

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]

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

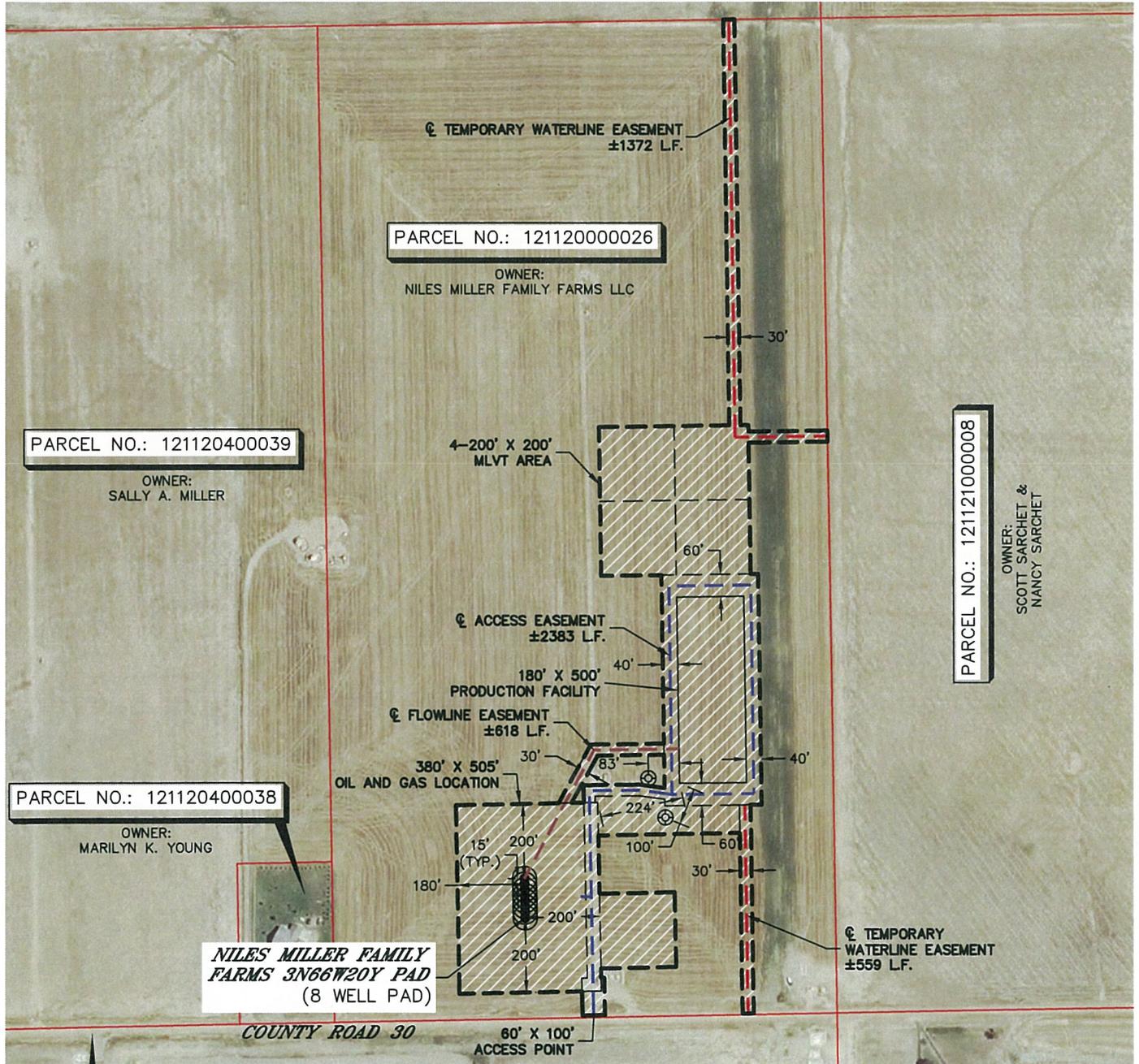
EXHIBIT "A" Page 1 of 2

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



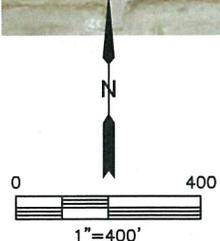
PARCEL NO.: 121121000008
 OWNER:
 SCOTT SARCHET &
 NANCY SARCHET

NILES MILLER FAMILY FARMS 3N66W20Y PAD (8 WELL PAD)

COUNTY ROAD 30

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

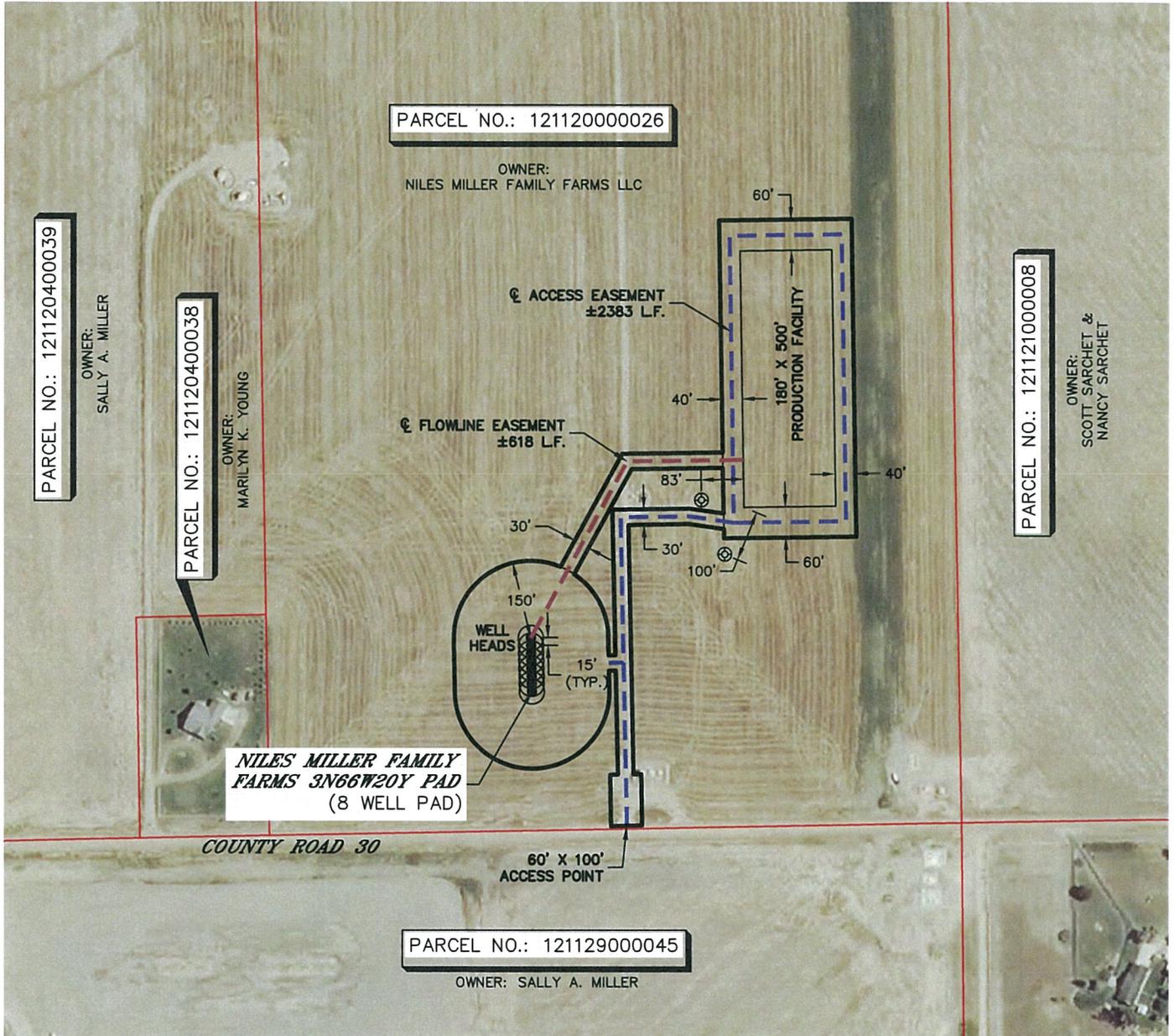
EXHIBIT "A" Page 2 of 2

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 4/4 12/1/2015

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



NILES MILLER FAMILY FARMS 3N66W20Y PAD (8 WELL PAD)

COUNTY ROAD 30

60' X 100' ACCESS POINT

PARCEL NO.: 121129000045

OWNER: SALLY A. MILLER

PARCEL NO.: 121120000026

OWNER: NILES MILLER FAMILY FARMS LLC

PARCEL NO.: 121120400039

OWNER: SALLY A. MILLER

PARCEL NO.: 121120400038

OWNER: MARILYN K. YOUNG

PARCEL NO.: 121121000008

OWNER: SCOTT SARCHET & NANCY SARCHET

ACCESS EASEMENT ±2383 L.F.

FLOWLINE EASEMENT ±618 L.F.

WELL HEADS 15' (TYP.)

60'

40'

83'

30'

30'

150'

100'

60'

60'

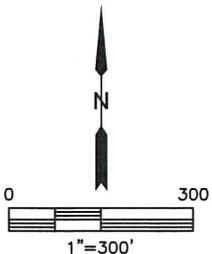
40'

40'

60'

LEGEND

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



DATE: 11/06/2015
 PROJECT#: 2015104