

AMENDMENT TO SURFACE USE AGREEMENT

THIS AMENDMENT TO SURFACE USE AGREEMENT ("Amendment") is entered into by and between Roberta L. Cecil, as Executor of the Estate of Elvera D. Carlson ("Owner"), whose address is 34269 County Road 51, Eaton, Colorado 80615 and 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").

Legal Location: Township 6 North, Range 64 West, of the 6th P.M.
Section 7: East Half of the South East 1/4
Tax Parcel # 080107000006
Weld County, Colorado ("Property")

WHEREAS, the parties entered into that certain Surface Use Agreement dated November 7th, 2015 ("Agreement");

WHEREAS, the parties desire to amend and revise that certain Agreement;

WHEREAS, the parties hereby amend that Agreement with the following corrections and revisions to that certain Agreement:

1. Replacement of Exhibit A. The parties agree that Amended Exhibit A dated December 10, 2015; attached and made a part hereto replaces and supersedes Exhibit A to the Agreement.
2. The parties are in agreement with adding one (1) additional well to the Elvera well pad location along with expanding the size of the Elvera Production Facility, further described in Amended Exhibit A, attached hereto.
3. The parties are both in agreement that the location of the permanent access road leading to the Carlson well pad, and the Carlson facility/battery location shall change, along with the temporary access location. As indicated and shown on the Amended Exhibit A.
4. Replacement of Exhibit B. The parties are in agreement to revise Exhibit B to add one (1) additional well, the Elvera 7S-332 and revise the names the Wells. Amended Exhibit B, attached and made a part hereto replaces and supersedes Exhibit B to the Agreement.

WHEREAS, Company and Owner agree that all provisions of the Agreement shall remain the same, other than the amendments and revisions set forth herein.

WHEREAS, Amendment shall extend to, bind and inure to the benefit of, Owner and Company, and their respective heirs, personal representatives, successors and assigns.

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein, the receipt and sufficiency of which is hereby acknowledged. Owner and Company indicate their acceptance of the foregoing by executing in the space provided below.

AGREED TO AND ACCEPTED THIS 18th Day Of DECEMBER, 2015

But effective for all purposes as of this 18th Day Of DECEMBER, 2015

OWNER:

Estate of Elvera D. Carlson

Roberta L. Cecil
Roberta L. Cecil, Executor

COMPANY:

PDC Energy, Inc.

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

WITNESS:

Robert L. Carlson
Name: Robert Carlson

EXHIBIT "A" Page 1 of 4

This Exhibit "A" is attached and made a part of that certain Amended Surface Use Agreement by and between Elvera D. Carlson, owner(s), and PDC Energy, Inc., Company.

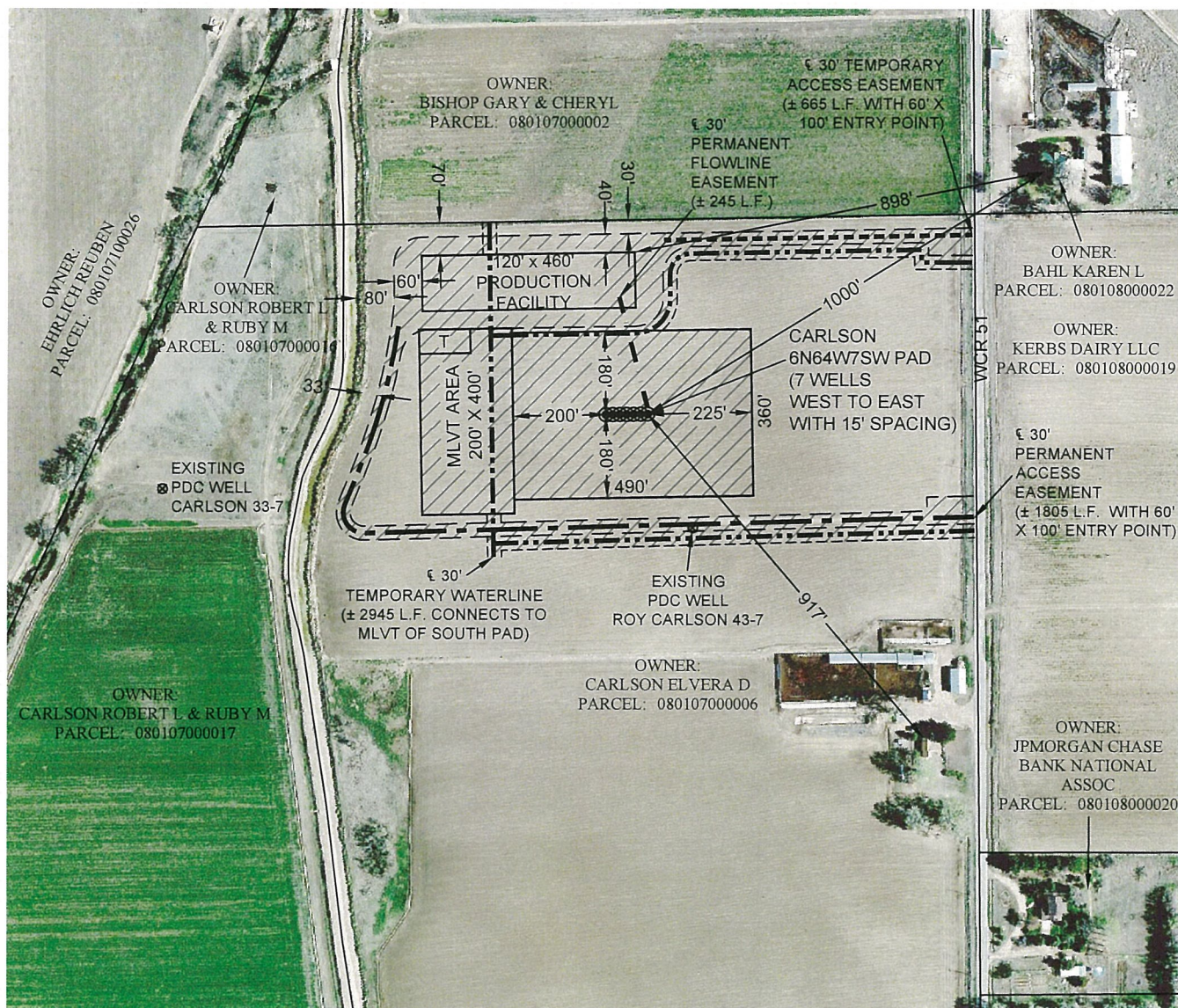
Township 6 North, Range 64 West, 6th P.M.

Section 7: E½ of the SE¼
Weld County, Colorado

Roberta L. Cecil

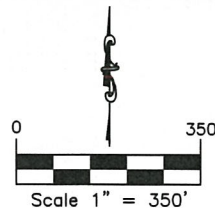
By: Roberta L. Cecil
Executor of the Estate of Elvera D. Carlson

Date: 12/18/15



////// OIL & GAS OPERATIONS AREA = ± 12.0 ACRES

- — — — — APPROXIMATE 30' PERMANENT ACCESS EASEMENT
- - - - - APPROXIMATE 30' PERMANENT FLOWLINE EASEMENT
- · · · · APPROXIMATE 30' TEMPORARY WATERLINE EASEMENT
- - - - - APPROXIMATE 30' TEMPORARY ACCESS EASEMENT
- T TEMPORARY WATER TANK AREA (52' X 110')



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

DATE: 12-17-2015 SHEET 1 OF 4

EXHIBIT "A" Page 2 of 4

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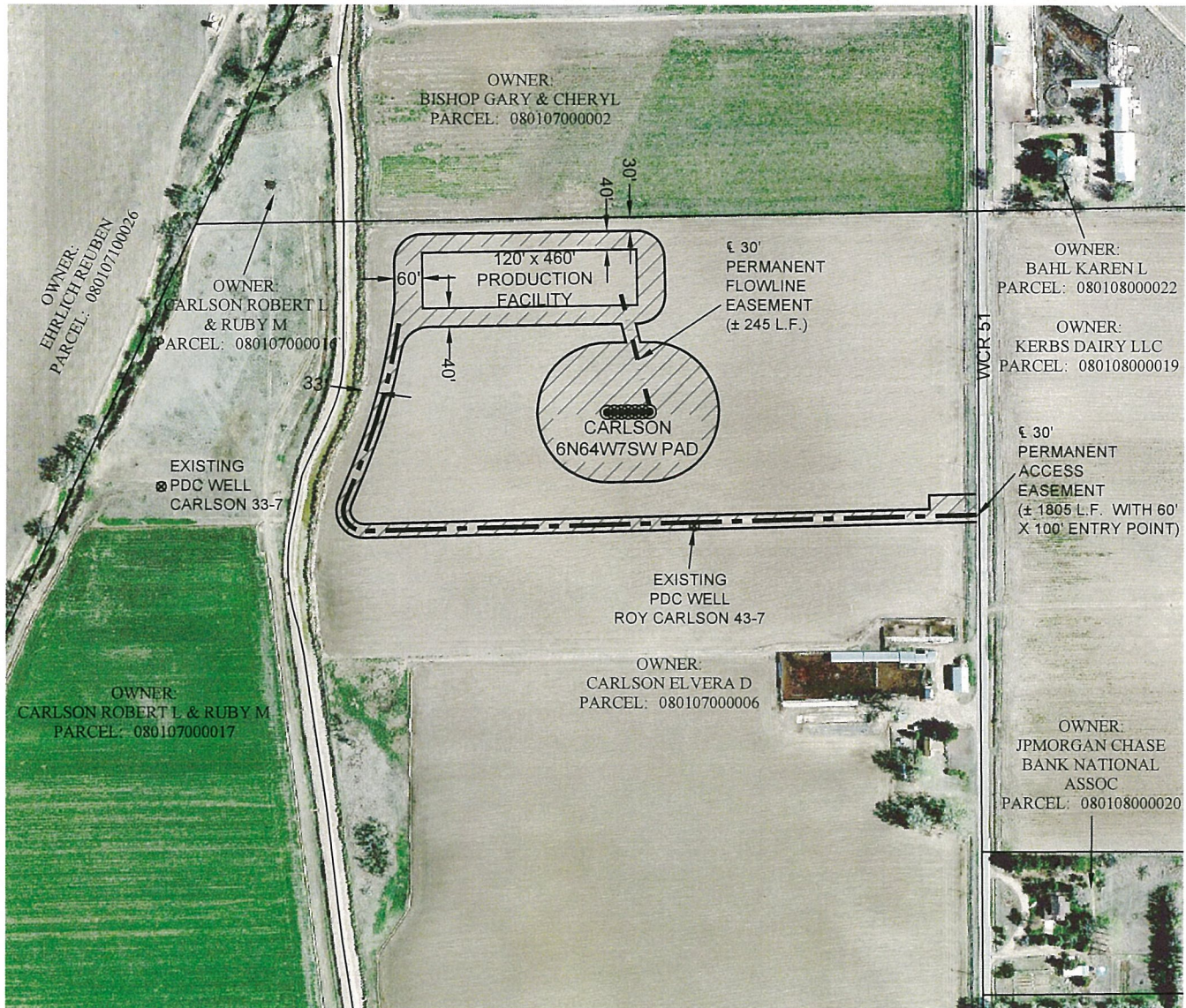
Township 6 North, Range 64 West, 6th P.M.

Section 7: E $\frac{1}{2}$ of the SE $\frac{1}{4}$
Weld County, Colorado

Roberta L. Cecil

By: Roberta L. Cecil
Executor of the Estate of Elvera D. Carlson

Date: 12/18/15



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OIL & GAS PERMANENT DISTURBANCE = ± 6.2 ACRES
 APPROXIMATE ± PERMANENT ACCESS EASEMENT
 APPROXIMATE ± PERMANENT FLOWLINE EASEMENT

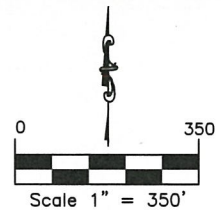


EXHIBIT "A" Page 3 of 4

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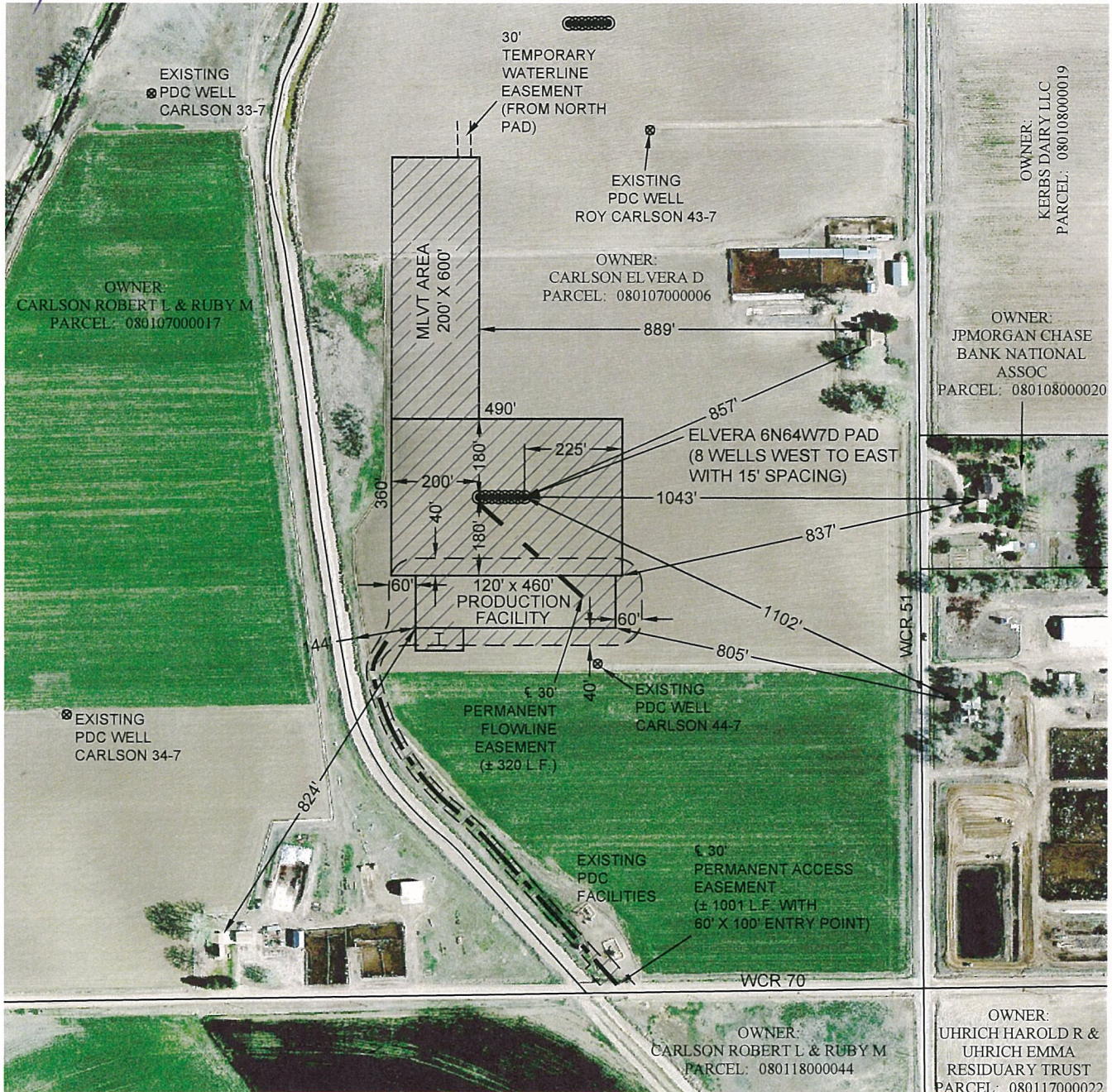
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Section 7: E½ of the SE¼
Weld County, Colorado

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////// OIL & GAS OPERATIONS AREA = ± 10.0 ACRES
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--- APPROXIMATE PERMANENT FLOWLINE EASEMENT
T TEMPORARY WATER TANK AREA (52' X 110')

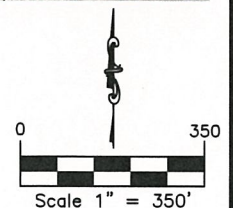


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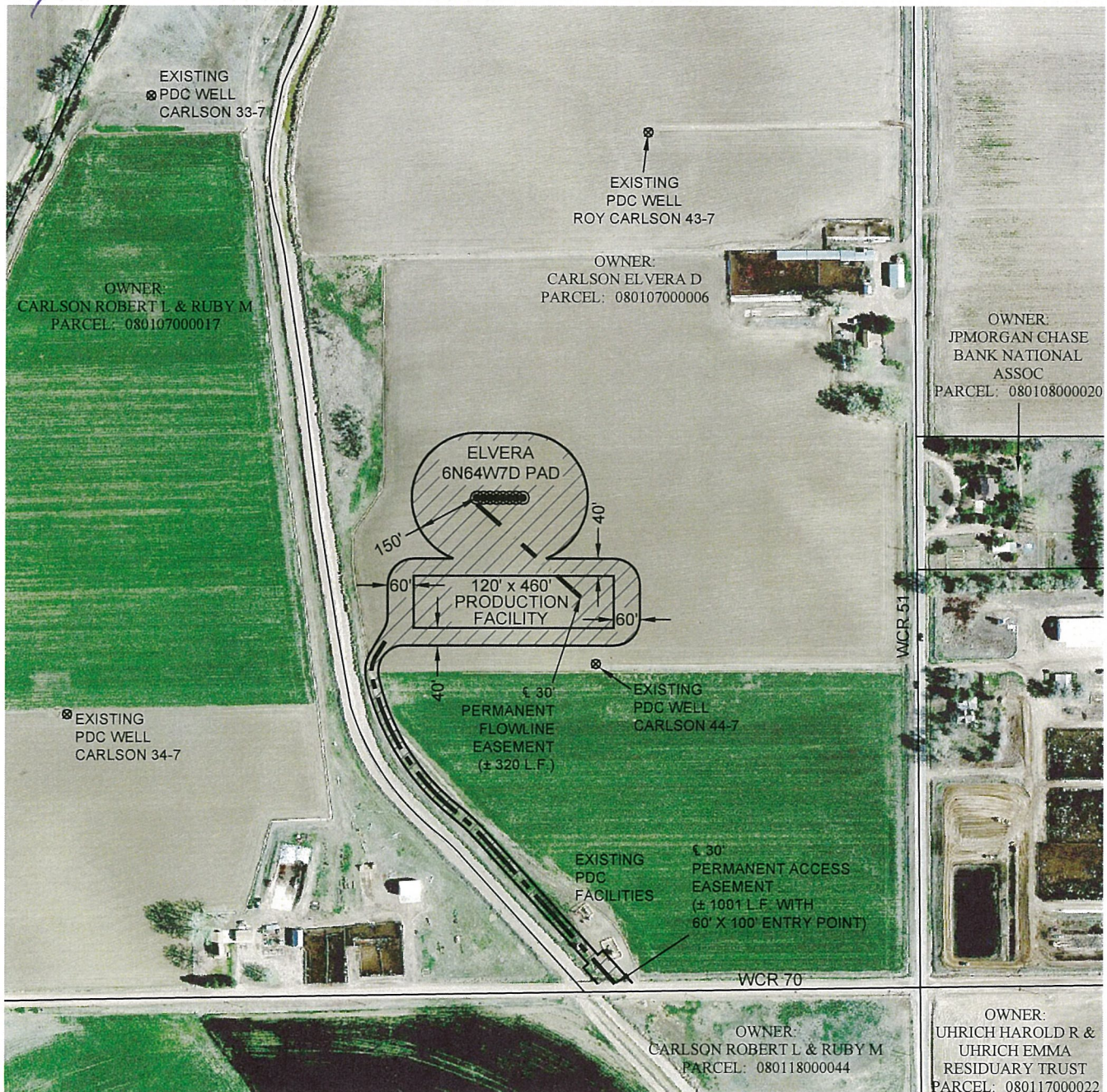
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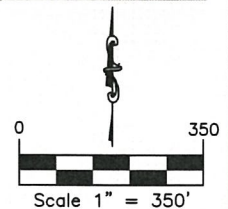
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Date: 12/18/15



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- OIL & GAS PERMANENT DISTURBANCE = ± 5.7 ACRES
- APPROXIMATE ± PERMANENT ACCESS EASEMENT
- APPROXIMATE ± PERMANENT FLOWLINE EASEMENT



DATE: 12-17-2015 SHEET 4 OF 4

Exhibit B
“Wells”

Well Names:

Carlson 7S-314
Carlson 7S-204
Carlson 7S-404
Carlson 7S-212
Carlson 7S-312
Carlson 7S-202
Carlson 7S-432

Elvera 7S-334
Elvera 7S-234
Elvera 7D-314
Elvera 7D-404
Elvera 7S-332
Elvera 7D-212
Elvera 7D-312
Elvera 7D-402