

AMENDMENT TO SURFACE USE AGREEMENT

THIS AMENDMENT TO SURFACE USE AGREEMENT ("Amendment") is entered into by and between RIO LA, L.L.C., a Louisiana Limited Liability Company ("Owner"), whose address is 495 Grand Boulevard, Suite 206, Miramar Beach, Florida 32550 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").

RECITALS

WHEREAS, the Owner is the owner of the surface estate in property located in Adams County, Colorado, described for purposes of this Amendment as Lots #1 and #2 Corcilius Acres, North West 1/4 of the North West 1/4 of Section 6, Township 1 South, Range 67 West, of the 6th P.M., hereinafter referred to as the "Property," and has the right to use its surface estate to the fullest extent possible with due regard to the owners and lessees of the mineral estate.

WHEREAS, the parties entered into that certain Surface Use Agreement dated April 23rd, 2015, ("Agreement") which provides for compatible development of Company's oil and gas leasehold estate and Owner's surface estate. The Agreement also defines Company's usual and customary oil and gas operations related to the Wells (as defined in the Agreement).

WHEREAS, the parties desire to amend the number of wells, well names and Exhibit A for the purpose of adding three (3) horizontal wells located within the OGOA, further described in the Exhibit A attached hereto.

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

1. Replacement of Exhibit A. The parties agree that Amended Exhibit A attached and made a part hereto replaces and supersedes Exhibit A to the Agreement.

2. The parties agree to amend the Wells to add the following three (3) horizontal wells shown in bolded text below, further described in the Exhibit A attached hereto. The Wells shall now be defined to include a total of seven (7) wells as described herein. The Company shall pay Owner \$25,000.00 for each of the seven (7) wells drilled on the Property upon obtaining a drilling permit for such wells. Therefore, any reference to the Wells in the Agreement or in the Amendment shall include the below:

**RIO-LA 6E-304, RIO-LA 6E-234, RIO-LA 6F-414, RIO-LA 6F-314, RIO-LA 6F-204,
RIO-LA 6F-334, RIO-LA 6F-434**

3. This Amendment may be executed in counterparts, each of which shall be deemed an original, and together shall constitute one and the same instruments.

4. This Amendment and Agreement shall be binding upon and insure to the benefit of the parties hereto, their successors, personal representatives and assigns.

5. Except as amended by this Amendment, the terms and conditions in the Agreement shall continue in full force and effect.

6. This Amendment constitutes covenants running with the land and shall be binding upon all parties who succeed to any interest which Owner or Company has or will have in the Property.

7. In the event of a conflict between this Amendment and the Agreement, the Amendment shall control.

IN WITNESS WHEREOF, the parties have executed this Amendment on this 22 day of December, 2015, but effective for all purposes as of July, 1, 2015.

**OWNER:
RIO LA, LLC**

**COMPANY:
PDC Energy, Inc.**



By: Robert James Bruce, Attorney at Law
Power of Attorney for RIO LA, L.L.C.
A Louisiana Limited Liability Company



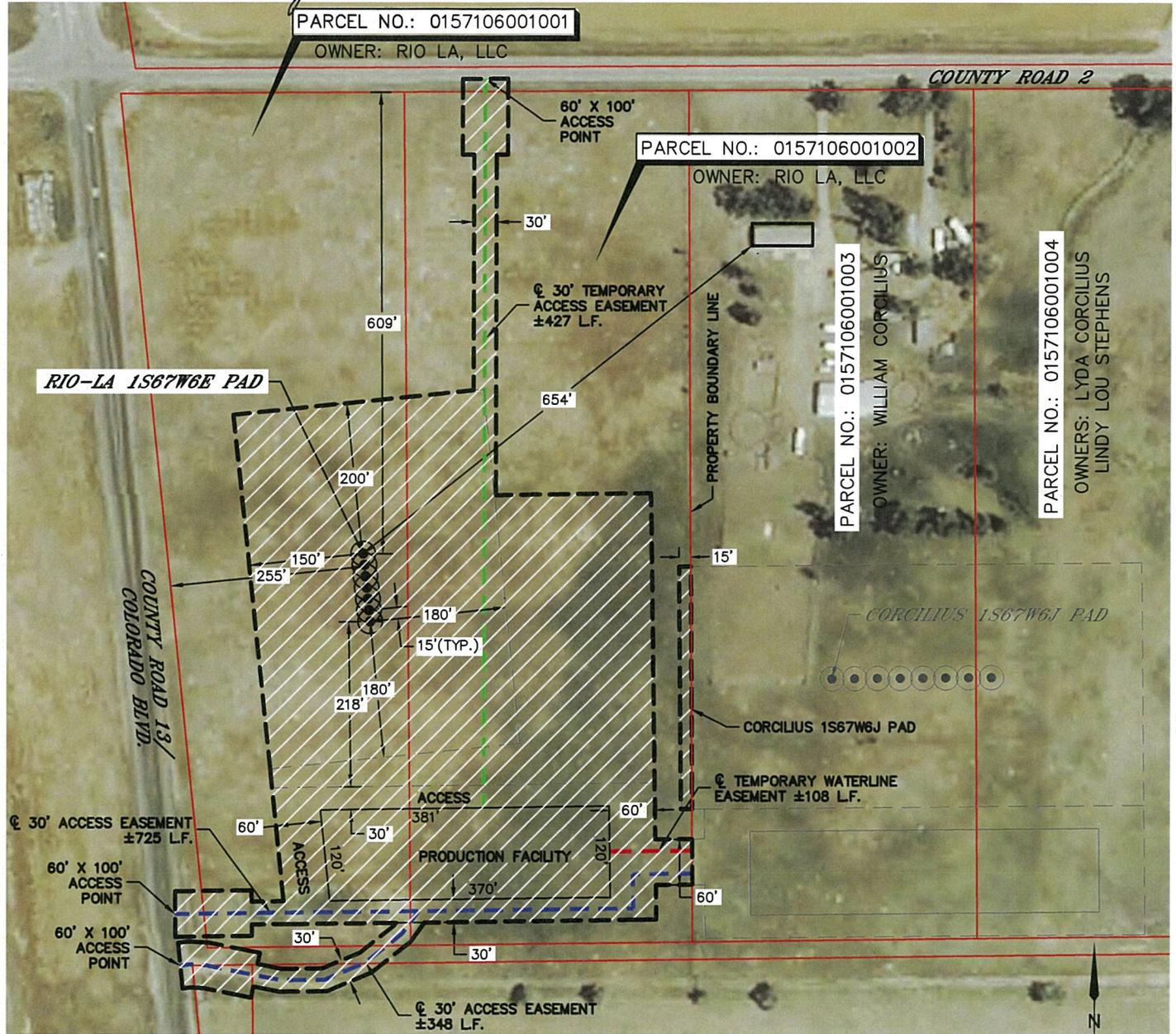
By: O. F. Baldwin II
Title: Vice President Land
JTS JW

EXHIBIT "A" Page 1 of 2

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

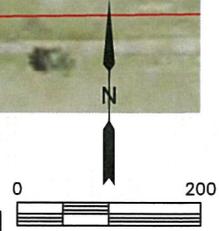
Township 1 South, Range 67 West, 6th P.M.
 Section 6: NW1/4
 Adams County, Colorado

BY: Rio LA, LLC  DATE: 7/1/2015



LEGEND

-  OIL AND GAS OPERATIONS AREA ("OGO") PARCEL NO.: 0157106001001 = 3.5 ACRES
-  OIL AND GAS OPERATIONS AREA ("OGO") PARCEL NO.: 0157106001002 = 5.1 ACRES
-  OIL AND GAS OPERATIONS AREA ("OGO") TOTAL = 8.6 ACRES
-  APPROXIMATE ϕ ACCESS EASEMENT
-  APPROXIMATE ϕ TEMPORARY ACCESS EASEMENT
-  APPROXIMATE ϕ TEMPORARY WATERLINE EASEMENT



DATE: 6/16/2015
 PROJECT#: 2014158

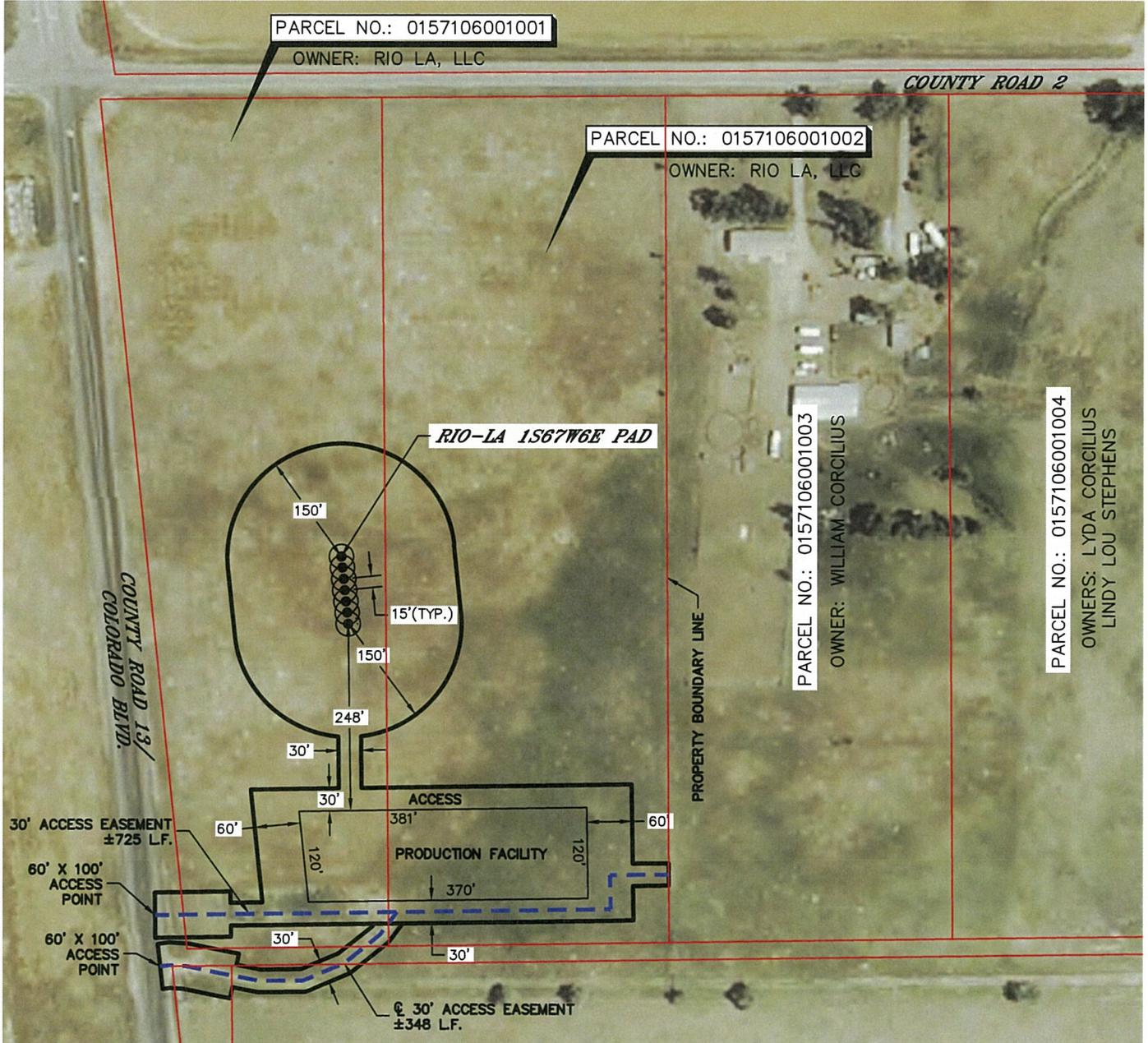
EXHIBIT "A" Page 2 of 2

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 Section 6: NW1/4
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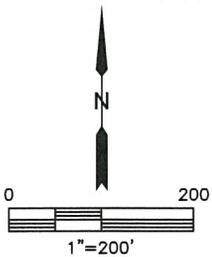
Rio LA, LLC

BY: _____ DATE 7/1/2015



LEGEND

- PERMANENT DISTURBANCE PARCEL NO.: 0157106001001 = 2.8 ACRES
- PERMANENT DISTURBANCE PARCEL NO.: 0157106001002 = 2.0 ACRES
- PERMANENT DISTURBANCE TOTAL = 4.8 ACRES
- APPROXIMATE ϕ ACCESS EASEMENT



DATE: 6/16/2015
 PROJECT#: 2014158