

**MEMORANDUM OF
FIRST AMENDMENT TO SURFACE USE AGREEMENT**

THIS MEMORANDUM OF FIRST AMENDMENT OF SURFACE USE AGREEMENT ("First Memorandum") is entered into by and between Michael Boulter Farms, LLC ("Owner"), whose address is 22019 County Road 54, Greeley, CO 80631 the Owner of the surface estate described below (the "Property") and PDC Energy, Inc. ("Company"), whose address is 1775 Sherman Street, Suite 3000, Denver, Colorado 80203 (individually, a "Party;" together, "the Parties").

Legal Location: Township 5 North, Range 65 West, 6th P.M.

Section 27: Part of the S2NW4, Part of the N2SE4, and S2NE4

Tax Parcel Number(s): 096127200070, 096127000060

Weld County, Colorado ("Property") the Property is more particularly described in Exhibit "A" attached hereto;

WHEREAS, the Parties entered in to a Surface Use Agreement dated July 19, 2018 (the "Original Agreement") and Memorandum of Surface Use Agreement dated July 19, 2018 placed of record at Reception No. #4425138 in the Weld County, Colorado records;

WHEREAS, pursuant to the terms of the Original 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, transporting and other operations for oil, gas and associated hydrocarbons from the Property and lands pooled therewith.

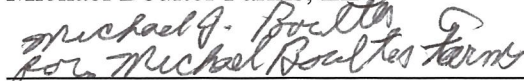
WHEREAS, Owner and Company desire to amend the Original Agreement;

NOW THEREFORE this First Memorandum is placed of record for the purpose of giving notice of the Original Agreement and the amendment of the terms therein. The Parties acknowledge that they are bound by all of the terms and conditions of the Original Agreement and that the Original 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 Original Agreement, with all of its terms, conditions, covenants and other provisions, is referred to and incorporated into this First Memorandum for all purposes. Any person having a lawful right or legitimate interest in the Original Agreement may examine a copy of the Original Agreement at Company's office during normal business hours.

IN WITNESS WHEREOF, the parties have executed this First Memorandum on this - 22 day of April, 2019, but effective for all purposes as of July 19, 2018.

OWNER:

Michael Boulter Farms, LLC



By: Michael J. Boulter

Title: President

COMPANY:

PDC Energy, Inc.



By: Paul Whisenand

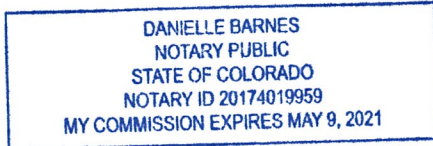
Title: Director of Land

ACKNOWLEDGEMENTS

State of Colorado)
) §
County of Weld)

On this 22 day of April, 2019, before me personally appeared Michael J. Boulter, President of Michael Boulter Farms, LLC, 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)



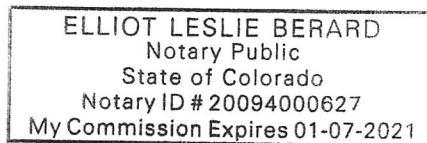
My commission expires: May 9, 2021

Danielle Barnes
Notary Public

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

On this 1st day of May, 2019, before me personally appeared Paul Whisenand, Director of 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: Jan 7, 2021

Elliot Berard
Notary Public

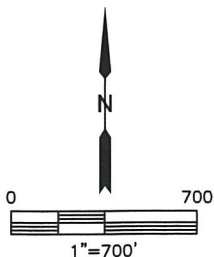
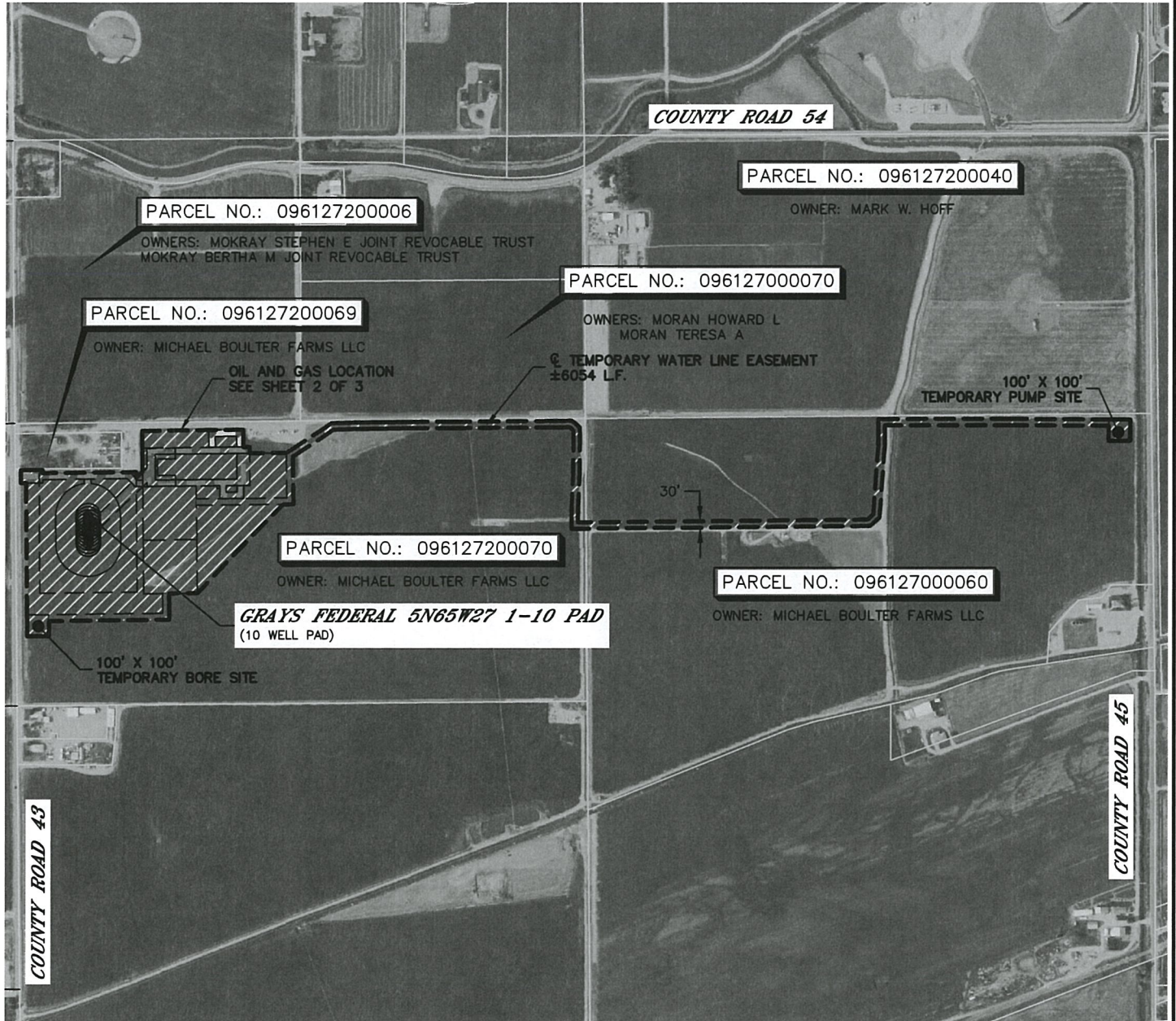
EXHIBIT "A" Page 1 of 3

This Exhibit "A" is attached to and made a part of that certain Memorandum of First Amendment to Surface Use Agreement by and between Michael Boulter Farms LLC, Owner, and PDC Energy, Inc., Company. Covering the following lands:






Township 5 North, Range 65 West, 6th P.M.
Section 27: Pt S2NW4, Pt N2SE, and S2NE
Weld County, Colorado

Reviewed by Owner: Michael Boulter Farms LLC

Initial here: MTB



LEGEND

-  OIL AND GAS OPERATIONS AREA ("OGOA") =21.9 ACRES
-  APPROXIMATE ϕ PERMANENT ACCESS EASEMENT
-  APPROXIMATE ϕ FLOWLINE EASEMENT
-  APPROXIMATE ϕ TEMPORARY ACCESS EASEMENT
-  APPROXIMATE ϕ TEMPORARY WATER LINE EASEMENT

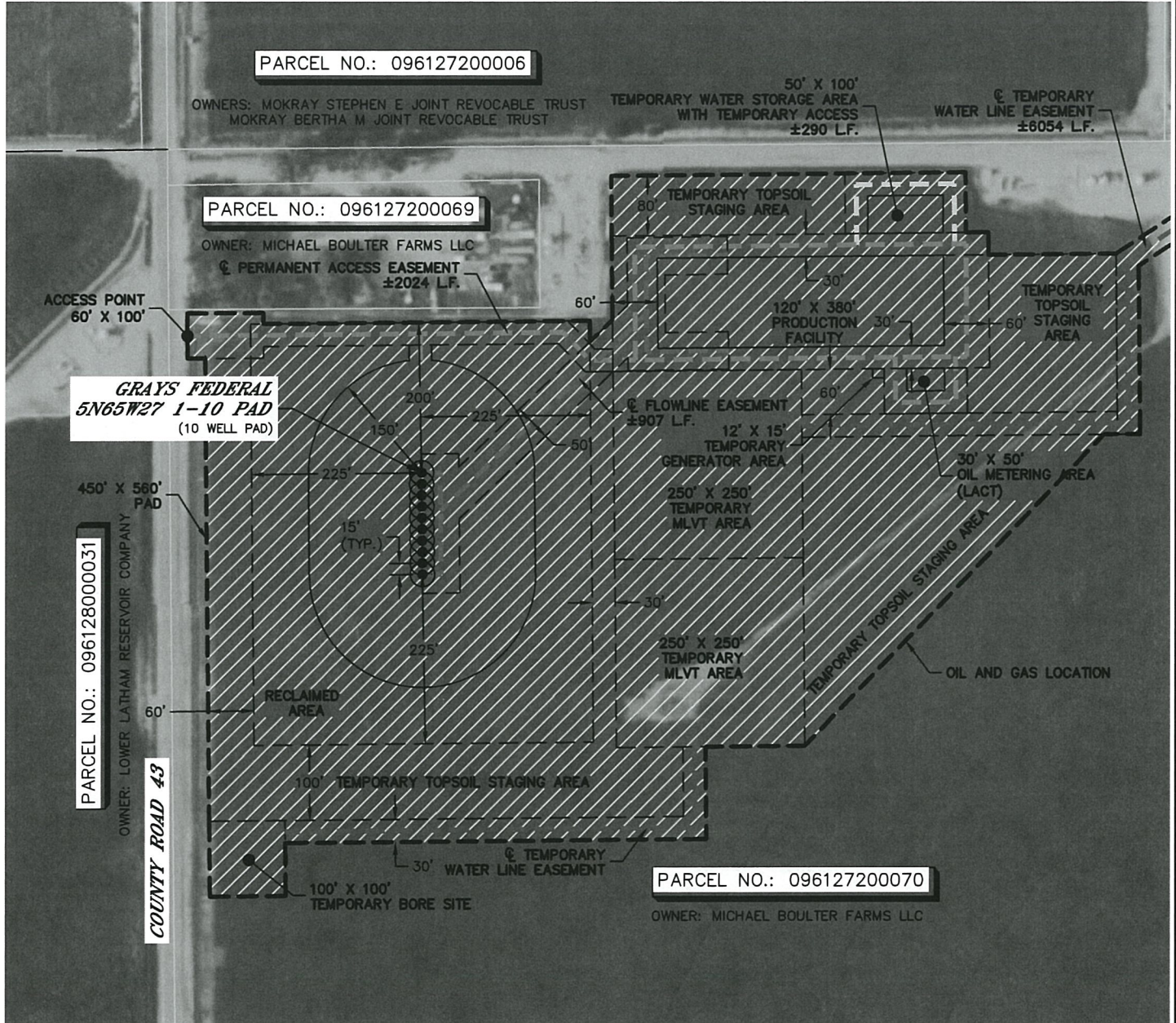


DATE: 4/12/2019
PROJECT#: 2018091






EXHIBIT "A" Page 2 of 3

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Weld County, Colorado



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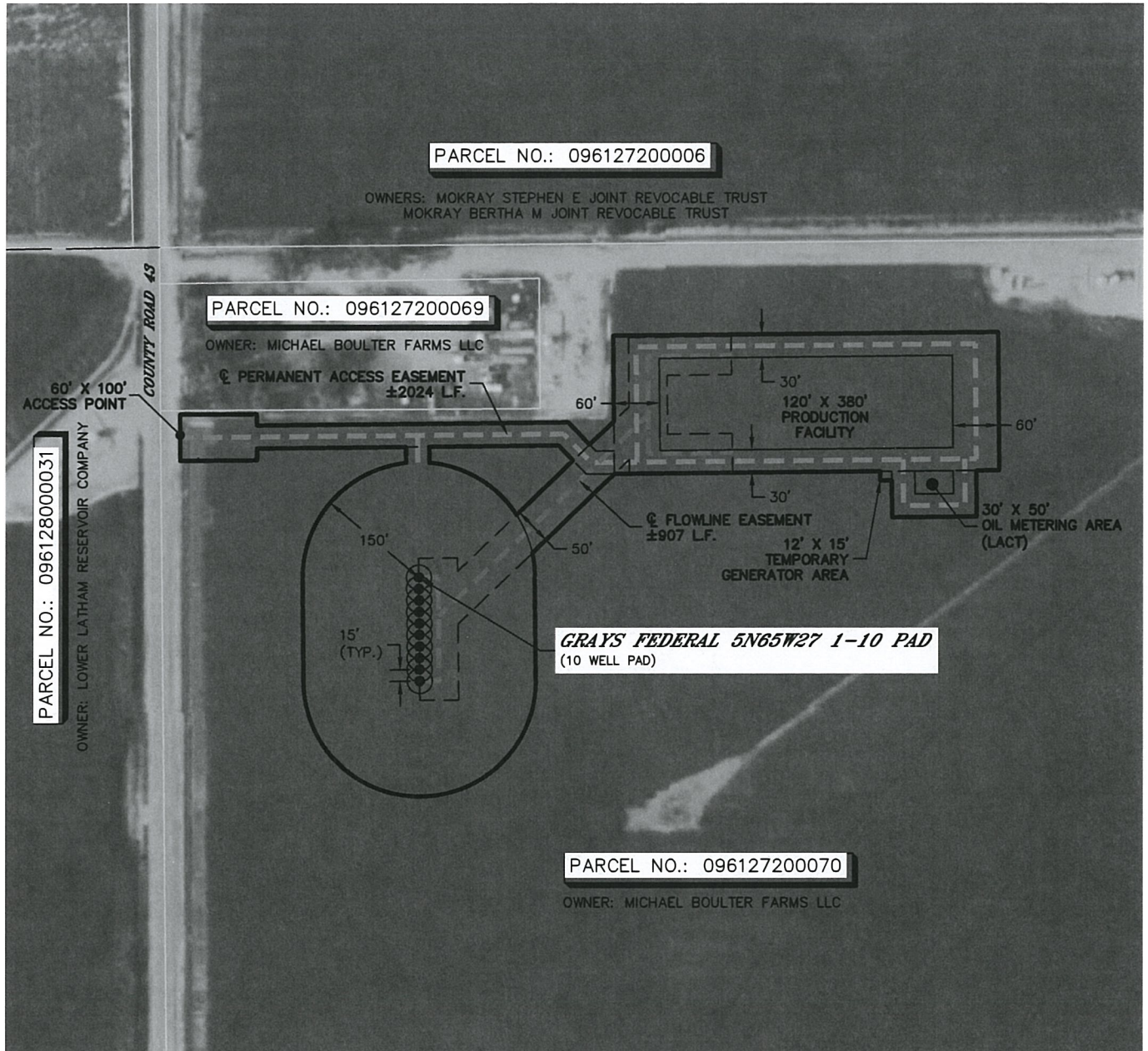


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Weld County, Colorado



LEGEND



PERMANENT DISTURBANCE = 5.4 ACRES



APPROXIMATE \varnothing PERMANENT ACCESS EASEMENT



APPROXIMATE \varnothing FLOWLINE EASEMENT



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