

RESOLUTION NO. 16-_____

A RESOLUTION AUTHORIZING THE TOWN OF ERIE, COLORADO, TO APPROVE AND SIGN A LETTER CONSENTING TO ENCANA OIL AND GAS (USA) INC.'S ASSIGNMENT OF ITS RIGHT, TITLE AND INTEREST IN AND TO THE OPERATOR AGREEMENT BETWEEN ENCANA OIL AND GAS (USA) INC. AND THE TOWN OF ERIE, AS AMENDED, TO CRESTONE PEAK RESOURCES HOLDINGS LLC, A WHOLLY OWNED SUBSIDIARY OF CRESTONE PEAK RESOURCES LP; AUTHORIZING AND DIRECTING THE APPROPRIATE TOWN OFFICERS TO SIGN SAID LETTER; AND, SETTING FORTH DETAILS IN RELATION THERETO.

WHEREAS, the Town of Erie, Colorado (“Town”) previously entered into an Operator Agreement with Encana Oil and Gas (USA) Inc. (“Encana”) dated August 15, 2015 (the “Agreement”), which Agreement was subsequently amended by an Amendment to Operator Agreement, dated by last signature on May 2, 2016 (“Amendment to Operator Agreement”) (the Agreement and the Amendment to Operator Agreement together hereinafter referred in the singular to as the “Amended Operator Agreement”);

WHEREAS, Encana has requested that the Town sign a letter consenting to Encana’s assignment of all of its right, title and interest in and to the Amended Operator Agreement to Crestone Peak Resources Holdings LLC, a wholly owned subsidiary of Crestone Peak Resources LP (“Crestone”); and,

WHEREAS, the Board of Trustees of the Town of Erie believes it is in the best interest of the Town to approve and sign a letter consenting to Encana’s assignment of all of its right, title and interest in and to the Amended Operator Agreement to Crestone.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE TOWN OF ERIE, COLORADO, AS FOLLOWS:

Section 1. That the Town of Erie hereby approves and consents to Encana’s assignment of all of its right, title and interest in and to the Amended Operator Agreement to Crestone.

Section 2. That the appropriate Town officers are hereby authorized and directed to sign and bind the Town of Erie to a letter consenting to Encana’s assignment of all of its right, title and interest in and to the Amended Operator Agreement to Crestone.

Section 3. That approving and signing a letter consenting to Encana’s assignment of all of its right, title and interest in and to the Amended Operator Agreement to Crestone is found to be in the best interest of the Town of Erie, and necessary for the preservation of the public health and safety.

**ADOPTED AND APPROVED THIS ____ DAY OF _____, 2016, BY
THE BOARD OF TRUSTEES OF THE TOWN OF ERIE, COLORADO.**

TOWN OF ERIE,
a Colorado municipal corporation

By: _____
Tina Harris, Mayor

ATTEST:

By: _____
Nancy Parker, CMC, Town Clerk