

COPY

CERTIFICATION

I, the undersigned Assistant Secretary of Exxon Mobil Corporation (formerly Exxon Corporation), a corporation incorporated and existing under laws of the State of New Jersey ("the Corporation"),

**DO HEREBY CERTIFY**, that the following is a true, complete and accurate copy of resolutions duly adopted by the Board of Directors of the Corporation at a meeting duly called and held at 5959 Las Colinas Boulevard, Irving, Texas on September 29, 1999, as subsequently amended, and that such resolutions are now in full force and effect:

"ESTABLISHMENT RESOLUTIONS"

RESOLVED, That effective as of the effective time of the merger of an Exxon subsidiary with Mobil Corporation (the "Merger Effective Time"), there is hereby established a division of the Corporation, to be named and known as "ExxonMobil Production Company", which as of a date or dates to be established by the Chairman of the Board and subject to the By-Laws of the Corporation and further action which may from time to time be taken by the Board of Directors, shall have responsibility for, but not limited to, the business, operations and affairs of the Corporation involving, relating to or in stewarding the production and processing of petroleum and gas in all parts of the world; and for such additional business, operations and affairs of the Corporation for which responsibility may hereafter be assigned to such division by the Board of Directors or by the Chairman of the Board;

FURTHER RESOLVED, That effective as of the Merger Effective Time, the officers of ExxonMobil Production Company shall be appointed and shall have the authorities and responsibilities prescribed in or pursuant to the following provisions:

1. Officers of ExxonMobil Production Company

The officers of ExxonMobil Production Company shall include its President and such other officers as may be appointed by its President. The President of ExxonMobil Production Company shall be appointed by the Board of Directors to serve for one year and until his or her successor is appointed and qualified; if the office shall become vacant for any reason, the Chairman of the Board of the Corporation may fill the vacancy by appointing a person to hold such office until the Board of Directors appoints a person to such office.

2. Authorities and Responsibilities of the President of ExxonMobil Production Company

The President is hereby granted full authority and responsibility to act for the Corporation in the management of the business, operations and affairs of

the Corporation assigned to ExxonMobil Production Company, including, but not limited, to the following:

- a) authority to establish such ExxonMobil Production Company offices as he or she deems desirable and to prescribe and change from time to time the powers, authorities and duties of such offices;
- b) authority to appoint officers of ExxonMobil Production Company, other than the President, for a term of one year and until their successors shall have been duly appointed and qualified, and to fix their compensation, and to remove them with or without cause;
- c) authority to organize and establish positions and organizational units and committees in ExxonMobil Production Company, to appoint and remove or provide for the appointment and removal of persons to the same to assign and change or provide for the assignment and change of authorities and responsibilities associated with the same and to establish and change or provide for the establishment and change of policies, procedures and practices for ExxonMobil Production Company;
- d) authority to appoint employees and agents of the Corporation and to fix their compensation;
- e) authority to sell, lease, release, convey and dispose of real or personal property;
- f) authority to bid upon, purchase, receive or otherwise acquire for the Corporation real or personal property;
- g) authority, acting jointly with the Treasurer (or, in the absence of a Treasurer, another officer serving in an equivalent functional capacity) of ExxonMobil Production Company, (i) to designate in writing those officers and employees of ExxonMobil Production Company who are authorized to open and close, or cause to be opened or closed, accounts within and without the United States of America, with the funds and in the name of, or on behalf of, the Corporation or of ExxonMobil Production Company or any operating division of ExxonMobil Production Company in such banks, trust companies or other depositories as any two of them shall select, provided that in each instance the signatures of two authorized persons shall be required to open or close a bank account and (ii) to designate in writing the officers and employees of the Corporation who are authorized to draw upon such accounts, provided, however, two such persons shall be required to order the drawing of amounts having a value in the relevant currency of one million dollars (\$1,000,000) or more and in the case of any drawing,

- (i) if by check or letter of instruction, the authorization of such order shall be evidenced by the signature or signatures of the authorized individual or individuals, and
    - (ii) if by transfer of funds electronically, the authorization of such order shall be evidenced by the security procedures which have been endorsed by any two of the authorized individuals;
  - h) authority to purchase, sell, deliver or transfer, from, to or through any bank, trust company, banking house, discount house or broker for present or future delivery, foreign monies, stocks, bonds, commercial paper, drafts, acceptances, bills of exchange, letters of credit, and all manner of instruments representative thereof and to issue, sign, accept, endorse and confirm such instruments and documents;
  - i) authority in furtherance of the business of ExxonMobil Production Company to pledge the assets or credit of the Corporation, to borrow money, and to give guaranties, indemnities and bonds, including the guarantee of loans obtained by, or on behalf of, affiliated or nonaffiliated companies, provided, however, that nothing herein contained shall authorize or permit the issuance of corporate bonds of indebtedness (secured or unsecured), or capital shares of the Corporation, or any change in the capital structure of the Corporation;
  - j) authority in furtherance of the business of ExxonMobil Production Company to advance or loan money of the Corporation, including advances or loans to affiliated companies or to subscribe on behalf of the Corporation to equity capital in affiliated or nonaffiliated companies;
  - k) authority in furtherance of the business of ExxonMobil Production Company to make or terminate contracts on behalf of the Corporation; and
  - l) authority to vote shares, execute proxies, give shareholder consent and take such other action as may be necessary or desirable by the shareholder with respect to the capital shares owned by the Corporation in any subsidiary or other corporation or entity for which responsibility or stewardship have been assigned to ExxonMobil Production Company.
3. Specific Authority of the President of ExxonMobil Production Company Relating to Tax Matters

The President of ExxonMobil Production Company is hereby authorized and empowered to represent the Corporation in tax and taxation matters at all levels of government within and without the United States of America and in doing so, to prepare, execute and file documents of any nature with such

authorities and responsibilities to include, but not be limited to, the preparation and filing of tax returns, reports and ruling requests, payments of taxes, filing of tax protests and claims, prosecuting, defending and compromising tax litigation, payments of customs duties, preparation and filing of customs drawbacks, providing a system of records retention and the execution of all documents necessary or desirable in connection therewith.

4. Specific Authority of the President of ExxonMobil Production Company Relating to Government Affairs

The President of ExxonMobil Production Company is hereby authorized and empowered to represent the Corporation before domestic and foreign governmental bodies, including federal, state and local, or their equivalent and shall have full power and authority to execute and deliver any and all instruments and documents which may be appropriate or required by said governmental bodies in the conduct of the business, operations and affairs of ExxonMobil Production Company, including, without limitation, affidavits, permits, licenses and applications for permits and licenses.

5. Delegation of Authority

The President of ExxonMobil Production Company shall have full authority to delegate such of his or her authorities and responsibilities as he or she may deem necessary or advisable to officers, employees and agents of the Corporation and to authorize such delegates to subdelegate to other officers, employees or agents of the Corporation. Such delegations of authority may be either general or specific and may be effected by any form approved by the President of ExxonMobil Production Company, including, but not limited to, powers of attorney of the Corporation and internal review and approval authority schedules of ExxonMobil Production Company and for divisions, departments or other units thereof.

6. Proof of Authority

The Secretary or any Assistant Secretary of the Corporation is hereby authorized and empowered to prepare, execute and deliver appropriate certificates certifying that any action, transaction or commitment by an officer or employee of the Corporation pursuant to authority granted in this resolution has been or is authorized by and is the act of the Corporation and to affix the corporate seal of the Corporation to such certificates;

FURTHER RESOLVED, That effective as of the Merger Effective Time, the President of ExxonMobil Production Company serving by appointment by the Board of Directors or by the Chairman of the Board, shall be, and he or she is, authorized to appoint in writing one or more Assistant Secretaries of the Corporation, to serve for one

year and until their successors are appointed or for such shorter period of time as may be prescribed in their written appointments.

General Signing Authorities of Certain Officials of ExxonMobil Production Company

RESOLVED, That effective as of the Merger Effective Time, without limitation upon the authority and power of the President of ExxonMobil Production Company to designate positions in ExxonMobil Production Company, to delegate authorities and assign responsibilities to persons who fill such positions and to provide for the selection and removal of persons to or from such positions, each of the following officials:

President of ExxonMobil Production Company; and  
Executive Vice-Presidents of ExxonMobil Production Company;

shall have full power and authority in the name of the Corporation to execute and deliver any and all instruments and documents which may be required or appropriate in the conduct of the business, operations and affairs of ExxonMobil Production Company, including, without limitation except as herein provided, instruments pledging the credit of the Corporation, bonds of indemnity, other indemnities, guaranties, affidavits, permits, licenses, applications for permits or licenses, other governmental documents, bids, contracts, deeds of conveyance, encumbrances, mineral leases, other leases, releases, discharges of mortgages or deeds of trust, assignments, transfers of leasehold estates or other interests (including mineral interests) in real or personal property, powers of attorney (including Bureau of Customs powers of attorney) and other delegations of authority, and other instruments or documents, provided, however, that nothing herein shall authorize such officers of ExxonMobil Production Company to execute or issue corporate bonds of indebtedness (secured or unsecured), or capital shares of the Corporation, or any instrument or document effecting any change in the capital structure of the Corporation;

FURTHER RESOLVED, That effective as of August 1, 2004, without limitation upon the authority and power of the President of ExxonMobil Production Company to designate positions in ExxonMobil Production Company, to delegate authorities and assign responsibilities to persons who fill such positions and to provide for the selection and removal of persons to or from such positions, each of the following officials:

Vice President/United States of ExxonMobil Production Company;  
Vice President/Asia Pacific/Middle East of ExxonMobil Production Company;  
Vice President/Canada/South America of ExxonMobil Production Company;  
Vice President/Africa of ExxonMobil Production Company;  
Vice President/Upstream Business Services

shall have full power and authority in the name of the Corporation to execute and deliver any and all instruments and documents which may be required or appropriate in the conduct of the business, operations and affairs of ExxonMobil Production Company, including, without limitation except as herein provided, instruments pledging the credit of

the Corporation, bonds of indemnity, other indemnities, guaranties, affidavits, permits, licenses, applications for permits or licenses, other governmental documents, bids, contracts, deeds of conveyance, encumbrances, mineral leases, other leases, releases, discharges of mortgages or deeds of trust, assignments, transfers of leasehold estates or other interests (including mineral interests) in real or personal property and other instruments or documents, provided, however, that such officials are not authorized to execute or deliver:

- 1) any mortgage, assignment, conveyance or release to any third party of any oil, gas or other lease or of any interest in oil or gas which is severed from the surface, which is valued at more than five million dollars by any taxing authority and which the public records show is owned or leased to Exxon Mobil Corporation, Exxon Corporation or Humble Oil & Refining Company (either the Texas corporation incorporated June 21, 1917 or the Delaware corporation incorporated September 4, 1959); provided, however, that this exception shall not apply to assignments, conveyances, releases or other instruments a) pursuant to farmout agreements or exploration agreements executed prior to the production of oil or gas, or b) for the purpose of pooling, unitizing, or joint operations, or c) for the purpose of effectuating releases of oil, gas or other leases which have expired by their terms (including partial releases affecting lands as to which such leases have expired by their terms or by the terms of agreements with lessors); or
- 2) any mortgage, assignment, conveyance or release of other real property valued at more than five million dollars by any taxing authority; or
- 3) any instrument authorizing, permitting or evidencing the borrowing of money from any person or entity in excess of five million dollars; or
- 4) any instrument authorizing or permitting the issuance of corporate bonds of indebtedness (secured or unsecured), or capital shares of the Corporation, or effecting any change in the capital structure of the Corporation; or
- 5) any instrument delegating the power and authority conferred herein to execute and deliver instruments; and

FURTHER RESOLVED, That the Secretary or any Assistant Secretary of the Corporation be, and hereby is, authorized and empowered to prepare, execute and deliver appropriate certificates certifying that the execution and delivery of any instrument or document pursuant to authority granted in the preceding resolutions have been or are authorized by the Corporation and to affix the corporate seal of the Corporation to such certificates.

RESOLVED, That effective as of the Merger Effective Time, without limitation upon the authority and power of the President of ExxonMobil Production Company to designate positions in ExxonMobil Production Company, to delegate authorities and

assign responsibilities to persons who fill such positions and to provide for the selection and removal of persons to or from such positions, the following official:

**Treasurer of ExxonMobil Production Company**

shall have full power and authority in the name of the Corporation to execute and deliver any and all financial and statistical instruments and documents, certificates and other reports which may be required or appropriate with respect to the business, operations and affairs of ExxonMobil Production Company, including, without limitation except as herein provided, reports of financial condition, escheat reports, instruments pledging the credit of the Corporation, bonds of indemnity, other indemnities, guaranties, affidavits, governmental documents and other instruments, documents, certificates and reports, provided, however, that such official is not authorized to execute or deliver:

- 1) any mortgage, assignment, conveyance or release to any third party of any oil, gas or other lease or of any interest in oil or gas which is severed from the surface and which the public records show is owned or leased to Exxon Mobil Corporation, Exxon Corporation or Humble Oil & Refining Company (either the Texas corporation incorporated June 21, 1917 or the Delaware corporation incorporated September 4, 1959); or
- 2) any mortgage, assignment, conveyance or release of other real property valued at more than three million dollars by any taxing authority; or
- 3) any instrument authorizing, permitting or evidencing the borrowing of money in United States or foreign currencies having a value in excess of three million dollars; or
- 4) any instrument authorizing or permitting the issuance of corporate bonds of indebtedness (secured or unsecured); or capital shares of the Corporation, or effecting any change in the capital structure of the Corporation; or
- 5) any instrument delegating the power and authority conferred herein to execute and deliver instruments;

FURTHER RESOLVED, That for the purpose of executing and delivering any and all instruments, documents, certificates and reports under the authority granted in the preceding resolution, each incumbent Treasurer of ExxonMobil Production Company shall be, and hereby is, constituted an Assistant Treasurer of the Corporation;

FURTHER RESOLVED, That effective as of the Merger Effective Time, without limitation upon the authority and power of the President of ExxonMobil Production Company to designate positions in ExxonMobil Production Company, to delegate authorities and assign responsibilities to persons who fill such positions and to provide for the selection and removal of persons to or from such positions, the following official:

Controller of ExxonMobil Production Company

shall have full power and authority in the name of the Corporation to execute and deliver any and all financial and statistical instruments and documents, certificates and other reports which may be required or appropriate with respect to the business, operations and affairs of ExxonMobil Production Company, including, without limitation except as herein provided, reports of financial condition, escheat reports, instruments pledging the credit of the Corporation, bonds of indemnity, other indemnities, guaranties, affidavits, governmental documents and other instruments, documents, certificates and reports, provided, however, that such official is not authorized to execute or deliver:

- 1) any mortgage, assignment, conveyance or release of real property; or
- 2) any instrument authorizing, permitting or evidencing the borrowing of money; or
- 3) any instrument authorizing or permitting the issuance of corporate bonds of indebtedness (secured or unsecured), or capital shares of the Corporation, or effecting any change in the capital structure of the Corporation; or
- 4) any instrument delegating the power and authority conferred herein to execute and deliver instruments;

FURTHER RESOLVED, That for the purpose of executing and delivering any and all instruments, documents, certificates and reports under the authority granted in the preceding resolution, each incumbent Controller of ExxonMobil Production Company shall be, and hereby is, constituted an Assistant Controller of the Corporation; and

FURTHER RESOLVED, That the Secretary or any Assistant Secretary of the Corporation be, and hereby is, authorized and empowered to prepare, execute and deliver appropriate certificates certifying that the execution and delivery of any instrument, document, certificate or report pursuant to authority granted in the preceding resolutions have been or are authorized by the Corporation and to affix the corporate seal of the Corporation to such certificates.

RESOLVED, That effective as of the Merger Effective Time, without limitation upon the authority and power of the President of ExxonMobil Production Company to designate positions in ExxonMobil Production Company, to delegate authorities and assign responsibilities to persons who fill such positions and to provide for the selection and removal of persons to or from such positions, each of the following officials:

Upstream General Tax Counsel; and  
Senior Tax Counsel of ExxonMobil Production Company

be, and each of them hereby is, granted full power and authority to act for and on behalf of the Corporation in all tax and taxation matters at the federal, state and local levels of



government in the United States (including tax and taxation matters involving Indian nations or tribes within the United States) and foreign jurisdictions, and, in so doing, to prepare, execute and file documents of any nature in the conduct of the tax affairs of ExxonMobil Production Company with such authorities and responsibilities to include, but not to be limited to, the preparation and filing of tax returns, tax reports, ruling requests and property statements; applications for licenses; payments of taxes; receipt of refunds of taxes, penalties and interest; receipt of confidential information; filing of tax protests and refund claims; payments of customs duties and customs drafts, claims for customs drawbacks and other customs documents; prosecuting, defending and compromising tax litigation; providing a system of records retention; and the execution of all documents, including any waivers necessary or desirable in connection therewith; and such official may delegate the power and authority conferred in this resolution to any Tax Attorney, Tax Accountant, Tax Advisor, Tax Analyst, Tax Agent or any other designated representative of the Corporation; and

FURTHER RESOLVED, That the Secretary or any Assistant Secretary of the Corporation be, and hereby is, authorized and empowered to prepare, execute and deliver appropriate certificates certifying that the execution and delivery of any document pursuant to authority granted in the preceding resolution have been or are authorized by the Corporation and to affix the corporate seal of the Corporation to such certificates."

IN WITNESS WHEREOF, I have executed this Certification and affixed the seal of the Company hereto on the 8 th day of May, 2009.



S. Kishinevsky  
S. Kishinevsky, Assistant Secretary

Sworn to and subscribed before me at Houston, Texas, U. S. A. on this the 8 th day of May, 2009.



Suzanne M. Hood  
Notary Public

**CERTIFICATION**

I, the undersigned Assistant Secretary of **EXXON MOBIL CORPORATION** (the "Company"), a corporation organized and existing under the laws of the State of New Jersey, United States of America,

**DO HEREBY CERTIFY:**

That, attached is a true and exact copy of the original Power of Attorney executed on May 11, 2009, by R. M. Kruger, Vice President of the Company, which Power of Attorney shall be effective May 11, 2009, and shall expire December 31, 2009, naming **Randy J. Cleveland** as its true and lawful Attorney-in-Fact;


That this Power of Attorney has not been rescinded, canceled, or revoked and is still in full force and effect as of the date of this certification.

IN WITNESS WHEREOF, I have executed this Certification and affixed the seal of the Company hereto on this the 12<sup>th</sup> day of May 2009.

  
Assistant Secretary

COUNTY OF HARRIS                   )  
STATE OF TEXAS                   )  
UNITED STATES OF AMERICA    )

Sworn to and subscribed before me at Houston, Texas, U. S. A. on this the 12<sup>th</sup> day of May 2009.

  
Notary Public

