached.

**(2)(i) EXHIBIT I. Stock Purchase Agreement. (CONFIDENTIAL)**

1 The Stock Purchase Agreement is attached.

**(2)(j) EXHIBIT J. Proposed Journal Entries. (CONFIDENTIAL)**

2 The proposed journal entry is attached.

**(2)(k) EXHIBIT K. Schedule Showing Benefits to Support (1)(l) and (1)(m).**

3 The Company relies upon this Application and attached documentation to provide  
4 support for OAR 860-027-0025(1)(1) and (1)(m).

**III. REQUEST**

5 NW Natural requests that the Commission approve the Proposed Transaction in  
6 accordance with ORS 757.485.

7 Respectfully submitted this 17th day of January, 2018.

**McDOWELL RACKNER GIBSON PC**



---

Lisa F. Rackner  
Jocelyn C. Pease  
Attorneys for Northwest Natural Gas Company

NORTHWEST NATURAL GAS COMPANY  
Zachary D. Kravitz  
Associate Counsel  
220 NW Second Ave  
Portland, OR 97209

**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

**UP \_\_\_\_\_**

**NORTHWEST NATURAL GAS COMPANY**

**Exhibit A to Application for Acquisition of Salmon Valley**

**NWN Water LLC Articles of Organization**

---

January 17, 2018



Articles of Organization - Limited Liability Company

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - sos.oregon.gov/business - Phone: (503) 986-2200

Print Form

Reset Form

REGISTRY NUMBER: \_\_\_\_\_

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1. **NAME OF LIMITED LIABILITY COMPANY:** (Must contain the words "Limited Liability Company" or the abbreviations "LLC" or "L.L.C.")

NW Natural Water Company, LLC

2. **DURATION:** (Please check one.)

Duration shall be perpetual.

Latest date upon which the Limited Liability Company

is to dissolve is \_\_\_\_\_

3. **PRINCIPAL OFFICE:** (Must be a physical street address)

220 NW Second Avenue

Portland, Oregon 97209

4. **REGISTERED AGENT:** (Individual or entity that will accept legal service for this business)

Shawn Filippi

5. **REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS:** (Must be an Oregon Street Address, which is identical to the registered agent's office.)

220 NW Second Avenue

Portland, Oregon 97209

6. **ADDRESS WHERE THE DIVISION MAY MAIL NOTICES:**

220 NW Second Avenue

Portland, Oregon 97209

7. **HOW WILL THIS LIMITED LIABILITY COMPANY BE MANAGED?**

This LLC will be member-managed by one or more members.

This LLC will be manager-managed by one or more managers.

8. **IF RENDERING A LICENSED PROFESSIONAL SERVICE OR SERVICES, DESCRIBE THE SERVICE(S) BEING RENDERED:** ORS 58.015(5)(m)

9. **OPTIONAL PROVISIONS:** (Attach a separate sheet if necessary.)

**BENEFIT COMPANY:** The Limited Liability Company is a benefit company subject to sections 1 to 11 of chapter 269, Oregon Laws 2013. [\(additional requirements apply\)](#)

**INDEMNIFICATION:** The company elects to indemnify its members, managers, employees, agents for liability and related expenses under ORS 63.160 - 63.170.

SEE ATTACHED

10. **NAME AND ADDRESS OF EACH PERSON WHO IS FORMING THIS BUSINESS: (ORGANIZER)**

James M. Kearney, Stoel Rives LLP

760 SW Ninth Ave., Ste. 3000

Portland, Oregon 97205

**LIST MEMBERS AND/OR MANAGERS NAMES AND ADDRESSES (MAY BE REQUIRED BY YOUR BANK)**

11. **OWNERS: (MEMBERS)** (Names and Addresses)

Northwest Natural Gas Company

220 NW Second Avenue

Portland, Oregon 97209

12. **MANAGERS: (MANAGERS)** (Names and Addresses)

David Anderson, Frank Burkhartsmeier, MardiLyn

c/o Northwest Natural Gas Company

220 NW Second Ave., Portland, OR 97209

13. **INDIVIDUAL WITH DIRECT KNOWLEDGE** (Name and Address) List the name and address of at least one individual who is a member or manager of the LLC or an authorized representative with direct knowledge of the operations and business activities of the LLC.

MardiLyn Saathoff

c/o Northwest Natural Gas Company

220 NW Second Ave., Portland, OR 97209

14. **EXECUTION/SIGNATURE OF EACH PERSON WHO IS FORMING THIS BUSINESS: (Organizer)**

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any members, managers, employees or agents of the limited liability company. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

**SIGNATURE:**

**PRINTED NAME:**

MardiLyn Saathoff

**TITLE:**

General Counsel

**CONTACT NAME:** (To resolve questions with this filing)

James M. Kearney

**PHONE NUMBER:** (Include area code)

503.294.9444

**FEES**

Required Processing Fee \$100

Processing Fees are nonrefundable. Please make check payable to "Corporation Division".

Free copies are available at sos.oregon.gov/business using the Business Name Search program.

**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

**UP \_\_\_\_\_**

**NORTHWEST NATURAL GAS COMPANY**

**Exhibit B to Application for Acquisition of Salmon Valley**

**Bylaws**

---

January 17, 2018

**BYLAWS  
OF  
NORTHWEST NATURAL GAS COMPANY**

**ARTICLE I.**

**OFFICES**

**Section 1. Office.** The principal office of the company shall be located in the City of Portland, Oregon. The company also may have offices at such other places both within and without the State of Oregon as the board of directors from time to time may determine.

**Section 2. Registered Office.** The registered office of the company required by law to be maintained in the state shall be at the same location as the principal office unless otherwise designated by resolution of the board of directors.

**ARTICLE II.**

**MEETINGS OF SHAREHOLDERS**

**Section 1. Annual Meeting.** The annual meeting of shareholders of the company for the election of directors and for the transaction of other business shall be held at the company's office in the City of Portland, Oregon, or such other place in that City as shall be determined by the board of directors, on the fourth Thursday of May in each year, unless such day shall be a legal holiday, in which event such meeting shall be held on the next business day. If such meeting shall not be held on such day in any year, it shall be held within 60 days thereafter on such day as shall be fixed by the board of directors and be specified in the notice of the meeting. Every such meeting shall be held at the hour of two o'clock p.m., or at such other hour as shall be fixed by the board and specified in such notice.

**Section 2. Special Meetings.** Special meetings of the shareholders of the company may be called by the board of directors or the holders of not less than one-tenth of all shares entitled to vote at the meeting. Each special meeting shall be held for such purposes, at such place in the City of Portland, Oregon, and at such time as shall be specified in the notice thereof.

**Section 3. Notice.** Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 50 days before the date of the meeting, either personally or by mail, by or at the direction of the board of directors or the persons calling the meeting, to each shareholder of record entitled to vote at such meeting.

**Section 4. Fixing Record Date.** For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the board of directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than 50 days and, in the case of a meeting of shareholders, not less than 10 days prior to the date on which the particular action requiring such determination of shareholders is to be taken. If no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the board declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.



**Section 5. Record of Shareholders.** The officer or agent having charge of the transfer books for shares of the company shall make, at least 10 days before each meeting of shareholders, a complete record of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order with the address of and the number of shares held by each, which record, for a period of 10 days prior to such meeting, shall be kept on file at the registered office of the company and shall be subject to inspection by any shareholder at any time during usual business hours. Such record also shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original transfer books for shares shall be prima facie evidence as to who are the shareholders entitled to examine such record or transfer books or to vote at any meeting of the shareholders.

**Section 6. Quorum.** A majority of the shares of the company entitled to vote, represented in person or by proxy, shall constitute a quorum at all meetings of shareholders. If a quorum is present, in person or by proxy, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number, or voting by classes, is required by law or the Restated Articles of Incorporation.

If a quorum shall not be represented at any meeting of shareholders, the shareholders represented may adjourn the meeting from time to time without further notice. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The shareholders represented at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

**Section 7. Voting.** Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except to the extent that the voting rights of the shares of any class or classes are limited or denied by law or the Restated Articles of Incorporation. At each election of directors holders of shares of common stock have the right to cumulative voting as provided for in the Restated Articles of Incorporation. A shareholder may vote either in person or by proxy. A shareholder may authorize a person or persons to act for the shareholder as proxy in any manner permitted by law. An authorization of a proxy is effective when received by the secretary of the company or other officer or agent authorized to tabulate votes.

**Section 8. Conduct of Meetings.** Every meeting of shareholders shall be presided over by the chairman of the board, in his or her absence by the president, in their absence by a vice president or, if none be present, by a chairman appointed by the shareholders present at the meeting. The minutes of such meeting shall be recorded by the secretary or an assistant secretary but, if neither be present, by a secretary appointed for that purpose by the chairman of the meeting. The board of directors may adopt by resolution such rules and regulations for the conduct of meetings of shareholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the board of directors, the chairman of any meeting of shareholders shall have the exclusive right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairman, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the board of directors or prescribed by the chairman of the meeting, may include, without limitation, the following: (a) the establishment of an agenda or order of business for the meeting; (b) rules and procedures for maintaining order at the meeting and the safety of those present; (c) limitations on attendance at or participation in the meeting to shareholders of record of the company, their duly authorized and constituted proxies or such other persons as the chairman of the meeting shall determine; (d) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (e) limitations on the time allotted to questions or comments by participants. Unless and to the extent determined by the board of directors or the chairman of the meeting, meetings of shareholders shall not be required to be held in accordance with the rules of parliamentary procedure.

**Section 9. Proper Business for Meetings.** (a) No business shall be conducted at any meeting of shareholders that has not been properly brought before the meeting. To be properly brought before a special meeting of shareholders, business must be specified in the notice of meeting (or any supplement thereto) given by or at the direction of the board of directors or the persons calling the meeting. To be properly brought before an annual meeting of shareholders, business must be either (i) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the board of directors, (ii) otherwise brought before the meeting by or at the direction

of the board of directors or the chairman of the board, or (iii) otherwise properly brought before the meeting by a shareholder. In addition to any other applicable requirements, for business to be properly brought before an annual meeting by a shareholder, the shareholder must have given timely notice thereof in writing to the secretary of the company. To be timely, a shareholder's notice must be delivered to the secretary at the principal executive office of the company not less than 90 days prior to the first anniversary of the previous year's annual meeting of shareholders; provided, however, that in the event that the date of the annual meeting is advanced by more than 30 days or delayed (other than as a result of adjournment) by more than 30 days from the anniversary of the previous year's annual meeting, notice by a shareholder to be timely must be delivered not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made. For purposes of this section, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the company with the Securities and Exchange Commission; (b) A shareholder's notice to the secretary shall set forth (i) one or more matters appropriate for shareholder action that the shareholder proposes to bring before the meeting, (ii) a brief description of the matters desired to be brought before the meeting and the reasons for conducting such business at the meeting, (iii) the name and record address of the shareholder, (iv) the class and number of shares of the company that the shareholder owns or is entitled to vote and (v) any material interest of the shareholder in such matters; and (c) The chairman of the meeting shall have the power and duty (i) to determine whether any proposed business was properly brought before the meeting in accordance with the procedures set forth in this Section 9, and (ii) if the chairman determines that any proposed business was not brought before the meeting in compliance with this Section 9, to declare that such proposed business shall not be transacted.

### ARTICLE III.

#### BOARD OF DIRECTORS

**Section 1. Directors.** The business and affairs of the company shall be managed by its board of directors. The number of members of the board, their classification and terms of office, and the manner of their election and removal shall be determined as provided by the Restated Articles of Incorporation. Directors need not be residents of the State of Oregon or shareholders of the company. Unless otherwise determined by the board of directors, no person who has reached the age of 75 years shall be eligible to be elected a director.

**Section 2. Chairman of the Board.** The board of directors may elect one of its members as chairman of the board. The chairman of the board, if that position be filled, shall preside at all meetings of the shareholders and the board of directors and shall have such other duties and responsibilities as may be prescribed by the board of directors. If there shall be no chairman of the board, or in his or her absence or disability, the chairman of the governance committee shall exercise the duties and responsibilities of that position. In the absence of the chairman of the governance committee, an independent board member designated by the chairman of the board shall exercise the duties and responsibilities of that position. In the event that neither the chairman of the board nor the chairman of the board's governance committee are present, and the chairman of the board has not otherwise designated an independent board member to preside at the meeting, the board, by vote of the majority of the board members present at the meeting, whether or not a quorum, shall appoint a non-management independent director to preside at the meeting.

**Section 3. Compensation.** Directors shall receive such reasonable compensation for their services as may be fixed from time to time by resolution of the board of directors, and shall be reimbursed for their expenses properly incurred in the performance of their duties as directors. No such payment shall preclude any director from serving the company in any other capacity and receiving such reasonable compensation for such services as may be fixed by resolution of the board.

### ARTICLE IV.

#### MEETINGS OF THE BOARD OF DIRECTORS

**Section 1. Regular Meetings.** Regular meetings of the board of directors shall be held in the company's offices at two o'clock p.m., Pacific Time, on the fourth Thursday of February, May, July and September, and on the third Thursday of December, or on such other date or at such other hour and place as shall be specified in the notice of meeting. The date, time and place for holding regular meetings of the board of directors may be changed upon the giving of notice to all directors by or at the request of the chairman of the board or the president. The board may provide by resolution the time and place either within or without the State of Oregon for holding of meetings or may omit the holding of any meeting without other notice than such resolution.

**Section 2. Special Meetings.** Special meetings of the board of directors may be called by or at the request of the chairman of the board, the chairman of the governance committee, the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Oregon, as the place for holding any special meeting of the board called by them. Notice of the time and place of special meetings shall be given to each director at least one day in advance by the secretary or other officer performing his or her duties.

**Section 3. Waiver of Notice.** Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise provided by law or the Restated Articles of Incorporation, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

**Section 4. Quorum.** A majority of the number of directors at any time fixed by resolution adopted by the affirmative vote of a majority of the entire board of directors shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting from time to time without further notice until a quorum shall be present.

**Section 5. Manner of Acting.** Except as otherwise provided by law or the Restated Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

**Section 6. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

## ARTICLE V.

### COMMITTEES OF THE BOARD

**Section 1. Governance Committee.** The board of directors at any time, by resolution adopted by a majority of the board of directors, may appoint a governance committee composed of three or more independent directors. The board shall designate one member of the committee as chairman. The committee shall have and may exercise all of the authority of the board of directors in the management of the company, except with respect to matters upon which by law only the board of directors may act. The committee's responsibilities shall include serving as the nominating committee of the board; making recommendations to the board on board and board committee composition and structure, including recommendations with respect to committee and committee chairmanship assignments; and conducting periodic board self-assessments, peer reviews of individual directors and evaluations of committee effectiveness. The committee shall also perform such other functions as the board by resolution from time to time may direct.

**Section 2. Audit Committee.** The board of directors at any time, by resolution adopted by a majority of the board of directors, may appoint an audit committee composed of three or more independent directors. The board shall designate one member of the committee as chairman. The duties of the committee shall be to discuss and review with the company's independent auditors the annual audit of the company, including the scope of the audit,

and report the results of this review to the board; to meet with the independent auditors at such other times as the committee shall deem to be advisable; and to perform such other functions as the board by resolution from time to time may direct.

**Section 3. Organization and Executive Compensation Committee.** The board of directors at any time, by resolution adopted by a majority of the board of directors, may appoint an organization and executive compensation committee composed of three or more independent directors. The board shall designate one member of the committee as chairman. The duties of the committee shall be to discuss and review the management of the affairs of the company relating to its organization and to executive personnel and their compensation, and to perform such other functions as the board by resolution from time to time may direct.

**Section 4. Finance Committee.** The board of directors at any time, by resolution adopted by a majority of the board of directors, may appoint a finance committee composed of three or more directors, a majority of whom shall not be officers or retired officers of the company. The board shall designate one member of the committee who is not an officer or retired officer of the company as chairman. The duties of the committee shall be to discuss and review the management of the affairs of the company relating to financing, including the development of financial planning goals and financial policy, and to perform such other functions as the board by resolution from time to time may direct.

**Section 5. Public Affairs and Environmental Policy Committee.** The board of directors at any time, by resolution adopted by a majority of the board of directors, may appoint from among its members a public affairs and environmental policy committee composed of three or more directors, a majority of whom shall not be officers or retired officers of the company. The board shall designate one member of the committee who is not an officer or retired officer of the company as chairman. The duties of the committee shall be (i) to consider, review and monitor significant matters of public interest and societal trends, and the company's community affairs, charitable contributions, diversity and equal employment opportunity compliance programs, and (ii) to monitor significant environmental issues affecting the company and to recommend to the board appropriate environmental policies. The committee shall also perform such other functions as the board by resolution from time to time may direct.

**Section 6. Other Committees.** The board of directors at any time, by resolution adopted by a majority of the board of directors, may appoint from among its members such other committees and the chairmen thereof as it may deem to be advisable. Each such committee shall have such powers and authority as are set forth in the resolutions pertaining thereto from time to time adopted by the board.

**Section 7. Changes of Size and Function.** Subject to the provisions of law, the board of directors shall have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any members thereof and to change the functions and terminate the existence thereof.

**Section 8. Conduct of Meetings.** Each committee shall conduct its meetings in accordance with the applicable provisions of these bylaws relating to the conduct of meetings of the board of directors. Each committee shall adopt such further rules and regulations regarding its conduct, keep such minutes and other records and appoint such subcommittees and assistants as it shall deem to be appropriate.

**Section 9. Compensation.** Persons serving on any committee shall receive such reasonable compensation for their services on such committee as may be fixed by resolution of the board of directors, provided that no person shall receive compensation for his or her services on any committee while serving as an officer of the company.

## ARTICLE VI.

### NOTICES

**Section 1. Form and Manner.** Whenever, under the provisions of law or the Restated Articles of Incorporation, notice is required to be given to any director or shareholder, unless otherwise specified, it shall be given in writing by mail addressed to such director or shareholder at his or her address as it appears on the stock transfer books or

other records of the company, with postage thereon prepaid, and such notice shall be deemed to be delivered when deposited in the United States Mail. Notice to directors also may be given by telephone or in any other manner which is reasonably calculated to give adequate notice.

**Section 2. Waiver.** Whenever any notice whatever is required to be given under the provisions of law, the Restated Articles of Incorporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE VII.

### OFFICERS

**Section 1. Election.** The board of directors, at its first meeting following the annual meeting of shareholders each year, shall elect a president and a secretary. At such meeting, or at any other time it shall deem appropriate, the board may elect one or more vice presidents and a treasurer. The board also may elect or appoint such other officers and agents as it may deem necessary. Any two or more offices may be held by the same person, except the offices of president and secretary.

**Section 2. Compensation.** The officers of the company shall receive such reasonable compensation for their services as from time to time may be fixed by resolution of the board of directors.

**Section 3. Term.** The term of office of all officers shall commence upon their election or appointment and shall continue until the first meeting of the board of directors following the annual meeting of shareholders and thereafter until their successors shall be elected or until their resignation or removal. A vacancy occurring in any office of the company for whatever reason may be filled by the board.

**Section 4. Removal.** Any officer or agent elected or appointed by the board of directors may be removed by the board whenever in its judgment the best interests of the company will be served thereby but such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

**Section 5. President.** Unless otherwise determined by the board of directors, the president shall be the chief executive officer of the company and, subject to the control of the board of directors, shall be responsible for the general administration and operation of the company. He shall have such other duties and responsibilities as may pertain to such office or be prescribed by the board of directors. In the absence or disability of the president, an officer designated by the board shall exercise the duties and responsibilities of the president.

In the event the offices of chief executive officer and president are not held by the same person, the chief executive officer shall exercise the duties and responsibilities of the president described in these bylaws.

**Section 6. Vice Presidents.** Each vice president shall have such duties and responsibilities as may be prescribed by the board of directors and the president. The board or the president may confer a special title upon a vice president.

**Section 7. Secretary.** The secretary shall record and keep the minutes of the shareholders in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and perform such other duties as may be prescribed by the board or the president. The secretary shall have custody of the corporate seal of the company and shall affix the seal to any instrument requiring it and attest the same by his or her signature.

The assistant secretaries shall have such duties as may be prescribed from time to time by the board, the president or the secretary. In the absence or disability of the secretary, his or her duties shall be performed by an assistant secretary.

**Section 8. Treasurer.** The treasurer shall have charge and custody and be responsible for all funds and securities of the company; deposit all moneys and other valuable effects in the name and to the credit of the company in such depositories as may be designated by the board of directors; and disburse the funds of the company as may be authorized by the board and take proper vouchers for such disbursements. The treasurer shall have such other duties as may be prescribed from time to time by the board or the president. In the absence or disability of the treasurer, his or her duties shall be performed by an assistant treasurer.

## ARTICLE VIII.

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

**Section 1. Contracts.** The board of directors by resolution may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the company, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the company and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

**Section 3. Checks and Drafts.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the company shall be signed by such officer or officers, agent or agents of the company and in such manner as shall from time to time be determined by resolution of the board of directors.

**Section 4. Deposits.** All funds of the company not otherwise employed shall be deposited from time to time to the credit of the company in such banks, trust companies or other depositories as the board of directors or officers of the company designated by the board may select, or be invested as authorized by the board.

## ARTICLE IX.

### CERTIFICATES FOR SHARES AND THEIR TRANSFER

**Section 1. Certificates for Shares.** The shares of the company shall be represented by certificates; provided, however, the board of directors may provide by resolution or resolutions that some or all of any or all classes or series of the company's shares shall be uncertificated shares. When shares are not represented by certificates then within a reasonable time after the issuance or transfer of such shares, the company shall send or cause to be sent to the shareholder to whom such shares have been issued or transferred a written statement of the information required by the laws of the State of Oregon to be on certificates.

Certificates representing shares of the company shall be issued only for whole numbers of shares and shall be in such form as the board of directors may, from time to time, prescribe in accordance with the laws of the State of Oregon. Such certificates shall be signed by the president or a vice president and by the secretary or an assistant secretary and sealed with the corporate seal or a facsimile thereof. The signatures of such officers upon a certificate may be facsimiles thereof. In case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the company as the board may authorize.

**Section 2. Transfer.** Shares of stock of the company shall be transferable on the books of the company by the holder of record thereof, or by his or her legal representative who shall furnish proper evidence of authority to transfer, or by his or her attorney thereunto authorized by duly executed power of attorney, and on surrender for cancellation of the certificates, if any, for such shares. The board of directors may appoint one or more transfer agents and registrars of stock of the company.

**Section 3. Owner of Record.** The company shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends and to vote as such owner and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

## ARTICLE X.

### INDEMNIFICATION AND INSURANCE

**Section 1. Indemnification.** The company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the company, or is or was serving at the request of the company as a director, officer, employee, agent or fiduciary of another corporation, partnership, joint venture, trust or other enterprise or any employee benefit plan, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding to the fullest extent permissible under the Oregon Business Corporation Act or the indemnification provisions of any successor Act. The foregoing rights of indemnification shall not be exclusive of any other rights to which any such person so indemnified may be entitled, under any agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office; shall continue as to a person who has ceased to be a director, officer, employee or agent; and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 2. Insurance.** The company may purchase and maintain insurance (and pay the entire premium therefor) on behalf of any person who is or was a director, officer, employee or agent of the company, or is or was serving at the request of the company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the company would have the power to indemnify him or her against such liability under the provisions of the Oregon Business Corporation Act or any successor Act; and on behalf of any person who is or was a fiduciary under the Employee Retirement Income Security Act of 1974 with regard to an employee benefit plan of the company against any liability asserted against him or her and incurred by him or her in his or her fiduciary capacity.

## ARTICLE XI.

### SEAL

The corporate seal of the company shall be circular in form and shall bear an inscription containing the name of the company, the year of its organization, the state of its incorporation and the words "Corporate Seal."

## ARTICLE XII.

### AMENDMENTS

These bylaws, or any of them, may be altered, amended or repealed, or new bylaws adopted, by resolution of a majority of the board of directors, subject to repeal or change by action of the shareholders.

**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

**UP \_\_\_\_\_**

**NORTHWEST NATURAL GAS COMPANY**

**Exhibit C to Application for Acquisition of Salmon Valley  
CONFIDENTIAL**

**Resolutions**

---

January 17, 2018



**EXHIBIT C IS CONFIDENTIAL PER  
OAR 860-001-0070 AND WILL BE  
PROVIDED SEPARATELY**

**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

**UP \_\_\_\_\_**

**NORTHWEST NATURAL GAS COMPANY**

**Exhibit E to Application for Acquisition of Salmon Valley  
CONFIDENTIAL**

**Balance Sheets**

---

January 17, 2018

**EXHIBIT E IS CONFIDENTIAL PER  
OAR 860-001-0070 AND WILL BE  
PROVIDED SEPARATELY**

**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

**UP \_\_\_\_\_**

**NORTHWEST NATURAL GAS COMPANY**

**Exhibit G to Application for Acquisition of Salmon Valley  
CONFIDENTIAL**

**Income Statements**

---

January 17, 2018

**EXHIBIT G IS CONFIDENTIAL PER  
OAR 860-001-0070 AND WILL BE  
PROVIDED SEPARATELY**

**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

**UP \_\_\_\_\_**

**NORTHWEST NATURAL GAS COMPANY**

**Exhibit H to Application for Acquisition of Salmon Valley  
CONFIDENTIAL**

**Surplus**

---

January 17, 2018

**EXHIBIT H IS CONFIDENTIAL PER  
OAR 860-001-0070 AND WILL BE  
PROVIDED SEPARATELY**

**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

**UP \_\_\_\_\_**

**NORTHWEST NATURAL GAS COMPANY**

**Exhibit I to Application for Acquisition of Salmon Valley  
CONFIDENTIAL**

**Stock Purchase Agreement**

---

January 17, 2018



**EXHIBIT I IS CONFIDENTIAL PER  
OAR 860-001-0070 AND WILL BE  
PROVIDED SEPARATELY**

**BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON**

**UP \_\_\_\_\_**

**NORTHWEST NATURAL GAS COMPANY**

**Exhibit J to Application for Acquisition of Salmon Valley  
CONFIDENTIAL**

**Proposed Journal Entries**

---

January 17, 2018

**EXHIBIT J IS CONFIDENTIAL PER  
OAR 860-001-0070 AND WILL BE  
PROVIDED SEPARATELY**