

DUKE ENERGY FACILITIES MANAGEMENT INC.

The undersigned, **HEREBY CERTIFIES** that the following resolutions were duly consented to in writing by the Board of Directors of Duke Energy Facilities Management Inc. (the "**Corporation**") on November 3, 2006 and which resolution has not been amended or rescinded and is in full force and effect:

"WHEREAS:

A. The Board of Directors of Duke Energy Corporation ("**Duke Energy**") has authorized management of Duke Energy to pursue a plan to separate its natural gas transmission and storage distribution and gathering and processing businesses (the "**Natural Gas Business**") from the rest of Duke Energy (the "**Separation**").

B. The Natural Gas Business will be owned by a publicly traded company known as Spectra Energy Corp. after the completion of the Separation, which is expected to occur effective January 1, 2007.

C. It will be desirable to change the name of Duke Energy Income Fund (the "**Fund**") and its related entities, including Duke Energy Commercial Trust ("**DECT**") and its subsidiaries (including Duke Energy Facilities Inc. ("**DEFI**"), of which DECT is the sole shareholder) to reflect the Separation.

D. Duke Energy Facilities Management LP (the "**Manager**"), the administrator of the Fund and the manager of Duke Energy Facilities LP ("**DEFLP**") has determined that the name of the Fund shall be changed to "Spectra Energy Income Fund", the name of DEFLP shall be changed to "Spectra Energy Facilities LP", and the name of the Fund's other related entities shall be changed accordingly to replace "Duke Energy" with "Spectra Energy".

E. The Corporation is the sole general partner of the Manager.

RESOLVED THAT:

RESOLUTION OF THE BOARD AS THE SOLE GENERAL PARTNER OF THE MANAGER AS ADMINISTRATOR AND ON BEHALF OF THE FUND

1. Subject to the completion of the Separation, the name of the Fund be changed to "Spectra Energy Income Fund" contemporaneous with the completion of the Separation.

RESOLUTION OF THE BOARD AS THE SOLE GENERAL PARTNER OF THE MANAGER AS MANAGER AND ON BEHALF OF DEFLP

2. Subject to the completion of the Separation, the name of DEFLP be changed to "Spectra Energy Facilities LP" contemporaneous with the completion of the Separation.

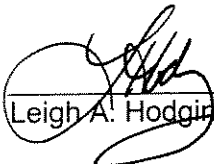
RESOLUTION OF THE BOARD AS THE SOLE GENERAL PARTNER AND ON BEHALF OF THE MANAGER

3. Subject to the completion of the Separation, the name of the Manager be changed to "Spectra Energy Facilities Management LP" contemporaneous with the completion of the Separation.

GENERAL

1. Any one director or officer of the Corporation is hereby authorized and directed on behalf of the Corporation, the Manager, the Fund, and DEFLP to execute and deliver, or cause to be executed and delivered, under the corporate seal of the Corporation or otherwise, all such instruments, agreements and documents, and to take such actions or do all such things, as in the opinion of such officer or director may be necessary or desirable to give effect to these resolutions (including the making of any amendments to documents and instruments to which any of the Corporation, the Manager, the Fund and/or DEFLP is a party), the execution and delivery of such documents or instruments, the taking of such action or the doing of such things by such director or officer being conclusive evidence of such determination."

CERTIFIED at Vancouver, British Columbia this 15th day of November, 2006.



Leigh A. Hodgins, Assistant Secretary