

AMENDMENT TO OPERATOR AGREEMENT

1. This amendment (the "Amendment") is made by the Town of Erie, a Colorado municipal corporation ("Erie") and Encana Oil & Gas (USA) Inc., a Delaware corporation ("Encana"), parties to the Operator Agreement dated August 25, 2015 (the "Agreement").
2. Article I, Section 7 of the Agreement is amended to read as follows:
 7. **Submittals to the COGCC.**
 - a. For each well pad site covered by this Agreement, the location and development described on Form 2A, Oil and Gas Location Assessment, and Form 2, Application for Permit to Drill submitted to the COGCC shall be consistent with the terms and conditions of this Agreement, including the BMPs. Encana shall also include a copy of this Agreement with each Form 2A and Form 2 submitted to the COGCC for such well pad sites.
 - b. Regardless of any Conditions of Approval imposed by the COGCC on well pad sites covered by this Agreement, the location and development of such well pad sites is subject to the terms and conditions of this Agreement, including the BMPs, and the Town shall retain its independent authority to enforce such terms and conditions, including the BMPs, pursuant to Article V, Section 8.
3. Article III, Section 1 of the Agreement is amended to read as follows:
 1. **Applicability.** This review process shall apply to any new well pad that Encana develops within the Operator Agreement Area during the Term of this Agreement, except for: (i) the Woolley Beckey Sosa pad site which was previously approved by the COGCC and is outside the Erie Town Limits; and (ii) the Morgan Hill pad site, which as of the Effective Date is already being reviewed under the Code. Although both the Woolley Beckey Sosa pad site and the Morgan Hill pad site are exempt from the Town Review Process, they each are subject to the BMPs listed in Appendix A.
4. Except as set forth in this Amendment, the Agreement is unaffected and shall continue in full force and effect in accordance with its terms. If there is conflict between this Amendment and the Agreement or any earlier amendment, the terms of this Amendment will prevail.

ERIE:

THE TOWN OF ERIE

By: 

Name: Tina Harris

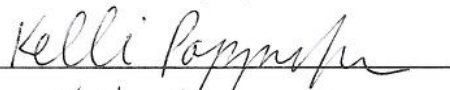
Title: Mayor

Date: April 26, 2016



ENCANA:

ENCANA OIL & GAS (USA) INC., by its
authorized agent,
Encana Services Company Ltd.

By: 

Name: Kelli Poppenhagen

Title: DJ Development Manager

Date: May 2, 2016