

**MEMORANDUM OF COMPATIBLE DEVELOPMENT
AND SURFACE USE AGREEMENT**

Pursuant to the terms of that certain unrecorded Compatible Development and Surface Use Agreement dated ~~October 17~~ ^{November 17}, 2014 between the undersigned, and subject to the conditions set forth therein, **Mary Alice Billings, and The Mary Alice Billings Trust**, with an address of 2246 Riverside Drive, Lyons, CO 80540, and the **Woolley Family Trust**, with an address of P.O. Box 223, Allenspark, CO 80510 ("Surface Owner"); **CDG Morgan Hill, LLC** with an address of 2500 Arapahoe, Suite 220, Boulder, CO 80302 ("Developer"); and **Encana Oil & Gas (USA) Inc.**, a Delaware Corporation ("Encana") with an address of 370 17th Street, Suite 1700, Denver, Colorado 80202, agreed to the compatible use of the surface for development and for oil and gas operations including drilling, construction, completion, recompletion, reworking, re-entry, production, maintenance and other operations located on the following land ("Described Premises"):

CDG
Morgan
Hill, Inc.
RCSH

Township 1 North, Range 68 West, Weld County, Colorado
Section 7: N/2 as delineated on Exhibit A attached hereto

This Memorandum of Compatible Development and Surface Use Agreement is executed by Surface Owner, Developer and Encana and placed of record in Weld County, Colorado for the purpose of placing all persons on notice of the existence of the Agreement. A true and complete copy of the Agreement is available at the offices of EnCana.

IN WITNESS WHEREOF, the undersigned parties have executed this Memorandum of Compatible Development and Surface Use Agreement by a duly authorized representative, to be effective on the date and year first above written.

ENCANA OIL & GAS (USA) INC.,
acting by and through its authorized Agent,
Encana Services Company Ltd.

By 
Constance D. Heath, ^{AVS}
Director, Land Negotiations, Western Operations

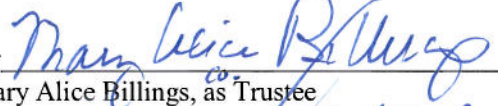
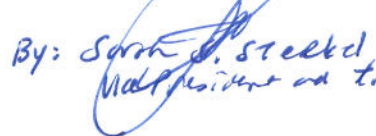
WOOLLEY FAMILY TRUST

By 

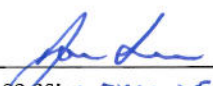
MARY ALICE BILLINGS

By 
Mary Alice Billings

THE MARY ALICE BILLINGS TRUST

By 
Mary Alice Billings, as Trustee
Co-trustee of Mary Alice Trust A, Co-trustee
By: 
Not President of trust officer

CDG MORGAN HILL, LLC Inc.

By 
Jon Lee as: *author's representative*

STATE OF COLORADO)
)ss
CITY AND COUNTY OF DENVER)

ACKNOWLEDGEMENTS

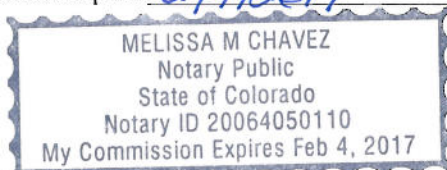
On this 4th day of December, 2014, before me personally appeared Constance D. Heath, who, being by me duly sworn, did say that she is Director, Land Negotiation, Western Operations for Encana Oil & Gas (USA) Inc., acting by and through its authorized agent, Encana Services Company Ltd. ,and that she signed the foregoing instrument on behalf of said corporation and acknowledged the instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my official seal the day and year first above written.

My Commission Expires: 2/4/2017

Notary Public: Melissa M Chavez

(SEAL)



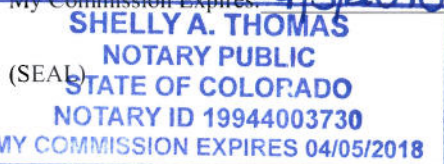
STATE OF COLORADO)
)ss
COUNTY OF Boulder)

On this 17th day of November, 2014, before me personally appeared Mary Alice Billings, who, being by me duly sworn, did say that that she signed the foregoing instrument and acknowledged the instrument to be her free and voluntary act for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my official seal the day and year first above written.

My Commission Expires: 4/5/2018

Notary Public: Shelly A. Thomas



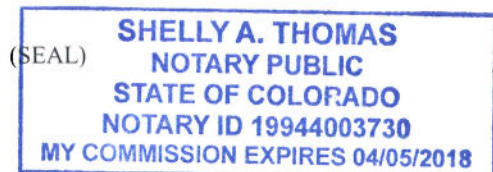
STATE OF COLORADO)
)ss
COUNTY OF Boulder)

On this 17th day of November, 2014, before me personally appeared Mary Alice Billings, as Trustee^s of the Mary Alice Billings Trust, who, being by me duly sworn, did say that that she signed the foregoing instrument and acknowledged the instrument to be her free and voluntary act for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my official seal the day and year first above written.

My Commission Expires: 4/5/2018

Notary Public: Shelly A. Thomas *Sarah S. Stikel*



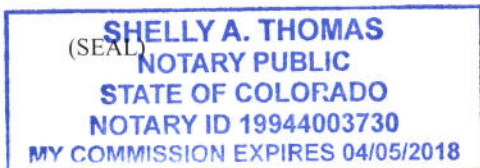
STATE OF COLORADO)
COUNTY OF Boulder)ss

On this 17th day of November, 2014, before me personally appeared Donna Woolley, as Trustee of the Woolley Family Trust, who, being by me duly sworn, did say that that she signed the foregoing instrument and acknowledged the instrument to be her free and voluntary act for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my official seal the day and year first above written.

My Commission Expires: 4/5/2018

Notary Public: Shelly A. Thomas



STATE OF COLORADO)
COUNTY OF Boulder)ss

On this 17 day of November, 2014, before me personally appeared Jan Lee, as Auth Rep of CDG Morgan Hill, LLC, who, being by me duly sworn, did say that that she signed the foregoing instrument and acknowledged the instrument to be her free and voluntary act for the uses and purposes therein set forth. his

IN WITNESS WHEREOF, I hereunto set my hand and affixed my official seal the day and year first above written.

My Commission Expires: 11-22-2018

Notary Public: Mary Jane Davies

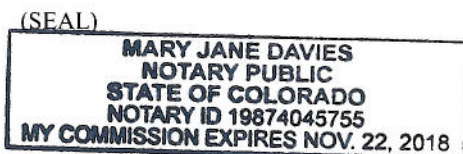
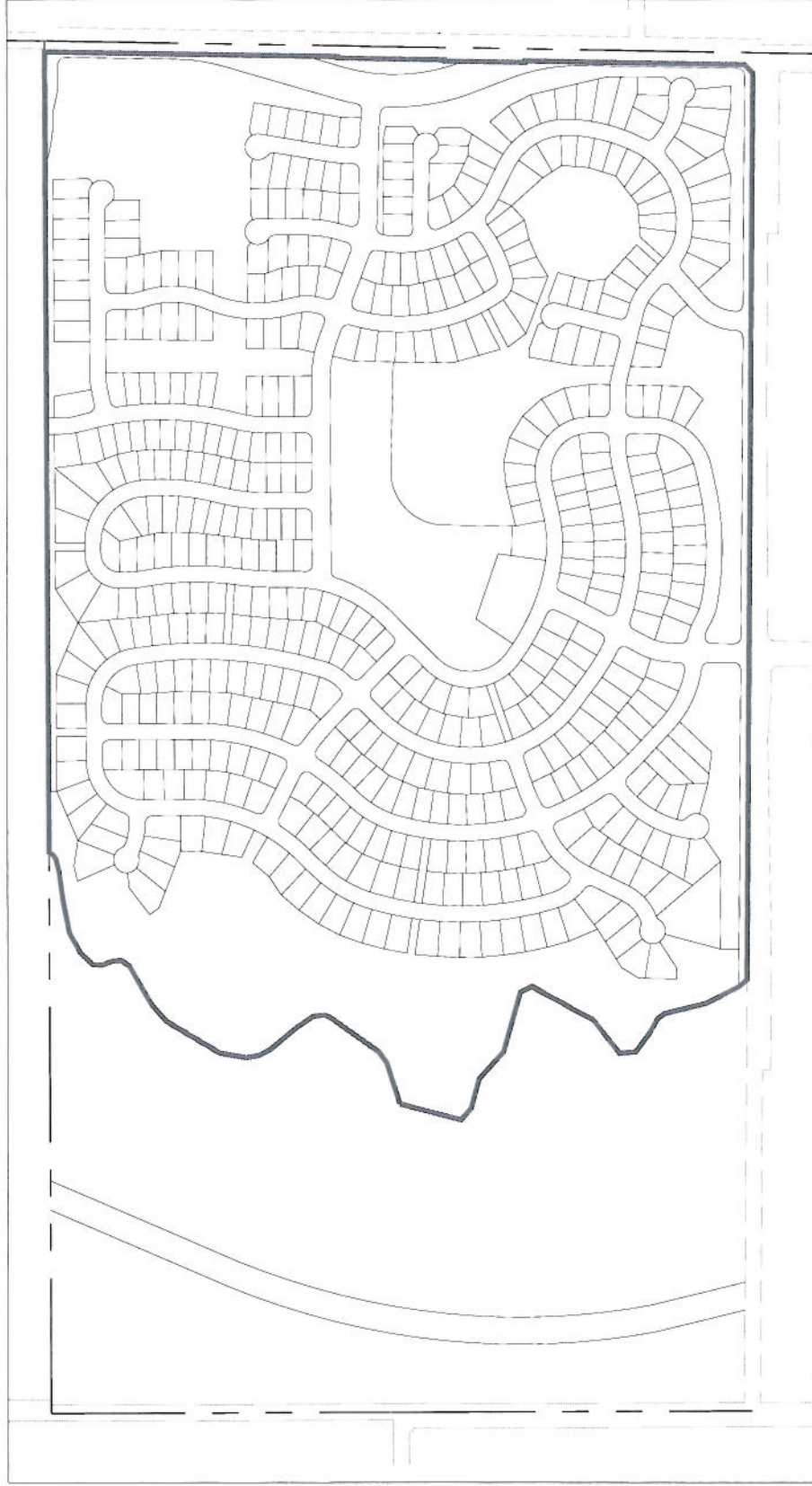


EXHIBIT A: Described Premises
"The Property"



— Described Premises

encana

TOWNSHIP 1 NORTH, RANGE 68 WEST
SECTION 7: N $\frac{1}{2}$

WELD COUNTY, COLORADO

SCALE: 1" = 600'

JULY 15, 2014