

MEMORANDUM OF
SURFACE USE AGREEMENT

WHEREAS, the Ehrlich Living Trust, dated March 14, 2014, whose address is 25041 County Road 60.5, Greeley, CO 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 23 December, 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 5: NW4/NW4
Tax Parcel Number: 096305000046
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, 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 23 day of December, 2015.

Owner:

Operator:

PDC ENERGY, INC.

Robert L. Ehrlich
Robert Ehrlich
Ehrlich Living Trust

[Signature]
Name: O.F. Baldwin II
Title: Vice President Land

ACKNOWLEDGEMENTS

State of Colorado)
) §
County of Weld)

On this 23 day of December 2015, before me personally appeared ROBERT L. EHRlich 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: 9/9/2019

[Signature]
Notary Public

PAUL F. MONTVILLE
NOTARY PUBLIC - STATE OF COLORADO
Notary Identification #20154035574
My Commission Expires 9/9/2019

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

On this 13th 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: 3/5/2018

[Signature]
Notary Public

TRACIE OWENS-YATES
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20054039521
My Commission Expires Mar. 5, 2018

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 Ehrlich Living Trust, owners, and PDC Energy, Inc., Company.

Township 5 North, Range 64 West, 6th P.M.
Section 5. NW¼ of the NW¼
Weld County, Colorado

Ehrlich Living Trust

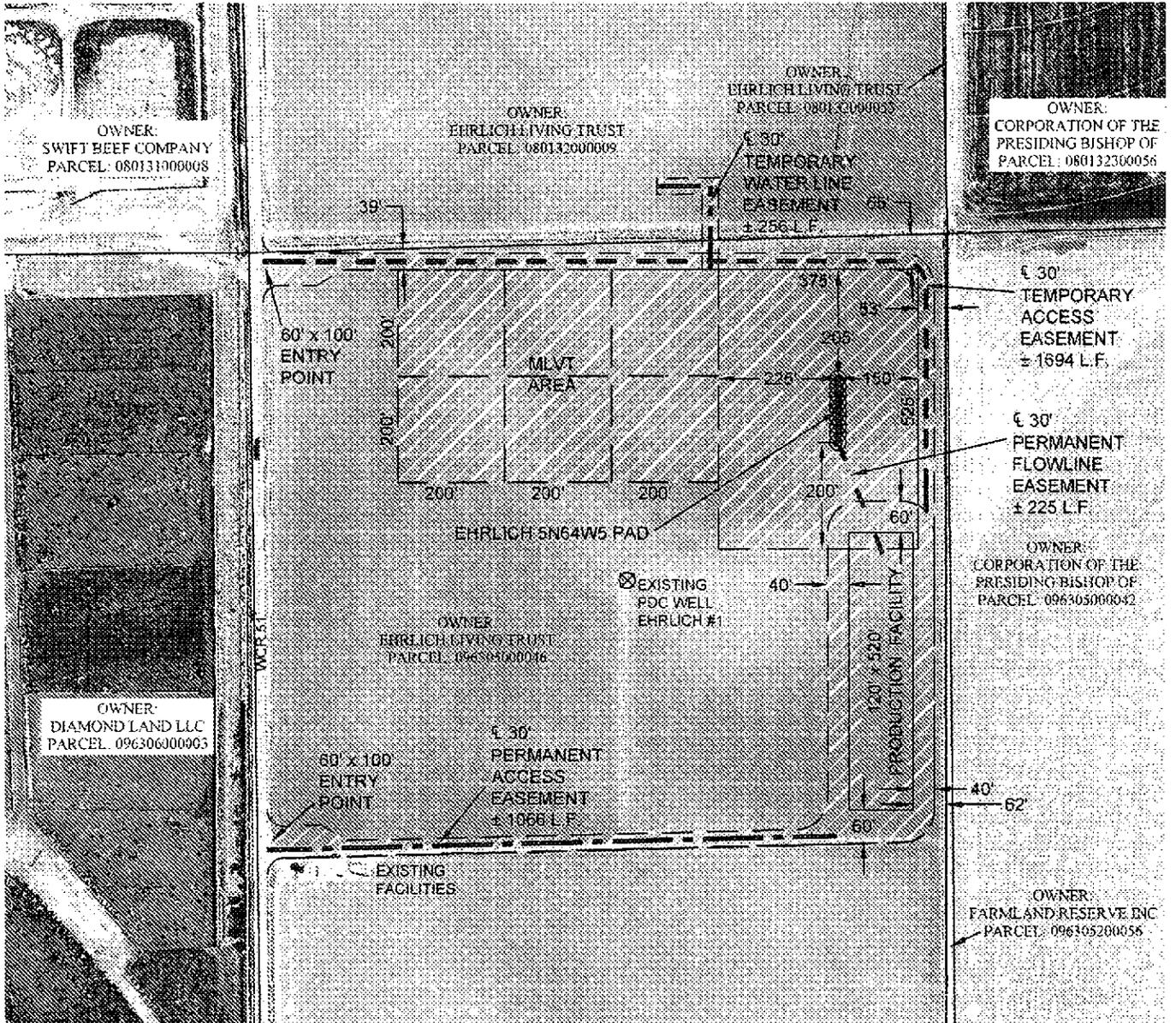
Ehrlich Living Trust

By: Robert L. Chisholm

Date: 12-27-15

By: _____

Date: _____



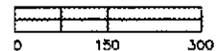
DATE: 9-9-2015

OIL & GAS OPERATIONS AREA = ± 14.7 ACRES

- — — — — APPROXIMATE ¶ PERMANENT ACCESS EASEMENT
- — — — — APPROXIMATE ¶ PERMANENT FLOWLINE EASEMENT
- — — — — APPROXIMATE ¶ TEMPORARY WATERLINE EASEMENT
- — — — — APPROXIMATE ¶ TEMPORARY ACCESS EASEMENT



1" = 300'



Washburn Land Surveying
www.WashburnSurveying.com
970-232-9645

EXHIBIT "A" Page 2 of 2

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Section 5: NW¼ of the NW¼
Weid County, Colorado

Ehrlich Living Trust

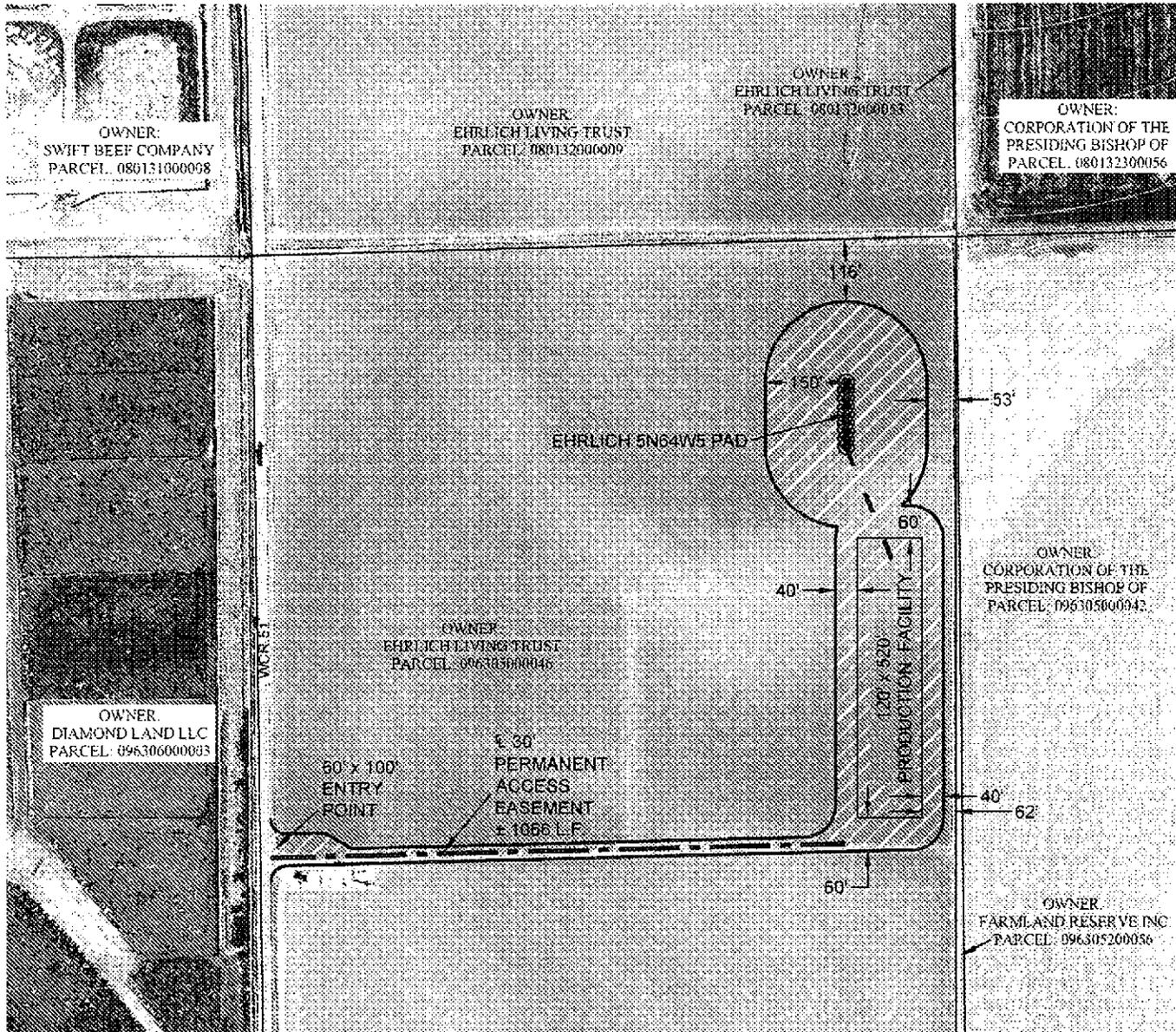
Ehrlich Living Trust

By: *Robert L. Ehrlich*

Date: *12-23-16*

By: _____

Date: _____



DATE: 9-9-2015

OIL & GAS PERMANENT DISTURBANCE = ± 6.1 ACRES

APPROXIMATE PERMANENT ACCESS EASEMENT

APPROXIMATE PERMANENT FLOWLINE EASEMENT



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970-232-9645



1" = 300'

