

**MEMORANDUM OF
SURFACE USE AGREEMENT**

WHEREAS, William J. Dunn and Judy G. Dunn whose address is 24011 County Road 58, Greeley, Colorado 80631 (“Owner”), and PDC Energy, Inc., a Delaware corporation, whose address is 1775 Sherman Street, Suite 3000, Denver, Colorado 80203 (“Company”), entered into a Surface Use Agreement dated effective August ~~14~~¹⁸, 2015 (the “Agreement”) covering and affecting the following described property (the “Property”) more fully described on Exhibit A, attached hereto:

Township 5 North, Range 64 West, of the 6th P.M.
Section 7: South 1/2 of the South West 1/4
Tax Parcel Number(s) 096307000020
Weld County, Colorado

WHEREAS, Owner is the current owner of an interest in the surface estate of the property;

WHEREAS pursuant to the terms of the Agreement, Owner has granted to Company the right to enter upon and use the surface and subsurface of the Property for the purpose of exploring, developing, producing, and transporting oil, gas and associated hydrocarbons from the Property and lands pooled therewith.

WHEREAS, among other provisions, the Agreement grants Company the right to construct or install well pads, MLVT sites, access roadways, pipelines, flowlines, electric lines, production facilities, and other associated equipment and facilities necessary or convenient for Company’s oil and gas operations on the Property or lands pooled therewith.

WHEREAS, the Agreement shall remain in full force and effect until Company’s leasehold estate in the Property and the lands pooled therewith expires or is terminated, and Company has plugged and abandoned all wells and conducted reclamation in accordance with the applicable rules and regulations of the Colorado Oil and Gas Conservation Commission.

NOW THEREFORE this Memorandum is placed of record for the purpose of giving notice of the Agreement. The parties acknowledge that they are bound by all of the terms and conditions of the Agreement and that the Agreement is a covenant running with the Property and binds and inures to the benefit of Owner and Company and their respective heirs, personal representatives, successors and assigns. The Agreement, with all of its terms, conditions, covenants and other provisions, is referred to and incorporated into this Memorandum for all purposes. Any person having a lawful right or legitimate interest in the Agreement may examine a copy of the Agreement at Company’s office during normal business hours.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed this instrument this 14th day of August, 2015

Owner:
William J. Dunn and Judy G. Dunn

Operator:
PDC Energy, Inc.

William J. Dunn
Name: William J. Dunn

O.F. Baldwin II
Name: O.F. Baldwin II

Judy G. Dunn
Name: Judy G. Dunn

Title: Vice President Land

ACKNOWLEDGEMENTS

STATE OF COLORADO)
) §
COUNTY OF WELD)

On this 14th day of August, 2015, before me personally appeared William J. Dunn and Judy G. Dunn, known to me to be the persons described in and who executed the foregoing instrument, and who acknowledged to me that they executed the same.

(SEAL)

My commission expires: 7-8-2019

[Signature]
Notary Public

**BARNEY L. HAMMOND
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20114032801
MY COMMISSION EXPIRES JULY 8, 2019**

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

On this 25th day of August, 2015, before me personally appeared O.F. Baldwin II, Vice President Land, for PDC Energy, Inc., known to me to be the person described in and who executed the foregoing instrument, and who acknowledged to me that they executed the same.

(SEAL)

My commission expires: 5/16/17

[Signature]
Notary Public

**KRISTIE ANN MONEY
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20134031387
My Commission Expires May 16, 2017**

EXHIBIT "A" Page 1 of 2

This Exhibit "A" is attached and made a part of that certain Surface Use Agreement by and between William J. Dunn & Judy G. Dunn, owners, and PDC Energy, Inc., Company.

Township 5 North, Range 64 West, 6th P.M.
Section 7: S½ of the SW¼
Weld County, Colorado

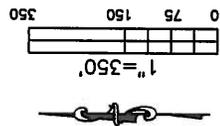
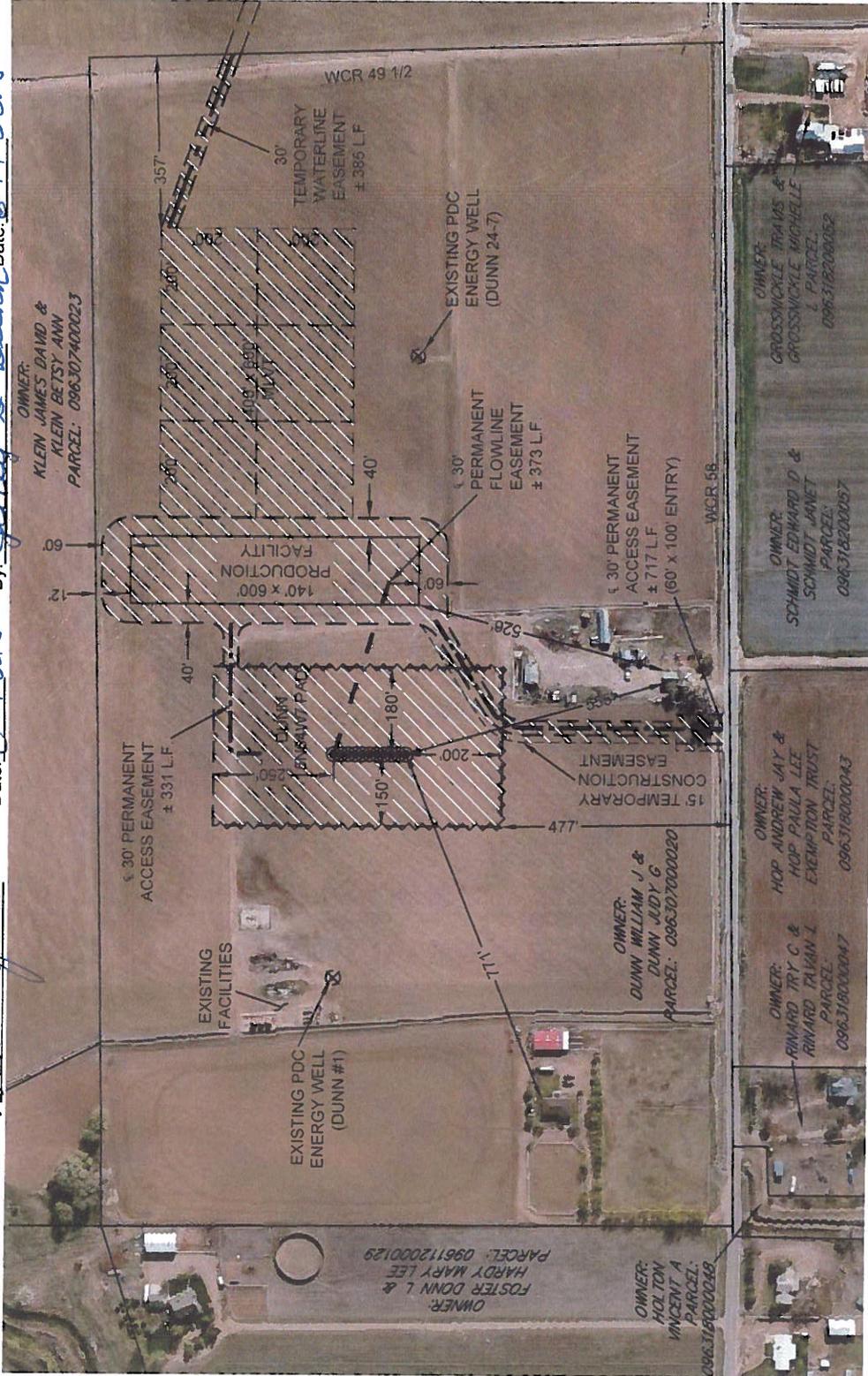
William J. Dunn

By: *William J. Dunn*

Date: 8-14-2015

By: *Judy G. Dunn* Date: 8-14-2015

Judy G. Dunn



OIL & GAS OPERATIONS AREA = ± 15.5 ACRES

- APPROXIMATE
- - - PERMANENT ACCESS EASEMENT
- · - PERMANENT FLOWLINE EASEMENT
- · · - APPROXIMATE
- · · - PERMANENT FLOWLINE EASEMENT
- · · - APPROXIMATE
- · · - TEMPORARY WATERLINE EASEMENT
- ~~~~~ SOUNDWALL (EAST, SOUTH & WEST SIDES)



EXHIBIT "A" Page 2 of 2

This Exhibit "A" is attached and made a part of that certain Surface Use Agreement by and between William J. Dunn & Judy G. Dunn, owners, and PDC Energy, Inc., Company.

Township 5 North, Range 64 West, 6th P.M.

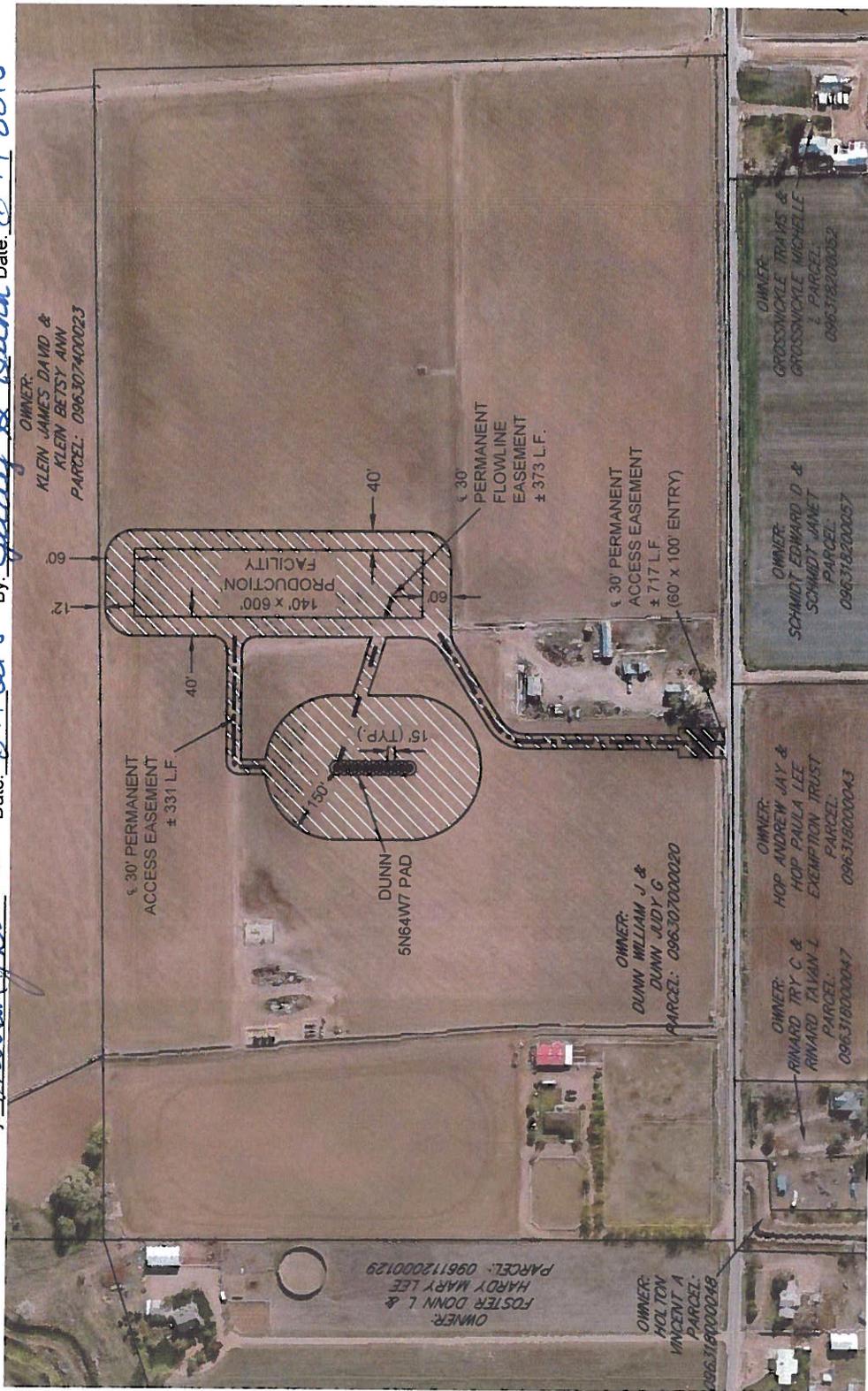
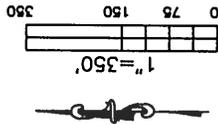
Section 7: S½ of the SW¼
Weld County, Colorado

William J. Dunn

By: *William J. Dunn*

Judy G. Dunn

By: *Judy G. Dunn* Date: *8-14-2015*



- OIL & GAS PERMANENT DISTURBANCE = ± 7.1 ACRES
- APPROXIMATE PERMANENT ACCESS EASEMENT
- APPROXIMATE PERMANENT FLOWLINE EASEMENT

