

**FIRST AMENDMENT TO SETTLEMENT AGREEMENT
REGARDING THE ASSESSMENT OF TAPS**

This First Amendment (First Amendment) to the Settlement Agreement Regarding the Assessment of the Trans Alaska Pipeline System (TAPS) (Tax Years 2016 Through 2020) entered into on or about February 22, 2016, between the owners of TAPS, BP Pipelines (Alaska) Inc., ConocoPhillips Transportation Alaska, Inc., ExxonMobil Pipeline Company, and Alyeska Pipeline Services Company, as agent for the Owners (collectively Taxpayers); and the North Slope Borough, the Fairbanks North Star Borough, and the City of Valdez (collectively Municipalities) (TAPS Ad Valorem Settlement). The Taxpayers and the Municipalities are hereinafter referred to collectively as the Parties and each individually as a Party.

I. RECITALS

A. The Parties desire to extend the TAPS Ad Valorem Settlement for an additional term of five (5) years on the original terms and conditions.

B. Based upon the foregoing, the Parties agree as follows:

II. AGREEMENT

A. The TAPS Ad Valorem Settlement is hereby extended for an additional term of five (5) years, beginning tax year 2021 and continuing through tax year 2025. Each reference in the TAPS Ad Valorem Settlement to tax years 2016 through 2020, is hereby amended to reference to tax years 2016 through 2025.

B. This First Amendment shall apply to all successors and assigns.

C. All other terms and conditions of the TAPS Ad Valorem Settlement are reaffirmed and shall remain in full force and effect during the additional five (5) year term.

TAXPAYERS:

Alyeska Pipeline Service Company

By: _____
Brigham McCown
Title: President
Date: _____

ConocoPhillips Transportation Alaska, Inc.

By: _____
John Scott Jepsen
Title: President
Date: _____

BP Pipelines (Alaska), Inc.

By: _____
Damian F. Bilbao
Title: President
Date: _____

ExxonMobil Pipeline Company

By: _____
Gerald S. Frey
Title: President
Date: _____

MUNICIPALITIES:

North Slope Borough

By: _____
Harry Brower, Jr.
Title: Mayor
Date: _____

City of Valdez

By: _____
Jeremy O'Neil
Title: Mayor
Date: _____

Fairbanks North Star Borough

By: _____
Bryce Ward
Title: Mayor
Date: _____