

AMENDMENT TO SURFACE USE AGREEMENT

July 31st, 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-plot 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:

Section 17: NW/4NE/4.

Tank Battery by PDC shall be paid by PDC to Surface Owner in accordance with a

change the text of Subsection (c) to read as follows:

Property due to the relocation of

Exhibit 4.

Exhibits 1, 2, and 3 to the Agreement, which depict the temporary and permanent Oil and Gas Operations Area, Future Wells, Tank Battery, Access Roads, and other improvements on the NE/4NE/4 of Section 17, Township 4 North, Range 67 West, Weld County, Colorado.

Except as expressly amended by the preceding paragraphs, 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.

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

SURFACE OWNER
D. F. Baldwin II
D. F. Baldwin II
President Land

BDC ENERGY, INC.
By George L. Seward
Name: George L. Seward
Its: Vice President

ACKNOWLEDGMENT

STATE OF COLORADO)
COUNTY OF Weld)
The foregoing instrument was acknowledged before me this 21 day of May, 2015, by George L. Seward.

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

2, and 3 to the Agreement, which collectively depict the temporary

EXHIBITS 1, 2, and 3 to the Agreement, which collectively depict the temporary

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

STATE OF COLORADO

Witness my hand and seal
NOTARY PUBLIC
STATE OF COLORADO

TRACIE OWENS YATES

CITY
COUNTY OF Duval

STATE OF COLORADO

My Commission Expires 07-05-2016

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:

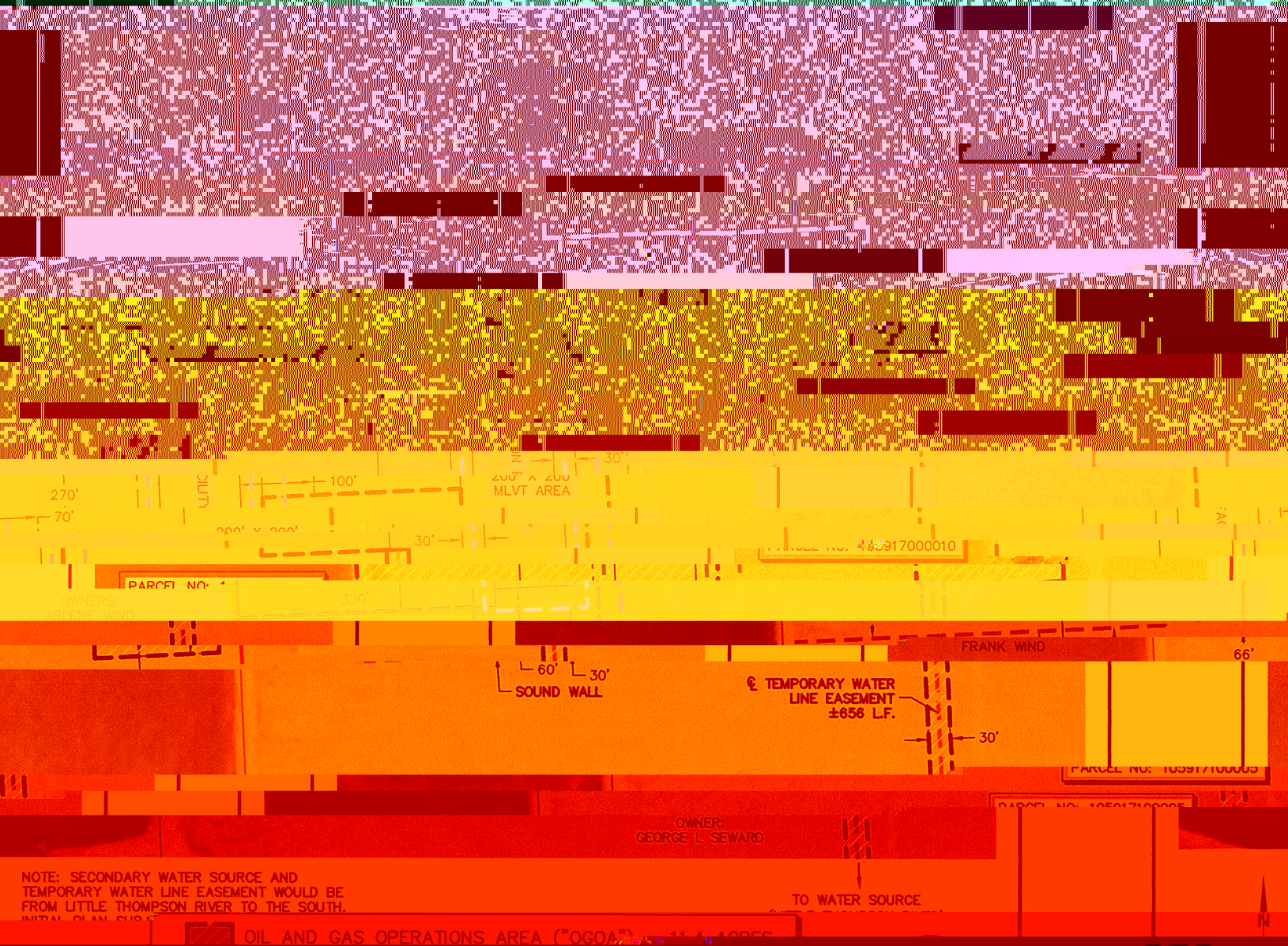
NOTARY ID 20054039521

Notary Public

... following tanah:

Township 4 North, Range 67 West, 6th P.M.

Woodburn 728 2000 2000000000
Wood County, Colorado



This Exhibit "C" is showing the following lands:

Range 67 West, 6th P.M.
Company. Covering the

Agreement by and between George L. Seward Owner, and PDC Energy, Inc.

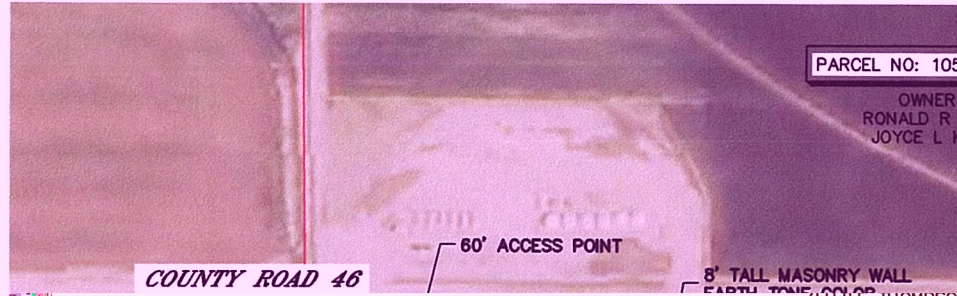
Township 4 North, R.

Section 17: NW1/4NE1/4
Weld County, Colorado

7/31/15

BY: George L. Seward
George L. Seward

DATE: 7/31/15



(N RIVER)
TO CHANGE

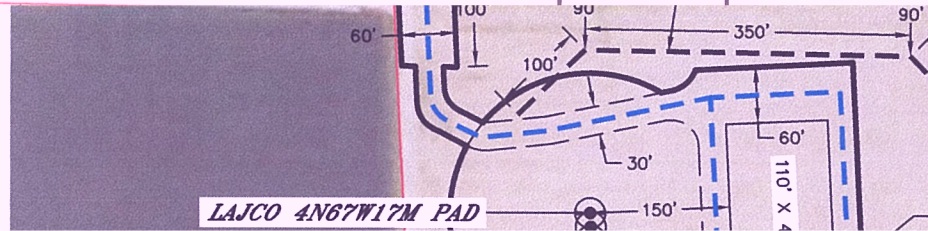
INITIAL PLAN SUBJECT TO CHANGE.

COUNTY ROAD 46

60' ACCESS POINT

8' TALL MASONRY WALL

(LITTLE THOMPSON RIVER)
INITIAL PLAN SUBJECT TO CHANGE.



ACCESS EASEMENT
1735 L.F.

PARCEL NO: 105917000010

OWNERS:
ARLENE WIND
FRANK WIND

150' (TYP.)

30'

PRODUCTION FACILITY

30'

PARCEL NO: 105917000005

205'

OWNER:
GEORGE L SEWARD

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 ACCESS



NOTE: SECONDARY WATER SOURCE AND
TEMPORARY WATER LINE EASEMENT WOULD BE

--- PROPOSED 8' TALL MASONRY WALL

ACCESS EASEMENT
MASONRY WALL

DATE: 7/31/2015
PROJECT#: 2014134

Along L. J. ...

7/31/15

