

**MEMORANDUM OF
SURFACE USE AND DAMAGE AGREEMENT**

WHEREAS, Andrew Jay Hop and the Paula Lee Hop Exemption Trust whose address is 27294 WCR 47 ½, Greeley, CO 80631 (“Owner”), and PDC Energy, Inc., a Delaware corporation, whose address is 1775 Sherman Street, Suite 3000, Denver, Colorado 80203 (“Operator”), entered into a Surface Use and Damage Agreement dated effective November 23rd, 2015 (the “Agreement”) covering and affecting the following described property (the “Subject Lands”) more fully described on Exhibit A, attached hereto:

Township 5 North, Range 64 West of the 6th P.M.
Section: Part of the NW1/4 of 18
Tax Parcel Number(s) 096318000043
Weld County, Colorado

WHEREAS, Owner is the current owner of an interest in the surface estate of the property;

WHEREAS pursuant to the terms of the Agreement, Owner has granted to Operator the right to enter upon and use the surface and subsurface of the Subject Lands for the purpose of exploring, developing, producing, and transporting oil, gas and associated hydrocarbons from the Subject Lands and lands pooled therewith.

WHEREAS, among other provisions, the Agreement grants Operator the right to construct or install well pads, access roadways, pipelines, flowlines, electric lines, and other associated equipment and facilities necessary or convenient for Operator’s oil and gas operations on the Subject Lands or lands pooled therewith.

WHEREAS, the Agreement shall remain in full force and effect until Operator’s leasehold estate in the Subject Lands and the lands pooled therewith expires or is terminated, and Operator 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 Subject Lands and binds and inures to the benefit of Owner and Operator 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 or entity having a lawful right or legitimate interest in the Agreement may examine a copy of the Agreement at Operator’s office during normal business hours or by contacting Owner.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed this instrument this 23rd day of November, 2015

Owner:

ANDREW JAY HOP

PAULA LEE HOP EXEMPTION TRUST

By:

Andrew Jay Hop

Title: Trustee

Operator:

PDC ENERGY, INC.

Name: O.F. Baldwin II

Title: Vice President Land

ACKNOWLEDGEMENTS

STATE OF COLORADO)
) ss
COUNTY OF WELD)

The foregoing instrument was acknowledged before me this 23rd day of November, 2015, by Andrew Jay Hop, individually, and as Trustee of the Paula Lee Hop Exemption Trust, to me known to be the identical person described herein, who executed the within and foregoing instrument of writing and acknowledgement to me that he duly executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

Witness my hand and official seal.

STEPHANIE L ROE
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20124063203
MY COMMISSION EXPIRES 09-28-2016

My commission expires: 9/28/2016

[Signature]

Notary Public

STATE OF COLORADO)
) ss
CITY AND COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 21st day of December, 2015, by O.F. Baldwin II, Vice President Land for PDC Energy, Inc. to me known to be the identical person described herein, who executed the within and foregoing instrument of writing and acknowledgement to me that he duly executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

Witness my hand and official seal.

My commission expires: 12/5/2016

TAMMY LEE WATERS
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20124078542
MY COMMISSION EXPIRES DECEMBER 5, 2016

Notary Public

[Signature]



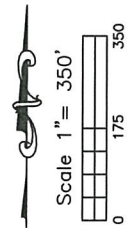
Washburn Land Surveying
www.WashburnSurveying.com
970-232-9645

EXHIBIT "A" Page 1 of 2

This Exhibit "A" is attached and made a part of that certain Memorandum of Surface Use Agreement by and between Andrew J. Hop, Paula Lee Hop Exemption Trust, owner(s), and PDC Energy, Inc., Company.

Township 5 North, Range 64 West, 6th P.M.

Section 18: NW ¼
Weld County, Colorado



Andrew J. Hop

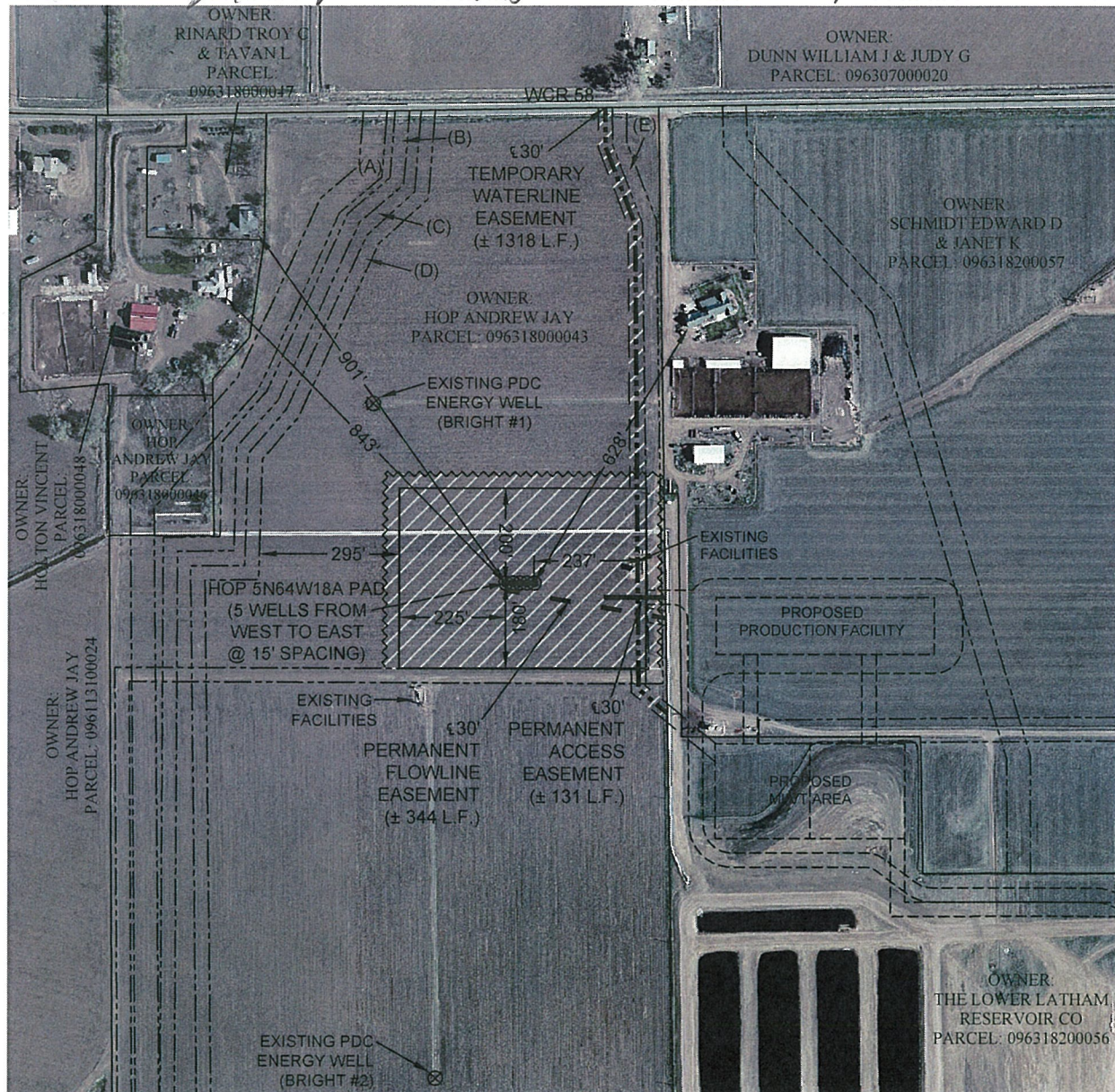
By: *[Signature]*

Date: *12-8-15*

Paula Lee Hop Exemption Trust, By Andrew J. Hop

By: *[Signature]*

Date: *12-8-15*



NOTES:

/// OIL & GAS OPERATIONS AREA = ± 6.2 ACRES

- — — — — APPROXIMATE PERMANENT ACCESS EASEMENT
- - - - - APPROXIMATE PERMANENT FLOWLINE EASEMENT
- APPROXIMATE TEMPORARY WATERLINE EASEMENT
- ~~~~~ SOUNDWALL (NORTH, EAST & WEST SIDES, 30' OUTSIDE OF THE DRILL PAD)

- ALL FIVE WELL FLOWLINES TO BE LOCATED WITHIN THE 30' PERMANENT FLOWLINE EASEMENT.

- EXISTING PIPELINE R.O.W:

- (A): 50' WIDE - REC# 3515531 (COLORADO INTRSTATE GAS COMPANY)
- (B): 30' WIDE - REC# 3865055 (DCP MIDSTREAM, LP)
- (C): 30' WIDE - REC# 3906799 (FRONT RANGE PIPELINE, LLC)
- (D): 30' WIDE - REC# 4104833 (DCP MIDSTREAM, LP)
- (E): 30' WIDE - REC# 3302458 (DUKE ENERGY FIELD SERVICES, LP)

DATE: 11-3-2015



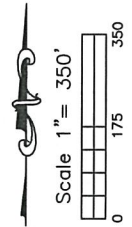
Washburn Land Surveying
www.WashburnSurveying.com
970-232-9645

EXHIBIT "A" Page 2 of 2

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Township 5 North, Range 64 West, 6th P.M.

Section 18: NW $\frac{1}{4}$
Weld County, Colorado



Andrew J. Hop

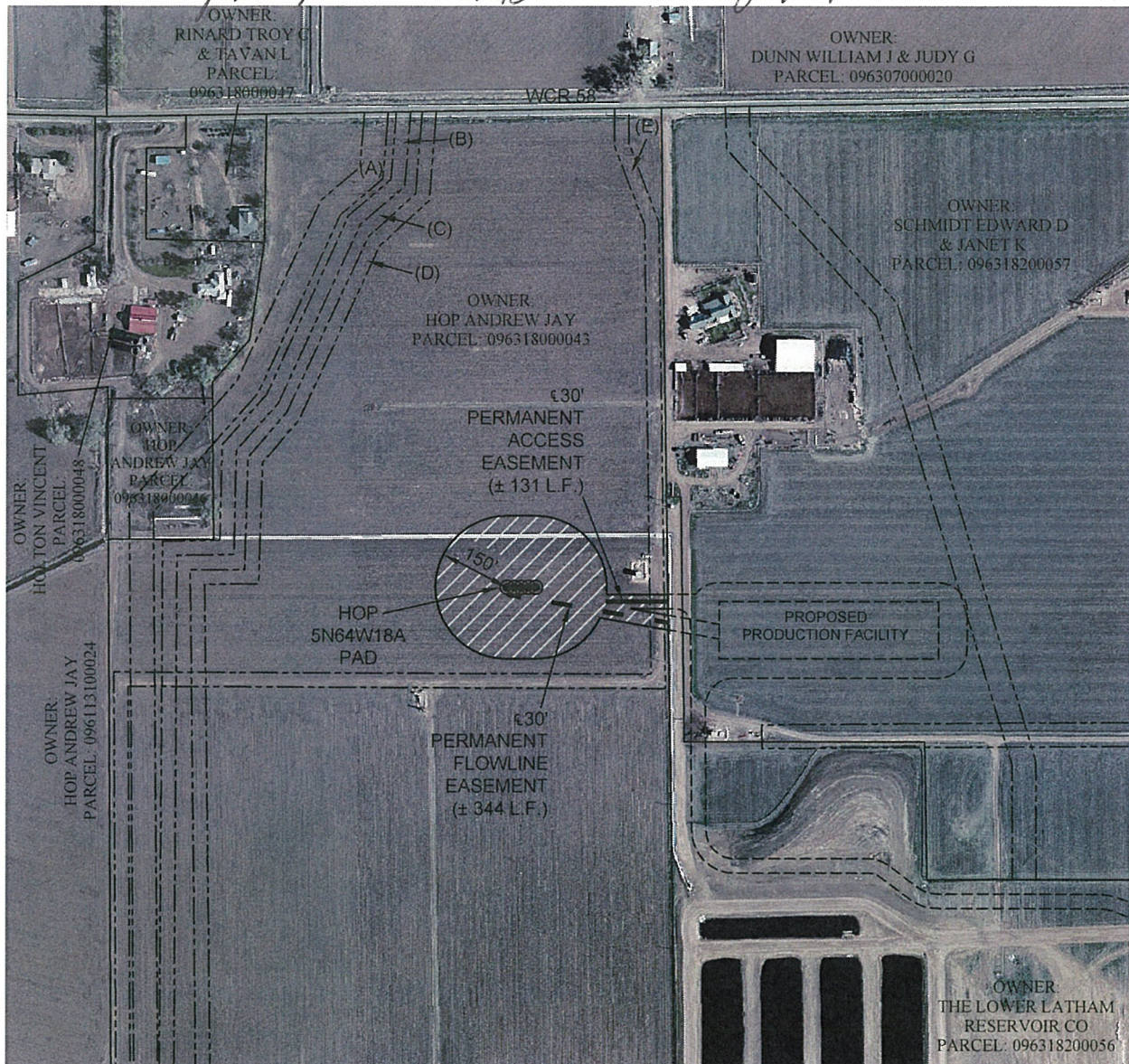
By: *[Signature]*

Date: *12-7-15*

Paula Lee Hop Exemption Trust, By Andrew J. Hop

By: *[Signature]*

Date: *12-7-15*



OIL & GAS PERMANENT DISTURBANCE = ± 2.2 ACRES

APPROXIMATE $\frac{1}{4}$ PERMANENT ACCESS EASEMENT
 APPROXIMATE $\frac{1}{4}$ PERMANENT FLOWLINE EASEMENT

NOTES:

- ALL FIVE WELL FLOWLINES TO BE LOCATED WITHIN THE 30' PERMANENT FLOWLINE EASEMENT.

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