


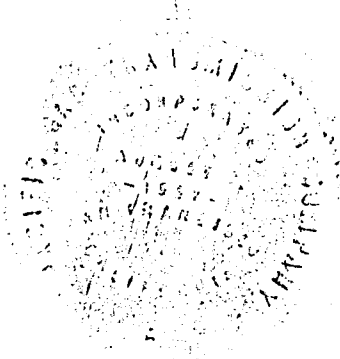
I, BRIAN L. McGRATH, do hereby certify that I am an Assistant Secretary of PACIFIC GAS TRANSMISSION COMPANY, a corporation organized and existing under the laws of the State of California; and that the attached is a true and correct copy of a resolution adopted by the Board of Directors of the said corporation on December 6, 1989.

I do hereby further certify that the said resolution has never been amended, revoked or appealed, but is in full force and effect; and

I do hereby further certify that the approximate route and termini of the proposed second pipeline expansion project through the State of Oregon is shown on the attached drawing entitled "PGT-PG&E Pipeline Expansion Project, Oregon."

WITNESS, my hand and the seal of said corporation hereunto affixed this 6th day of December, 1991.


Assistant Secretary of the
PACIFIC GAS TRANSMISSION COMPANY



RESOLUTION OF THE
BOARD OF DIRECTORS OF
PACIFIC GAS TRANSMISSION COMPANY

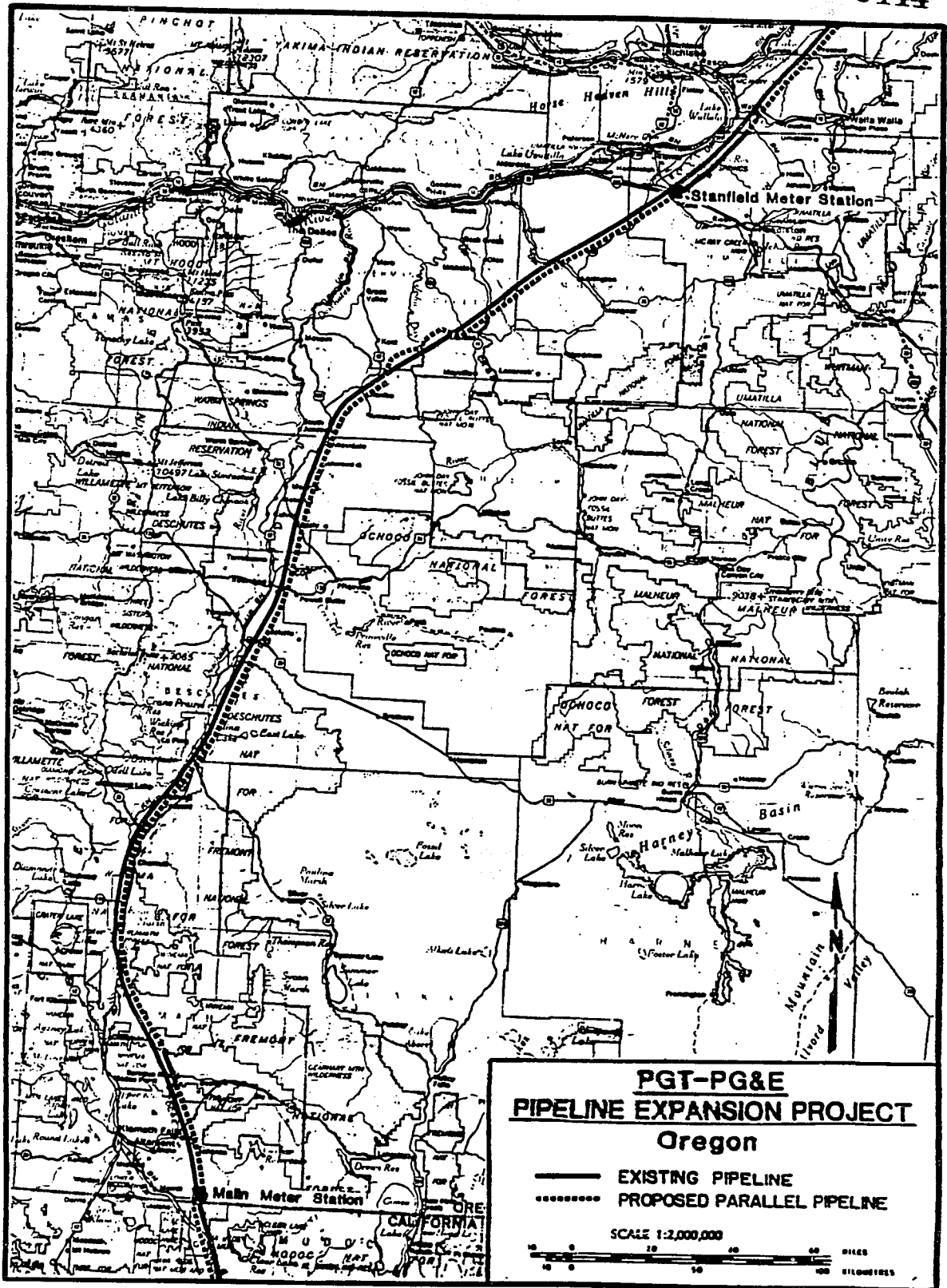
December 6, 1989

WHEREAS, it is desirable and in the best interests of this corporation to pursue a proposal to expand this corporation's transmission facilities in Idaho, Washington, and Oregon and Pacific Gas and Electric Company's transmission facilities in California for the purpose of providing additional supplies of Canadian natural gas to customers in California and the Pacific Northwest;

NOW, THEREFORE, BE IT RESOLVED that the Chairman of the Board and the President and Chief Executive Officer or such representatives as any one of them may designate (the "Delegated Officers") are each hereby authorized to commit this corporation to build and operate said project, including the execution of agreements to transport natural gas and to sell or assign up to 30 percent of the project equity ownership to Southern California Edison Company and San Diego Gas & Electric Company; provided, however, that the approval of the Board of Directors of Pacific Gas Transmission Company shall be required for the appropriation of capital requirements for said project; and

BE IT FURTHER RESOLVED that the Delegated Officers are each hereby authorized, jointly and severally, to perform and to do such acts and things to execute and deliver such other agreements, undertakings, documents, instruments or certificates as any such officer may deem necessary, desirable or appropriate in order to carry out the intent of this resolution, and to fully perform the obligations of this corporation under the agreements executed and delivered on behalf of this corporation pursuant to this resolution; and

BE IT FURTHER RESOLVED that the authorization delegated to management on this subject by the Board of Directors on September 6, 1989, hereby is rescinded.



STATE OF OREGON: COUNTY OF KLAMATH: SS.

Filed for record at request of Lane, Powell, Spears, Lubersky the 19th day
of Dec. A.D., 19 91 at 9:53 o'clock A.M., and duly recorded in Vol. M91,
of Deeds on Page 26442.

FEE \$18.00

Evelyn Biehn County Clerk

By Debra M. Nishida