

MEMORANDUM OF  
SURFACE USE AGREEMENT

WHEREAS, Richmark Real Estate Partners, LLC, a Colorado limited liability company, (“Richmark”), whose address is 5200 W 20<sup>th</sup> Street, Greeley, Colorado 80634, and 7N, LLC, a Colorado limited liability company, (“7N”), whose address is 370 17<sup>th</sup> Street, Suite 5300, Denver, Colorado 80202 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 January 27, 2017 (the “Agreement”) covering and affecting the following described property (the “Property”) more fully described on Exhibit A, attached hereto:

Township 5 North, Range 65 West of the 6<sup>th</sup> P.M.  
Section 21: N2SW  
Tax Parcel Number: 096121000102  
Weld County, Colorado

WHEREAS, Richmark and 7N are the current owners of an interest in the surface estate of the property;

WHEREAS pursuant to the terms of the Agreement, Richmark and 7N have 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 27th day of January, 2017.

**Richmark Real Estate Partners, LLC**

**PDC ENERGY, INC.**

\_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Name: O.F. Baldwin II  
Title: Vice President - Land

**7N, LLC**

\_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

## ACKNOWLEDGEMENTS

State of Colorado                    )  
                                              ) §  
County of Weld                        )

On this [redacted] day of January, 2017, before me personally appeared \_\_\_\_\_,  
as \_\_\_\_\_, **for Richmark Real Estate Partners, LLC.**, 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: \_\_\_\_\_  
Notary Public

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

On this [redacted] day of January, 2017, before me personally appeared \_\_\_\_\_,  
as \_\_\_\_\_, **for 7N, LLC.**, 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: \_\_\_\_\_  
Notary Public

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

On this [redacted] day of January, 2017, before me personally appeared **O. F. Baldwin II as 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: \_\_\_\_\_  
Notary Public

IN WITNESS WHEREOF, the parties hereto have executed this instrument this 27th day of January, 2017.

Richmark Real Estate Partners, LLC

PDC ENERGY, INC.

  
Name: Collin M Richardson  
Title: Authorized Agent

\_\_\_\_\_  
Name: O.F. Baldwin II  
Title: Vice President - Land

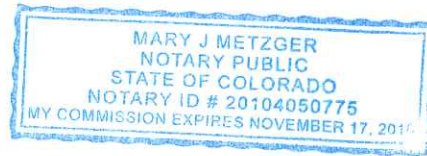
7N, LLC

\_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ACKNOWLEDGEMENTS

State of Colorado )  
 ) §  
County of Weld )

On this [redacted] day of January, 2017, before me personally appeared Collin M. Richardson  
as Authorized Agent, for **Richmark Real Estate Partners, LLC.**, 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: 11/17/18

Mary J Metzger  
Notary Public

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

On this [redacted] day of January, 2017, before me personally appeared \_\_\_\_\_,  
as \_\_\_\_\_, for **7N, LLC.**, 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: \_\_\_\_\_

\_\_\_\_\_  
Notary Public

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

On this [redacted] day of January, 2017, before me personally appeared **O. F. Baldwin II as 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: \_\_\_\_\_

\_\_\_\_\_  
Notary Public

IN WITNESS WHEREOF, the parties hereto have executed this instrument this 27th day of January, 2017.

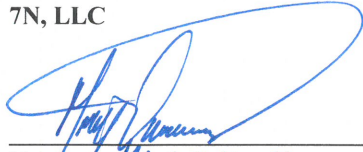
**Richmark Real Estate Partners, LLC**

**PDC ENERGY, INC.**

Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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

**7N, LLC**



Name: MATT OWENS  
Title: Resident

ACKNOWLEDGEMENTS

State of Colorado )  
 ) §  
County of Weld )

On this [redacted] day of January, 2017, before me personally appeared \_\_\_\_\_,  
as \_\_\_\_\_, for **Richmark Real Estate Partners, LLC.**, 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: \_\_\_\_\_

\_\_\_\_\_  
Notary Public

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

On this 27<sup>th</sup> day of January, 2017, before me personally appeared MATT OWENS,  
as PRESIDENT, for 7N, LLC., 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) JAMISON DAVID MCILVAIN  
NOTARY PUBLIC  
STATE OF COLORADO  
NOTARY ID 20134063886  
COMMISSION EXPIRES OCT. 08, 2017

My commission expires: 08 OCTOBER 2017

[Signature]  
Notary Public

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

On this [redacted] day of January, 2017, before me personally appeared **O. F. Baldwin II as 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: \_\_\_\_\_

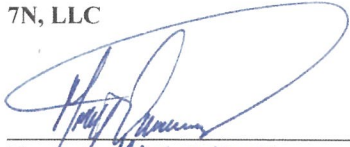
\_\_\_\_\_  
Notary Public

IN WITNESS WHEREOF, the parties hereto have executed this instrument this 27th day of January, 2017.


**Richmark Real Estate Partners, LLC**

\_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**7N, LLC**

  
\_\_\_\_\_  
Name: MATT DWYER  
Title: President

**PDC ENERGY, INC.**

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



ACKNOWLEDGEMENTS

State of Colorado )  
 ) §  
County of Weld )

On this [redacted] day of January, 2017, before me personally appeared \_\_\_\_\_,  
as \_\_\_\_\_, for **Richmark Real Estate Partners, LLC.**, 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: \_\_\_\_\_

\_\_\_\_\_  
Notary Public

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

On this 27<sup>th</sup> day of January, 2017, before me personally appeared MATT OWENS,  
as PRESIDENT, for **7N, LLC.**, 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) JAMISON DAVID MCILVAIN  
NOTARY PUBLIC  
STATE OF COLORADO  
NOTARY ID 20134063886  
COMMISSION EXPIRES OCT. 08, 2017

My commission expires: 08 OCTOBER 2017

[Signature]  
Notary Public

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

On this 30<sup>th</sup> day of January, 2017, before me personally appeared **O. F. Baldwin II as 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

NICOLE D HEALY  
Notary Public  
State of Colorado  
Notary ID 20104037299  
My Commission Expires Sep 24, 2018

Nicole D Healy  
Notary Public

## EXHIBIT "A" Page 1 of 2

This Exhibit "A" is attached to and made a part of that certain Memorandum of Surface Use Agreement dated January 27, 2017 by and between PDC Energy, Inc., Richmark Real Estate Partners, LLC and 7N, LLC. Covering the following lands:

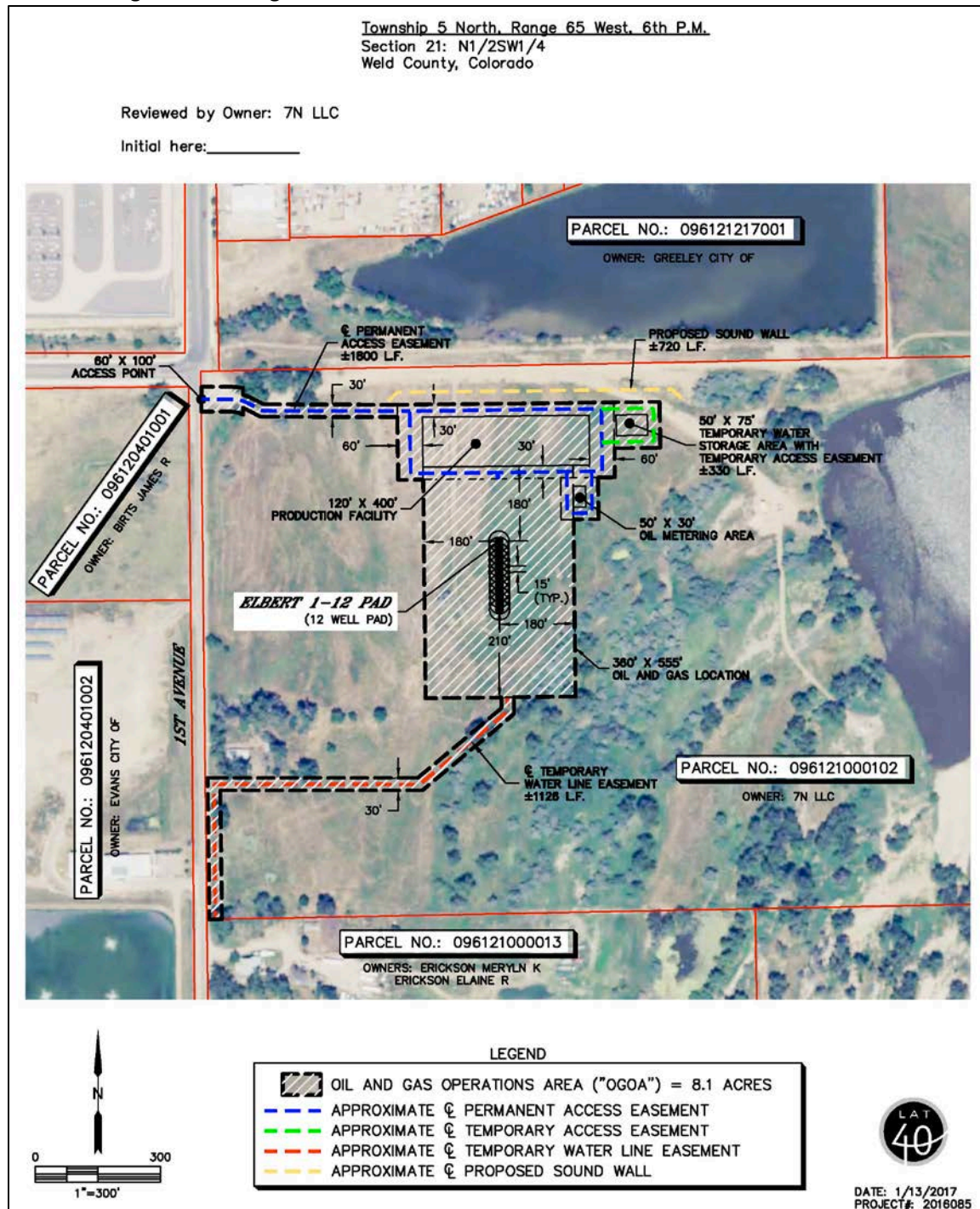




EXHIBIT "A" Page 2 of 2

This Exhibit "A" is attached to and made a part of that certain Memorandum of Surface Use Agreement dated January 27, 2017 by and between PDC Energy, Inc., Richmark Real Estate Partners, LLC and 7N, LLC. Covering the following lands:

