

AMENDMENT TO SURFACE USE AGREEMENT

THIS AMENDMENT (“Amendment”) is made and entered into this 31st day of July, 2015, by and between George L. Seward (“Surface Owner”) and PDC Energy, Inc. (“PDC”) for the purpose of amending that certain Surface Use Agreement (“Agreement”) between Surface Owner and PDC dated as of March 31, 2015. Surface Owner and PDC may be referred to collectively as “Parties” and individually as a “Party.”

RECITALS

- A. The Agreement resolves the respective uses by the Parties of the NE/4 of Section 17, Township 4 North, Range 67 West, 6th P.M. in Weld County, Colorado (the “Property”).
- B. At the request of the Town of Johnstown, PDC now seeks to change the locations specified in the Agreement for its Oil and Gas Operations Area, Future Wells, Tank Battery, Access Roads, and Pipeline Easements, as such terms are defined in the Agreement, from the NE/4NE/4 to the NW/4NE/4 of Section 17, Township 4 North, Range 67 West.
- C. In response, Surface Owner seeks to ensure that he receives payment for the resulting cost to re-plat an existing planned subdivision on the Property and that certain visual effects from the new locations are mitigated.

NOW THEREFORE, in consideration of the covenants and mutual promises set forth herein, the Parties agree, to the extent of each of their respective interests in the Property only, to amend the Agreement as follows:

1. Subsection 1.b. of the Agreement, titled Future Wells, is amended to change the legal description for the eight (8) horizontal Future Wells to Township 4 North, Range 67 West, Section 17: NW/4NE/4.
2. Section 24 of the Agreement, titled Operations and Reclamation, is amended to change the text of Subsection (e) and add a new Subsection (g) as follows:
 - e) Damages for Future Wells and the cost to Surface Owner of re-plating the Property due to the relocation of the Oil and Gas Operations Area, Future Wells, and Tank Battery by PDC shall be paid by PDC to Surface Owner in accordance with a separate letter agreement entered of even date herewith between the Parties.
 - g) PDC agrees to construct a masonry wall to screen the view of the Future Wells and Tank Battery from the north. The location and specifications of this wall shall be as authorized by the Town of Johnstown, but PDC shall propose for this purpose that the wall be eight (8) feet high, earth-tone in color, and located as depicted in the attached Exhibit 4.
3. Exhibits 1, 2, and 3 to the Agreement, which collectively depict the temporary and permanent Oil and Gas Operations Area, Future Wells, Tank Battery, Access Roads, and

Pipeline Easements in the NE/4NE/4 of Section 17, Township 4 North, Range 67 West are replaced and superseded by the attached Exhibits 1, 2, and 3, which collectively depict the temporary and permanent Oil and Gas Operations Area, Future Wells, Tank Battery, Access Roads, and Pipeline Easements in the NW/4NE/4 of Section 17, Township 4 North, Range 67 West.

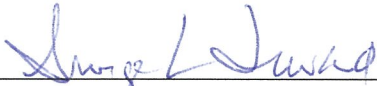
4. Except as expressly amended by the preceding Paragraphs 1, 2, and 3 of this Amendment, all other terms, conditions, and provisions of the Agreement remain in full force and effect.


A Memorandum of this Amendment shall be recorded in the books and records of the Office of the Clerk and Recorder for Weld County.

IN WITNESS WHEREOF the undersigned Parties have caused this Amendment to be executed by a duly authorized representative on the day and year first above written.

SURFACE OWNER

PDC ENERGY, INC.

By 
Name: George L. Seward

By 
Name: **O. F. Baldwin II**
Its: **Vice President Land**


ACKNOWLEDGEMENTS

STATE OF COLORADO)

COUNTY OF Weld)

The foregoing instrument was acknowledged before me this 31st day of July, 2015 by George L. Seward.

Witness my hand and official seal
My commission expires: May 2, 2018


Notary Public

C. MAC NEUMANN
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID: 19904003933
MY COMMISSION EXPIRES MAY 2, 2018

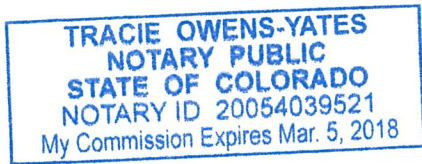
STATE OF COLORADO)

city
COUNTY OF Denver)

The foregoing instrument was acknowledged before me this 6th day of August, 2015
by C. J. Baldwin II, as Vice President and of PDC Energy,
Inc.

Witness my hand and official seal

My commission expires: 3/5/2018



Tracie Owens-Yates

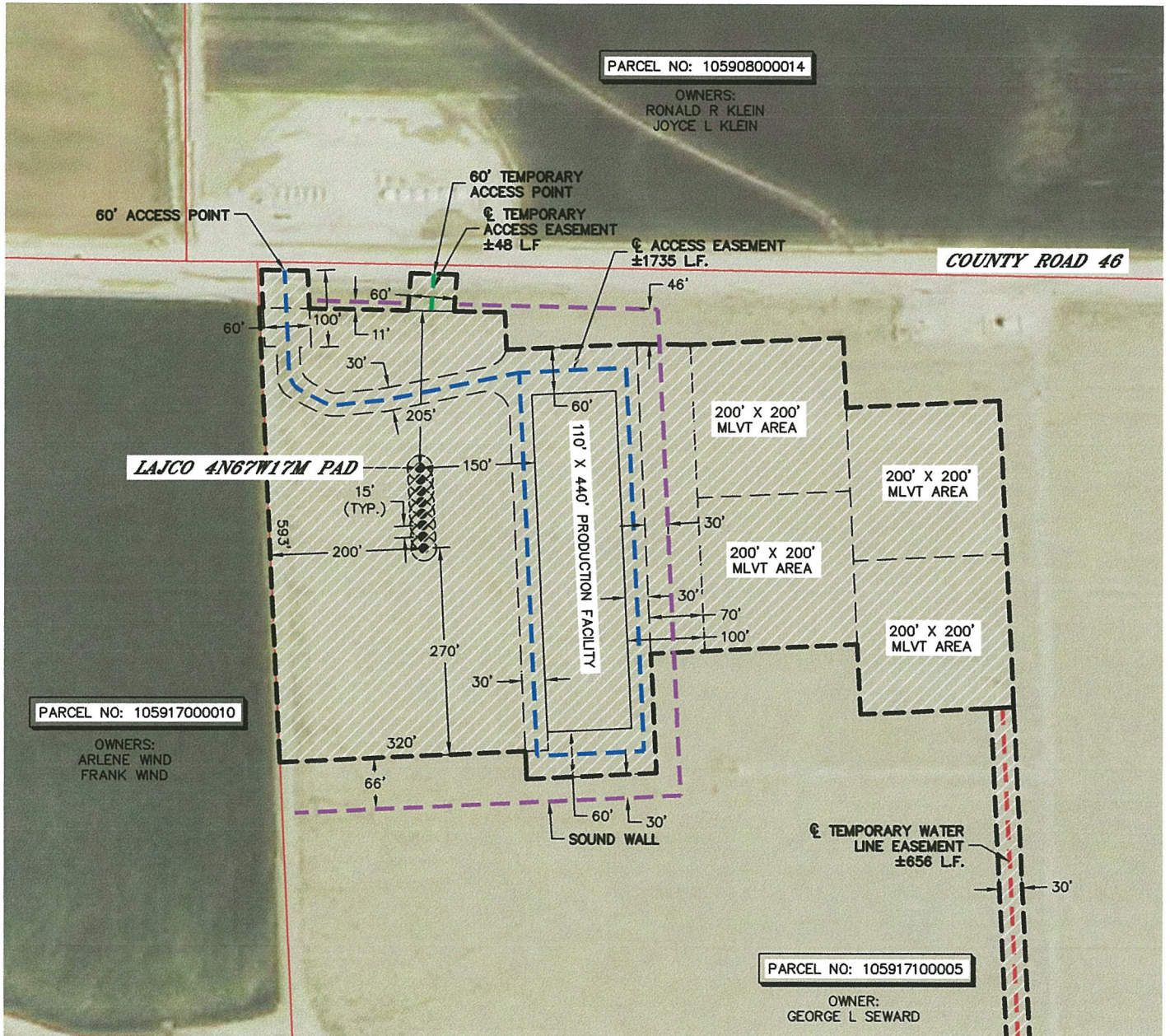
Notary Public

EXHIBIT "1"

This Exhibit "1" is attached to and made a part of that certain Amendment to Surface Use Agreement by and between George L. Seward Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 4 North, Range 67 West, 6th P.M.
 Section 17: NW1/4NE1/4
 Weld County, Colorado

BY: George L. Seward DATE: 7/31/15
 George L. Seward

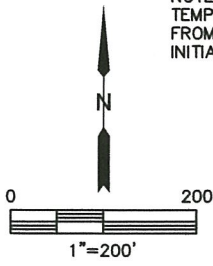


NOTE: SECONDARY WATER SOURCE AND TEMPORARY WATER LINE EASEMENT WOULD BE FROM LITTLE THOMPSON RIVER TO THE SOUTH. INITIAL PLAN SUBJECT TO CHANGE.

TO WATER SOURCE (LITTLE THOMPSON RIVER) INITIAL PLAN SUBJECT TO CHANGE

LEGEND

- OIL AND GAS OPERATIONS AREA ("OGO") = 11.4 ACRES
- APPROXIMATE \oslash ACCESS EASEMENT
- APPROXIMATE \oslash TEMPORARY ACCESS EASEMENT
- APPROXIMATE \oslash TEMPORARY WATER LINE EASEMENT
- SOUND WALL, TEMPORARY USE DRILLING AND COMPLETION



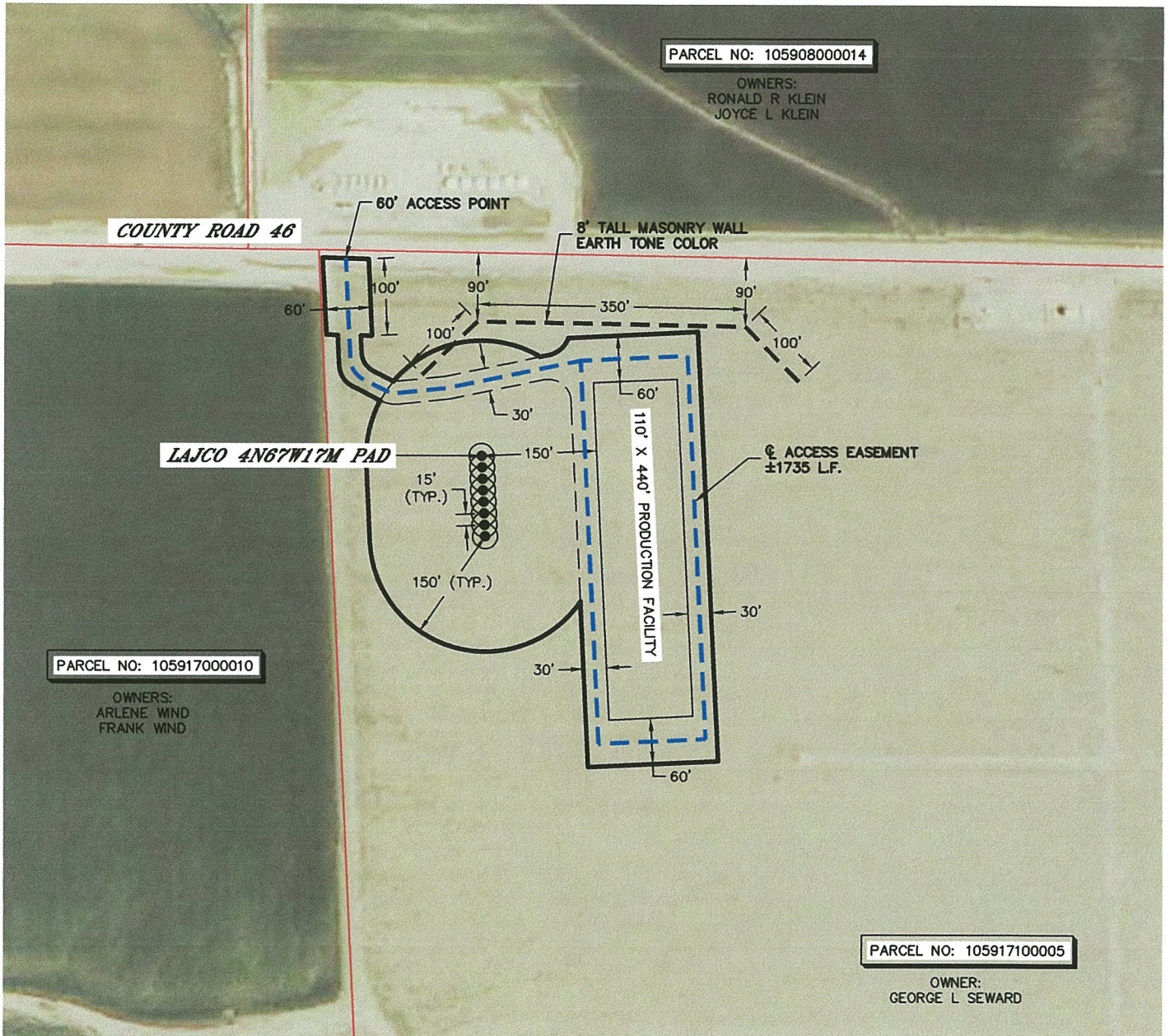
DATE: 7/31/2015
 PROJECT#: 2014134

EXHIBIT "2"

This Exhibit "2" is attached to and made a part of that certain Amendment to Surface Use Agreement by and between George L. Seward Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 4 North, Range 67 West, 6th P.M.
 Section 17: NW1/4NE1/4
 Weld County, Colorado

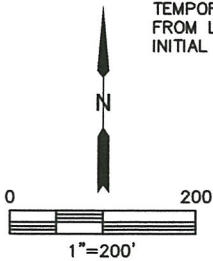
BY: George L. Seward DATE: 7/31/15
 George L. Seward



NOTE: SECONDARY WATER SOURCE AND TEMPORARY WATER LINE EASEMENT WOULD BE FROM LITTLE THOMPSON RIVER TO THE SOUTH. INITIAL PLAN SUBJECT TO CHANGE.

LEGEND

- PERMANENT DISTURBANCE = 4.6 ACRES
- APPROXIMATE ϕ ACCESS EASEMENT
- PROPOSED 8' TALL MASONRY WALL



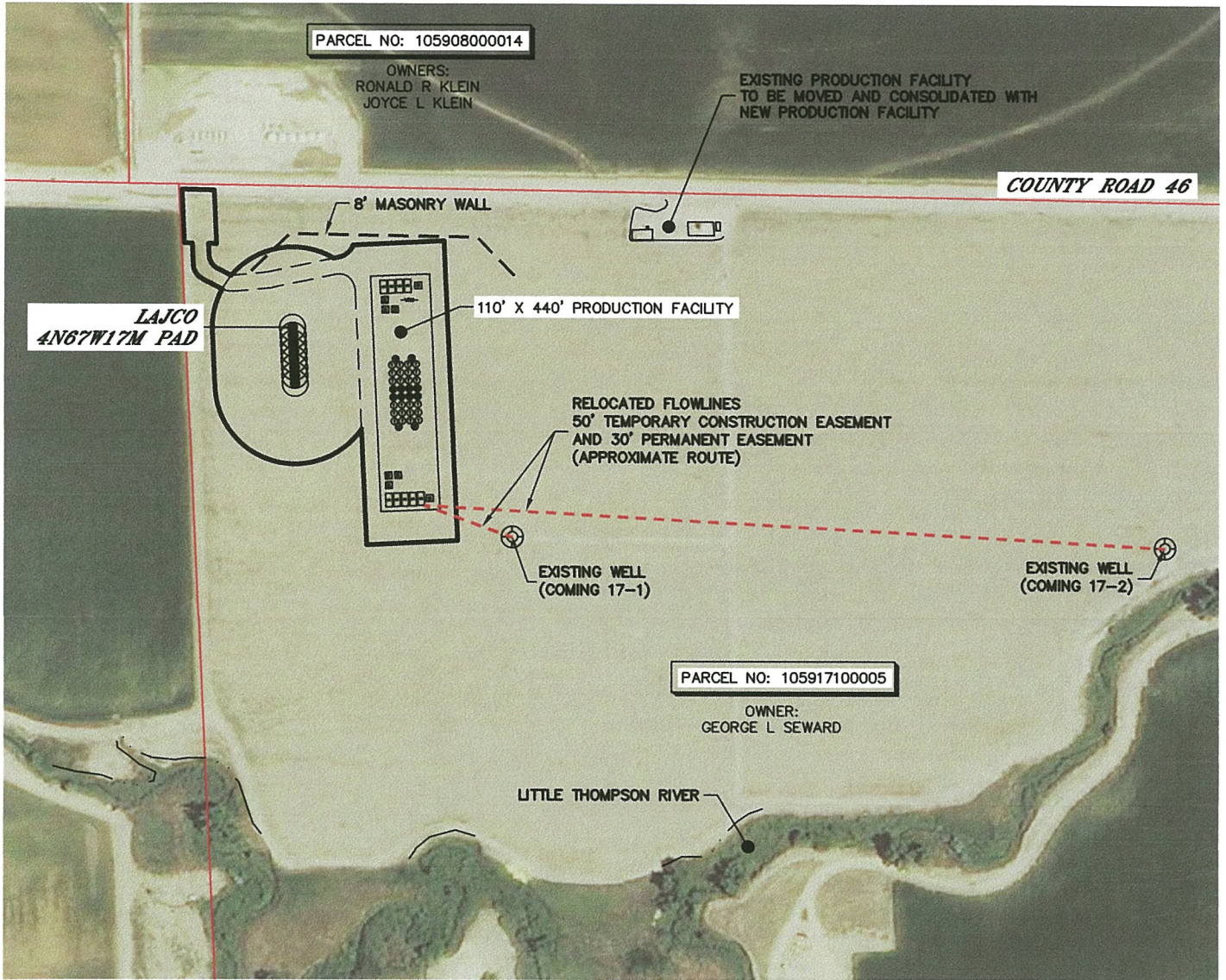
DATE: 7/31/2015
 PROJECT#: 2014134

EXHIBIT "3"

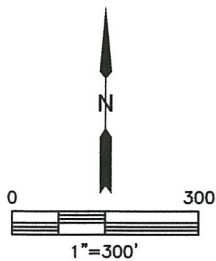
This Exhibit "3" is attached to and made a part of that certain Amendment to Surface Use Agreement by and between George L. Seward Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 4 North, Range 67 West, 6th P.M.
 Section 17: NW1/4NE1/4
 Weld County, Colorado

BY: George L. Seward DATE: 7/31/15
 George L. Seward



NOTE: SECONDARY WATER SOURCE AND TEMPORARY WATER LINE EASEMENT WOULD BE FROM LITTLE THOMPSON RIVER TO THE SOUTH. INITIAL PLAN SUBJECT TO CHANGE.



LEGEND

	PERMANENT DISTURBANCE = 4.6 ACRES
	APPROXIMATE ϕ FLOWLINE EASEMENT
	PROPOSED 8' TALL MASONRY WALL



DATE: 7/31/2015