PHILLIPS TRANSPORTATION ALASKA, INC.

CERTIFICATE

The undersigned hereby certifies that he is the duly elected and acting Assistant Secretary of Phillips Transportation Alaska, Inc., a Delaware corporation (the "Company"), and hereby further certifies as follows:

1. Attached hereto as Exhibit A is a true and complete copy of resolutions duly adopted by the Board of Directors of the Company effective February 28, 2001. Such resolutions have neither been modified nor rescinded since their adoption and are in full force and effect as of the date hereof. Such resolutions are the only resolutions adopted by the Board of Directors of the Company relating to the renewal of the Company's interest in the Trans-Alaska Pipeline System.

2. The below named persons are duly elected and qualified officers of the Company holding the offices set forth below opposite his/her respective name, and the signature set forth below opposite his/her respective name is the genuine signature of such person.

Name	Office	Signature
Margaret A. Yaege	President	Margaret Yaege
T. Mark Drumm	Vice President	T. Mark Drumm
Edward R. Hendrickson	Vice President and Controller	Ed Hen
David W. Marquez	Assistant Secretary	D W Marquez
Paula F. Meisler	Assistant Secretary	Paula F Meisler

IN WITNESS WHEREOF, the undersigned has executed this certificate and affixed the seal of the Company on this 1st day of ~~February~~ March 2001.

[SEAL]

By: D W Marquez
Name: David W. Marquez
Title: Assistant Secretary of
Phillips Transportation Alaska, Inc.

STATE OF ALASKA)
3rd Judicial District) ss:
~~COUNTY OF~~ _____)

BEFORE ME, the undersigned, a Notary Public in and for the State of Alaska, ~~County of~~ Third Judicial District, on this day personally appeared David W. Marquez, known to me to be the person whose name is subscribed to the foregoing instrument, who being duly sworn, did say that he is the Assistant Secretary of Phillips Transportation Alaska, Inc., a Delaware corporation, and acknowledged to me that he executed said instrument as his free act and deed in said capacity, and as the free act and deed of said corporation, and that the affixed seal is the corporate seal of said corporation.

GIVEN under my hand and seal of office this 1st day of ~~February~~ March 2001.

Pamela L Barkeley
Notary Public

My commission expires on: 11/16/2004

PAMELA L. BARKELEY
NOTARY
PUBLIC
STATE OF ALASKA

EXHIBIT A
TO
CERTIFICATE

Resolutions

WHEREAS, the Corporation (i) is party to an Agreement and Grant of Right of Way for the Trans-Alaska Pipeline System ("TAPS") with the United States of America (the "Federal Grant") and (ii) has been granted a Right of Way Lease for the Trans-Alaska Pipeline by the State of Alaska (the "State Lease"); and

WHEREAS, the Federal Grant expires on January 22, 2004 and the State Lease expires on May 2, 2004; and

WHEREAS, contemporaneous with the expiration of the Federal Grant and State Lease, the Corporation's interests in various Related Facilities, as that term is defined in the Federal Grant and State Lease, and other rights and interests pertaining to TAPS held under instruments from the United States of America, the State of Alaska, and private individuals and entities (collectively, all of the forgoing interests, including the Federal Grant and the State Lease, are referred to as the "TAPS Interests") will also expire; and

WHEREAS, it is in the best interest of the Corporation to renew the TAPS Interests; and

WHEREAS, the process of renewing the Federal Grant and other of the TAPS Interests requires the filing of an Application for Transportation and Utility Systems and Facilities on Federal Lands on Standard Form 299 ("SF 299") and the process of seeking renewal of the State Lease and other of the TAPS Interests requires the filing of an application for renewal (the "State Application") (collectively, SF 299 and the State Application are referred to as the "Applications"); and

WHEREAS, the Corporation desires to authorize (i) the preparation and filing of the Applications and any and all other actions deemed necessary or advisable in connection with the renewal of the TAPS Interests and (ii) the execution of documents evidencing renewal of the TAPS Interests (the "Final TAPS Renewal Documents").

NOW, THEREFORE, BE IT RESOLVED, that the Corporation is authorized to prepare, execute and deliver (i) the Applications and the exhibits and attachments thereto, and any amendments thereto, (ii) all other instruments and documents as may be required by the granting authorities, or as may be deemed necessary or advisable by the Corporation, in connection with the processing of the Applications and the renewal of the TAPS Interests, including but not limited to a duration report, an environmental report, and a compliance report, and (iii) documentation evidencing the Final TAPS Renewal Documents; and

FURTHER RESOLVED, that the President and any Vice President ("Authorized Officers") of the Corporation be, and each of them hereby is, authorized, for and on behalf of the Corporation, to execute and deliver the Applications and documentation evidencing the Final TAPS Renewal Documents and any and all supporting documentation, in such form as the Authorized Officer executing and delivering the same in his discretion may approve, such execution to be conclusive evidence of such approval; and

FURTHER RESOLVED, that the officers and agents of the Corporation are authorized and directed to take such actions as they deem necessary or advisable to further and complete the renewal of TAPS Interests; and

FURTHER RESOLVED, that the Corporation is authorized to designate as agent both persons employed by the Corporation and persons and entities not employed by the Corporation; and

FURTHER RESOLVED, that the officers and agents of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to take such actions and to execute and deliver such documents and papers as they deem necessary or advisable to perform and comply with the requirements of the Applications, to complete the renewal of the TAPS Interests, and to effect the purposes of the foregoing resolutions as contemplated herein; and with the authority granted herein to the officers and agents being non-exclusive.