

MEMORANDUM OF
GRANT OF PERPETUAL EASEMENT AND SURFACE USE AGREEMENT

WHEREAS, **George H. Ottenhoff** and **Jennyrae Ottenhoff** whose address is 2113 51st Avenue, Greeley, CO 80634 (“Owner”), and PDC Energy, Inc., a Delaware corporation, whose address is 1775 Sherman Street, Suite 3000, Denver, Colorado 80203 (“Operator”), entered into a Grant of Perpetual Easement and Surface Use Agreement dated effective 5 January, 2016 (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, 6th P.M., Weld County, Colorado
Section 29: Lot B of Recorded Exemption No. 0963-29-1 RE-5014, according to the Plat recorded March 10, 2011 as Reception No. 3755312, located in the N1/2NE1/4;

Also known as Parcel #096329100076 by the Weld County Assessor’s office

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 Operator 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 Operator the right to construct or install well pads, access roadways, pipelines, flowlines, electric lines, production facilities, and other associated equipment and facilities necessary or convenient for Operator’s oil and gas operations on the Property or lands pooled therewith.

WHEREAS, the Agreement shall remain in full force and effect until Operator’s leasehold estate in the Property and the lands pooled therewith expires or is terminated, and Operator 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 Operator 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 Operator’s office during normal business hours.

[Signature page follows]

ID: 4172596County: Weld Pg 1 of 4Date: 1/13/2016 Time: 12:45 PM

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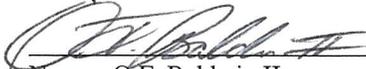
[Signature page follows]

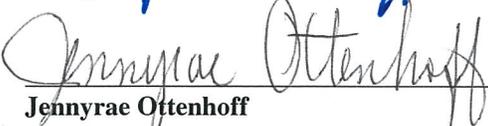
IN WITNESS WHEREOF, the parties hereto have executed this instrument this 5th day of January, 2016

Owner:

Operator:
PDC ENERGY, INC.

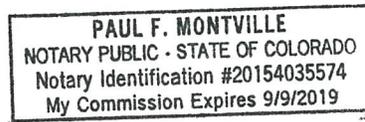

George H. Ottenhoff


Name: O.F. Baldwin II
Title: Vice President Land


Jennyrae Ottenhoff

ACKNOWLEDGEMENTS

State of Colorado)
) §
County of WELD)



On this 5 day of January, 2016, before me personally appeared **George H. Ottenhoff** and **Jennyrae Ottenhoff**, 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: 09/09/19

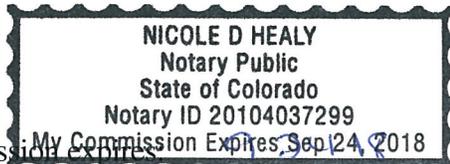

Notary Public

State of Colorado)
) §
City and County of Denver)

On this 5th day of January, 2016 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: My Commission Expires Sep 24, 2018




Notary Public

EXHIBIT "A" Page 1 of 2

This Exhibit "A" is attached and made a part of that certain Memorandum of Surface Use Agreement by and between George H. Ottenhoff and Jennyrae Ottenhoff, Owners, and PDC Energy, Inc., Company.

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

Section 29; N½ of the NE¼

Weld County, Colorado

George H. Ottenhoff

By: *George Ottenhoff*

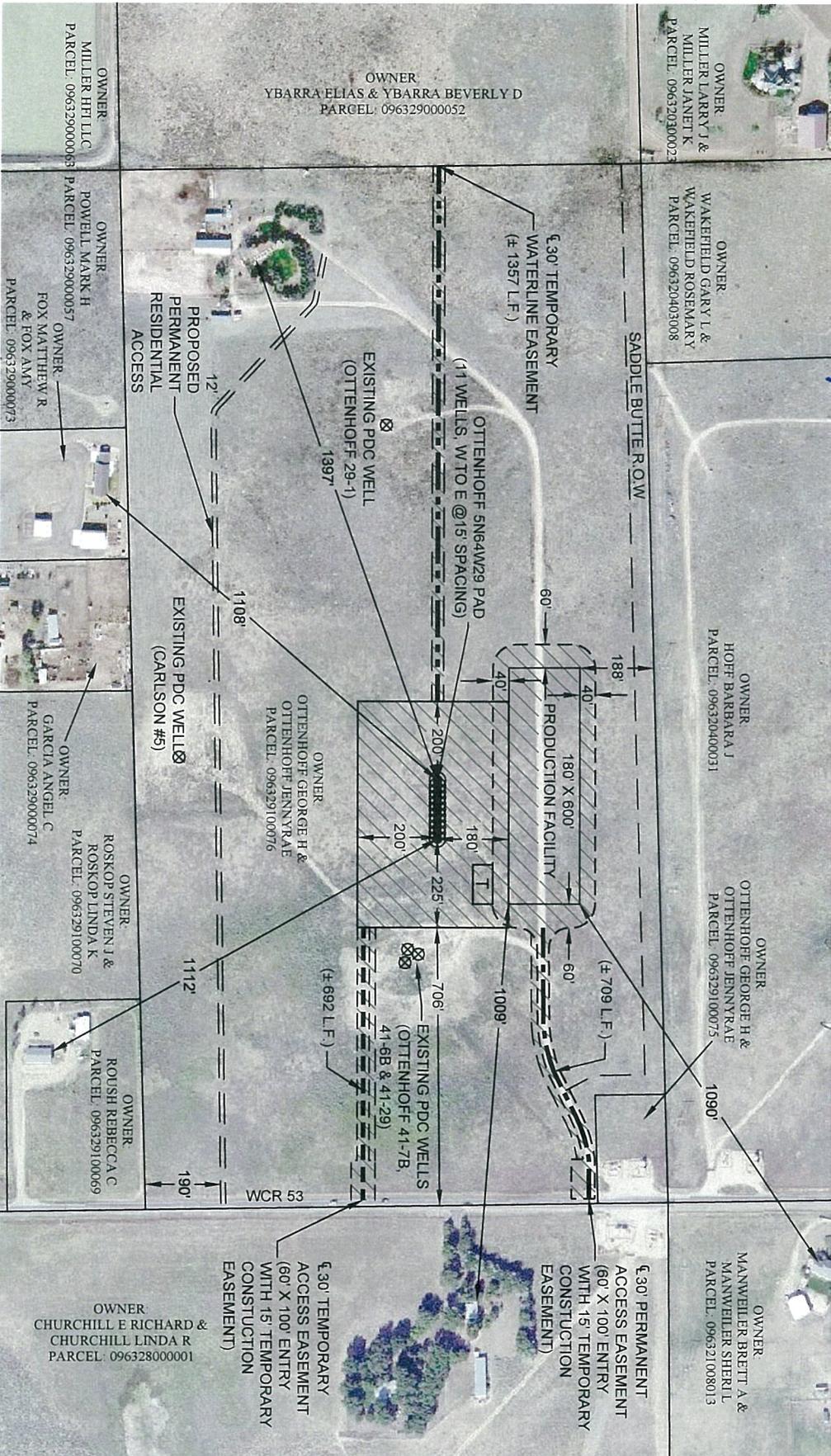
Date: *1/15/16*

Jennyrae Ottenhoff

By: *Jennyrae Ottenhoff*

Date: *1-5-16*

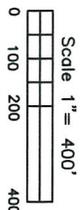
4172596 Weld Co
Pg 3/4 1/13/2016



DATE: 1-4-2016

OIL & GAS OPERATIONS AREA = ± 11.2 ACRES

- APPROXIMATE PERMANENT ACCESS EASEMENT
- APPROXIMATE TEMPORARY ACCESS EASEMENT
- APPROXIMATE TEMPORARY WATERLINE EASEMENT
- TEMPORARY WATER TANK AREA (90' X 100')



This Exhibit "A" is attached and made a part of that certain Memorandum of Surface Use Agreement by and between George H. Ottenhoff and Jennyrae Ottenhoff, Owners, and PDC Energy, Inc., Company.

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

Section 29: N $\frac{1}{2}$ of the NE $\frac{1}{4}$

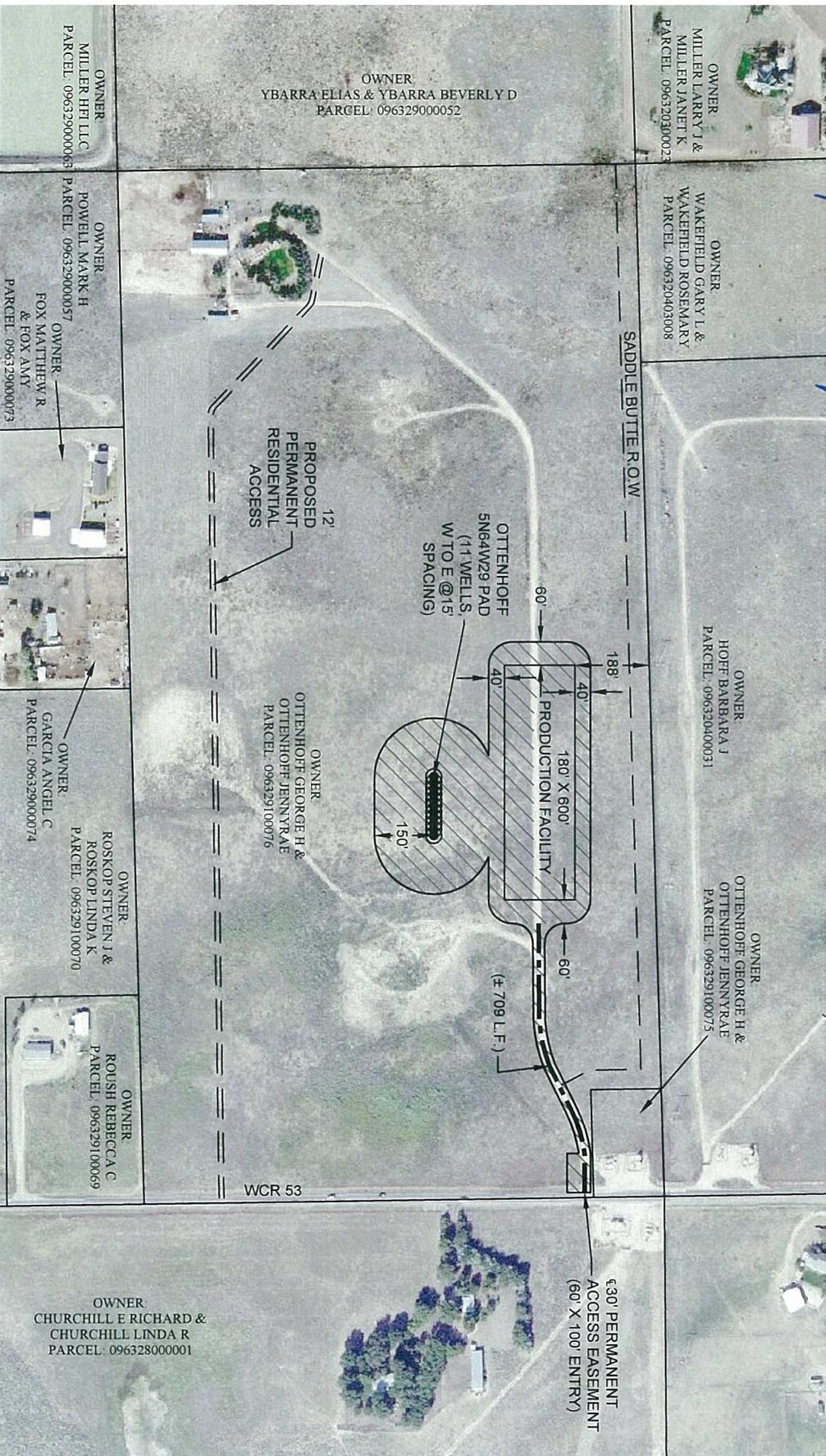
Weld County, Colorado

George H. Ottenhoff
By: *George H. Ottenhoff*

Date: *1/5/16*

Jennyrae Ottenhoff
By: *Jennyrae Ottenhoff*

Date: *1-5-16*



DATE: 1-4-2016



OIL & GAS PERMANENT DISTURBANCE = ± 7.4 ACRES
 APPROXIMATE PERMANENT ACCESS EASEMENT

