

MEMORANDUM OF
SURFACE USE AGREEMENT

WHEREAS, Niles Miller Family Farms, LLC whose address is 1913 Goldenvue Drive, Johnstown, Colorado 80534 ("Owner"), and PDC Energy, Inc., a Delaware corporation, whose address is 1775 Sherman Street, Suite 3000, Denver, Colorado 80203 ("Company"), entered into a Surface Use Agreement dated effective October 30, 2015 (the "Agreement") covering and affecting the following described property (the "Property") more fully described on Exhibit A, attached hereto:

Township 3 North, Range 66 West, 6th P.M.
Section 20: E/2SE/4
Tax Parcel Number(s): 121120000026
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 Company the right to enter upon and use the surface and subsurface of the Property for the purpose of exploring, developing, producing, and transporting oil, gas and associated hydrocarbons from the Property and lands pooled therewith.

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

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

[Signature page follows]

MEMORANDUM OF
SURFACE USE AGREEMENT

ID: 4161591
County: WELD Pg 1 of 4
Date: 12/1/2015 Time: 9:10 AM

WHEREAS, Niles Miller Family Farms, LLC whose address is 1913 Goldenvue Drive, Johnstown, Colorado 80534 ("Owner"), and PDC Energy, Inc., a Delaware corporation, whose address is 1775 Sherman Street, Suite 3000, Denver, Colorado 80203 ("Company"), entered into a Surface Use Agreement dated effective October 30, 2015 (the "Agreement") covering and affecting the following described property (the "Property") more fully described on Exhibit A, attached hereto:

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

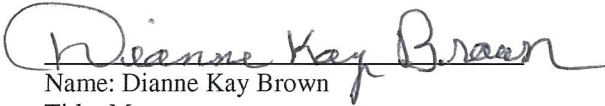
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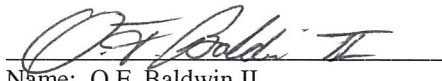
[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed this instrument this 30th day of October, 2015.

Owner:
Niles Miller Family Farms, LLC

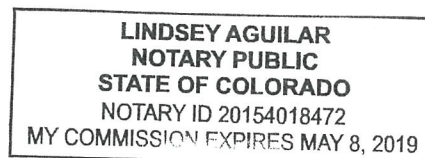

Name: Dianne Kay Brown
Title: Manager

Operator:
PDC ENERGY, INC.


Name: O.F. Baldwin II
Title: Vice President Land

ACKNOWLEDGEMENTS

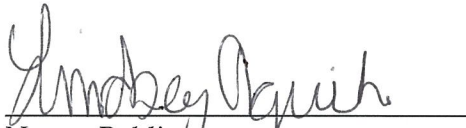
State of Colorado)
) §
County of Weld)



On this 30th day of October, 2015, before me personally appeared Dianne Kay Brown, Manager of Niles Miller Family 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 8 2019

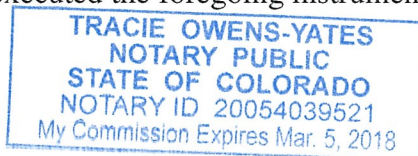

Notary Public

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

On this 18th day of November, 2015, before me personally appeared O.F. Baldwin II, Vice President 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: 3/5/2018





Notary Public

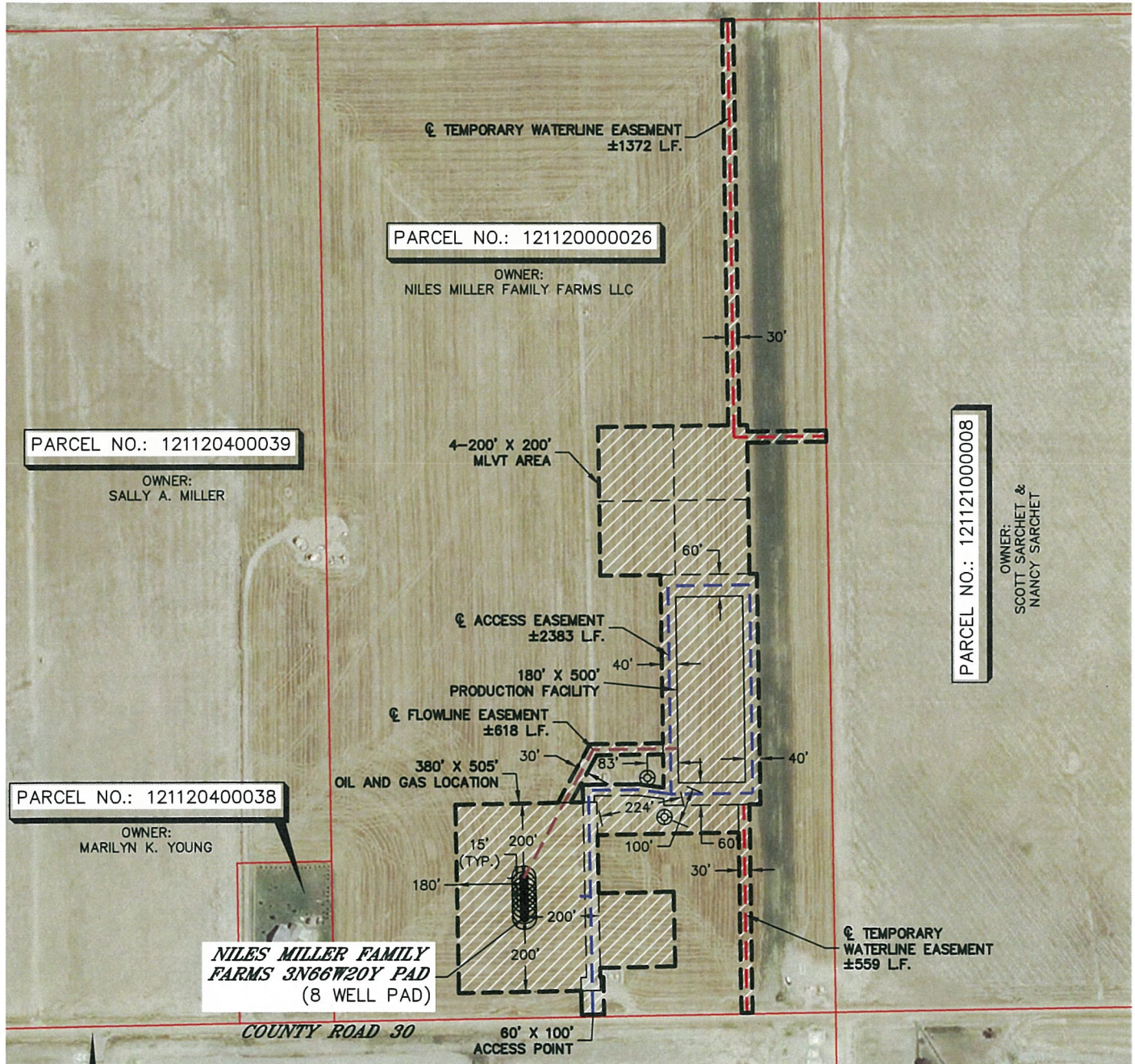
EXHIBIT "A" Page 1 of 2

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

Township 3 North, Range 66 West, 6th P.M.
Section 20: E1/2SE1/4
Weld County, Colorado

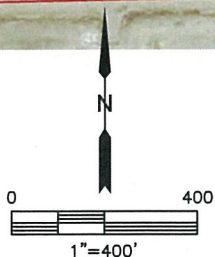
4161591 Weld Co
Pg 3/4 12/1/2015

BY: Dianne Kay Brown DATE: 10-30-15
Niles Miller Family Farms LLC



LEGEND

- OIL AND GAS OPERATIONS AREA ("OGOA") = 15.2 ACRES
- APPROXIMATE ϕ ACCESS EASEMENT
- APPROXIMATE ϕ FLOWLINE EASEMENT
- APPROXIMATE ϕ TEMPORARY WATERLINE EASEMENT



DATE: 11/06/2015
PROJECT#: 2015104

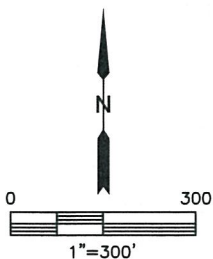
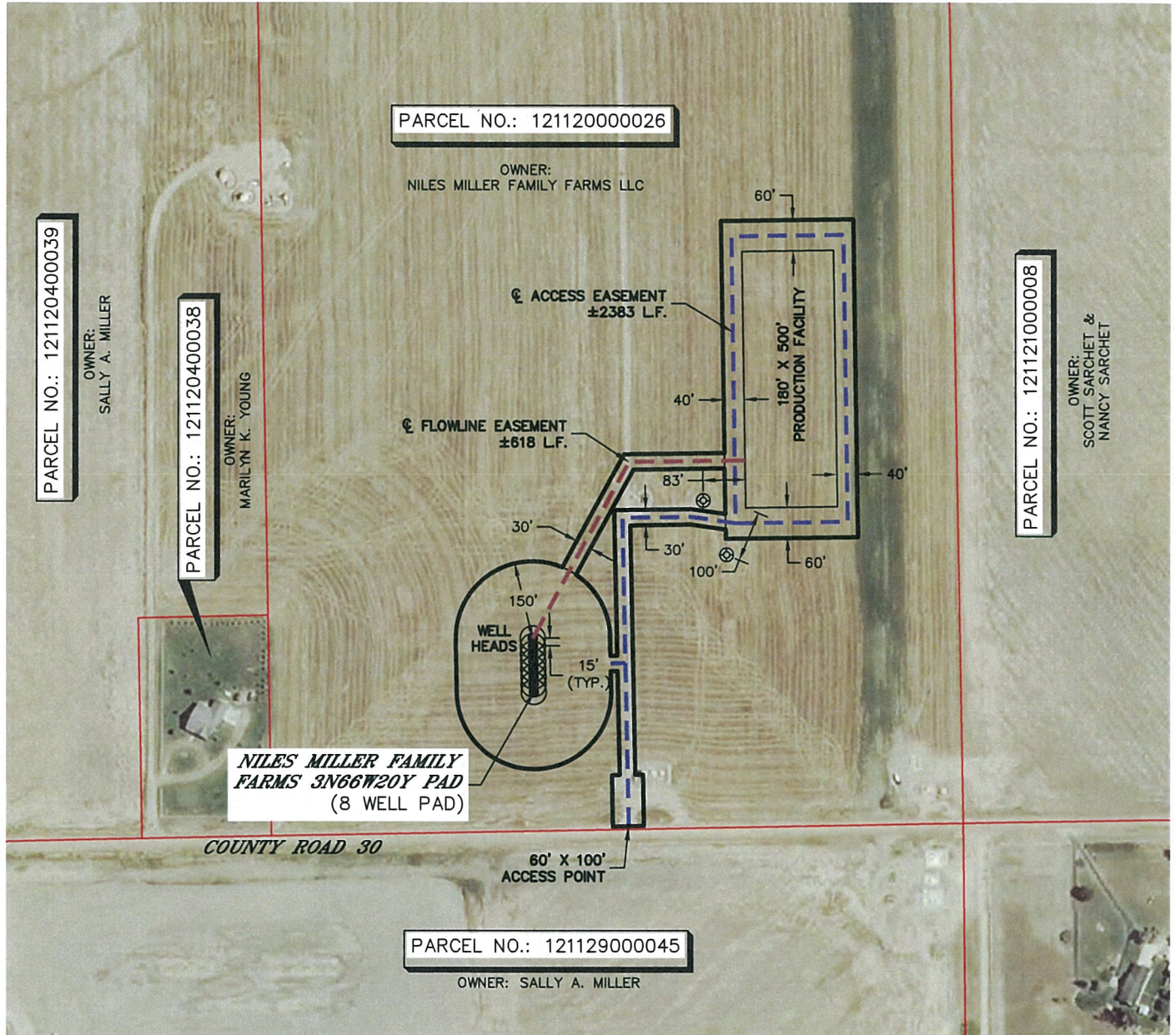
EXHIBIT "A" Page 2 of 2

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Section 20: E1/2SE1/4
Weld County, Colorado

4161591 Weld Co
Pg 4/4 12/1/2015

BY: Dianne K. Buxton DATE: 10-30-15
Niles Miller Family Farms LLC



LEGEND

- PERMANENT DISTURBANCE = 7.0 ACRES
- APPROXIMATE ϕ ACCESS EASEMENT
- APPROXIMATE ϕ FLOWLINE EASEMENT



DATE: 11/06/2015
PROJECT#: 2015104