

## 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 6<sup>th</sup> 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 18<sup>th</sup> Day Of DECEMBER, 2015

But effective for all purposes as of this 18<sup>th</sup> Day Of DECEMBER, 2015

**OWNER:**  
Estate of Elvera D. Carlson

  
Roberta L. Cecil, Executor

**COMPANY:**  
PDC Energy, Inc.

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

**WITNESS:**

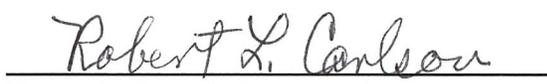
  
Name: Robert Carlson

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.

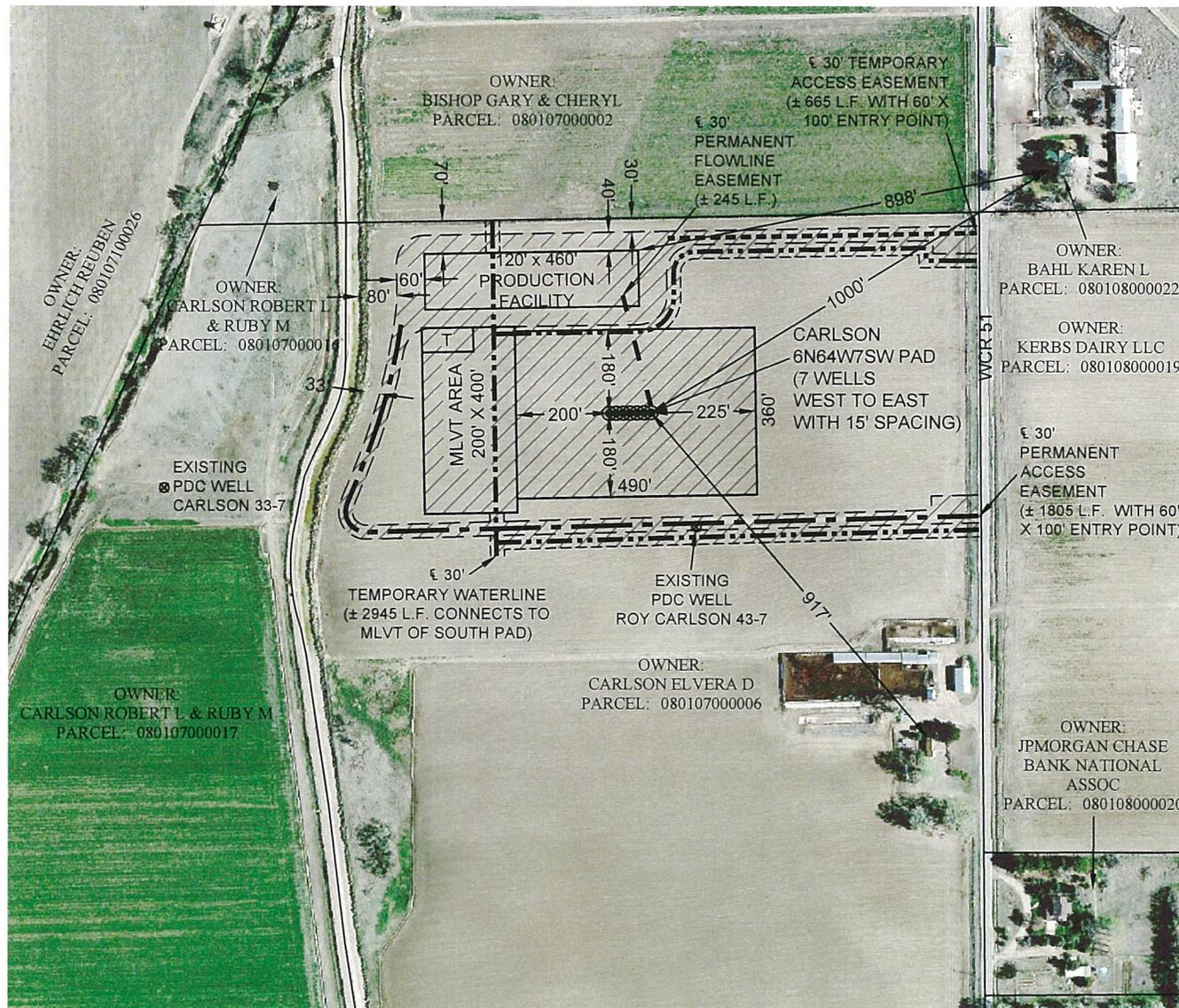
Township 6 North, Range 64 West, 6th P.M.

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

Roberta L. Cecil

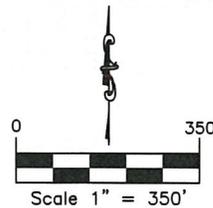
By: Roberta L. Cecil  
Executor of the Estate of Elvera D. Carlson

Date: 12/18/15



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

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



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

EXHIBIT "A" Page 2 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.

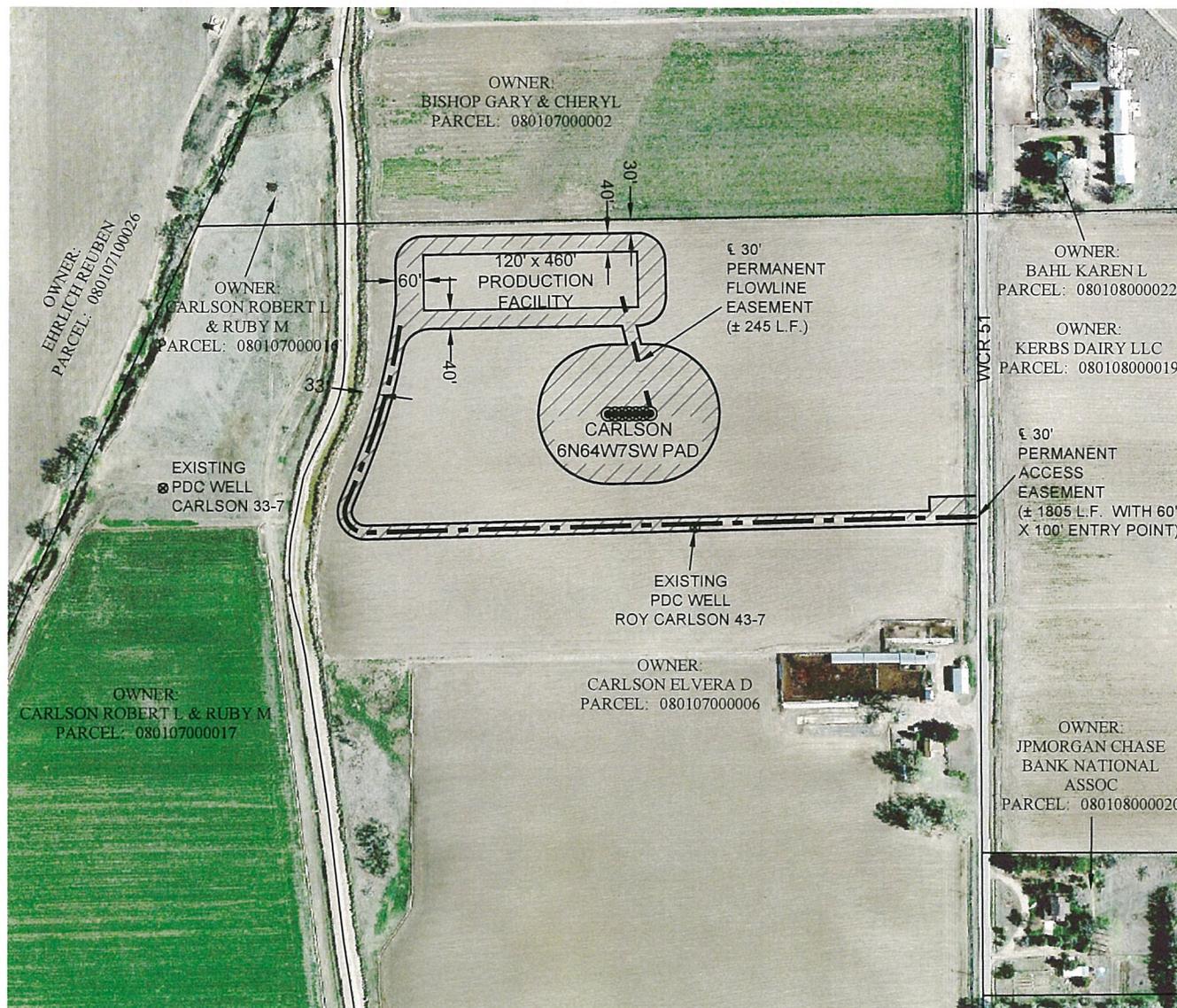
Township 6 North, Range 64 West, 6th P.M.

Section 7: E½ of the SE¼  
Weld County, Colorado

Roberta L. Cecil

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

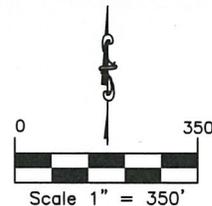
Date: *12/18/15*



 OIL & GAS PERMANENT DISTURBANCE = ± 6.2 ACRES

 APPROXIMATE ½ PERMANENT ACCESS EASEMENT

 APPROXIMATE ½ PERMANENT FLOWLINE EASEMENT



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EXHIBIT "A" Page 3 of 4

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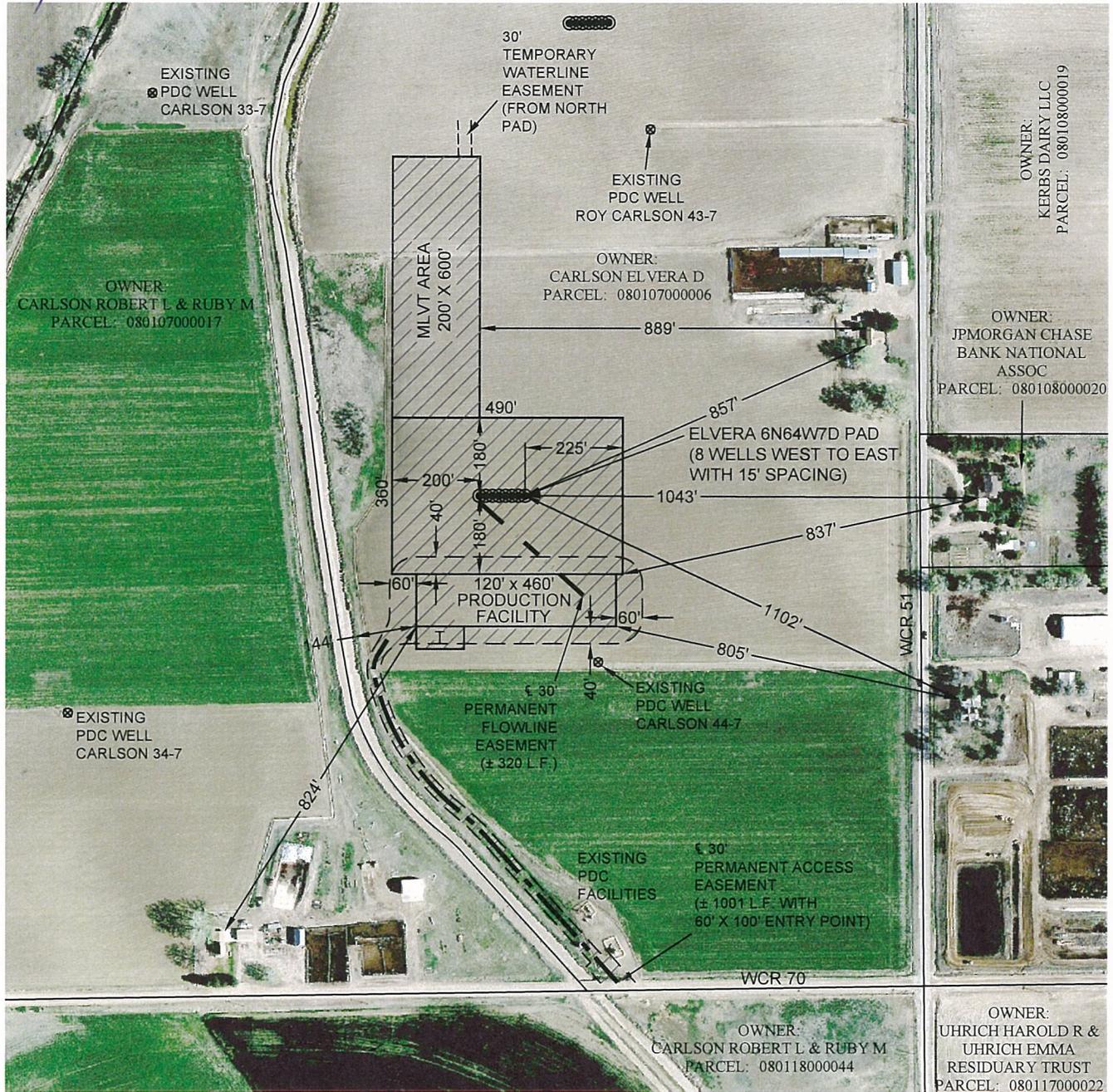
Township 6 North, Range 64 West, 6th P.M.

Section 7: E 1/2 of the SE 1/4  
Weld County, Colorado

Roberta L. Cecil

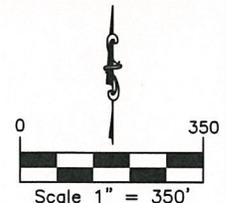
By: *Roberta L. Cecil*  
Executer of the Estate of Elvera D. Carlson

Date: *12/18/15*



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- OIL & GAS OPERATIONS AREA = ± 10.0 ACRES
- APPROXIMATE  $\frac{1}{2}$  PERMANENT ACCESS EASEMENT
- APPROXIMATE  $\frac{1}{2}$  PERMANENT FLOWLINE EASEMENT
- TEMPORARY WATER TANK AREA (52' X 110')



DATE: 12-17-2015 SHEET 3 OF 4

EXHIBIT "A" Page 4 of 4

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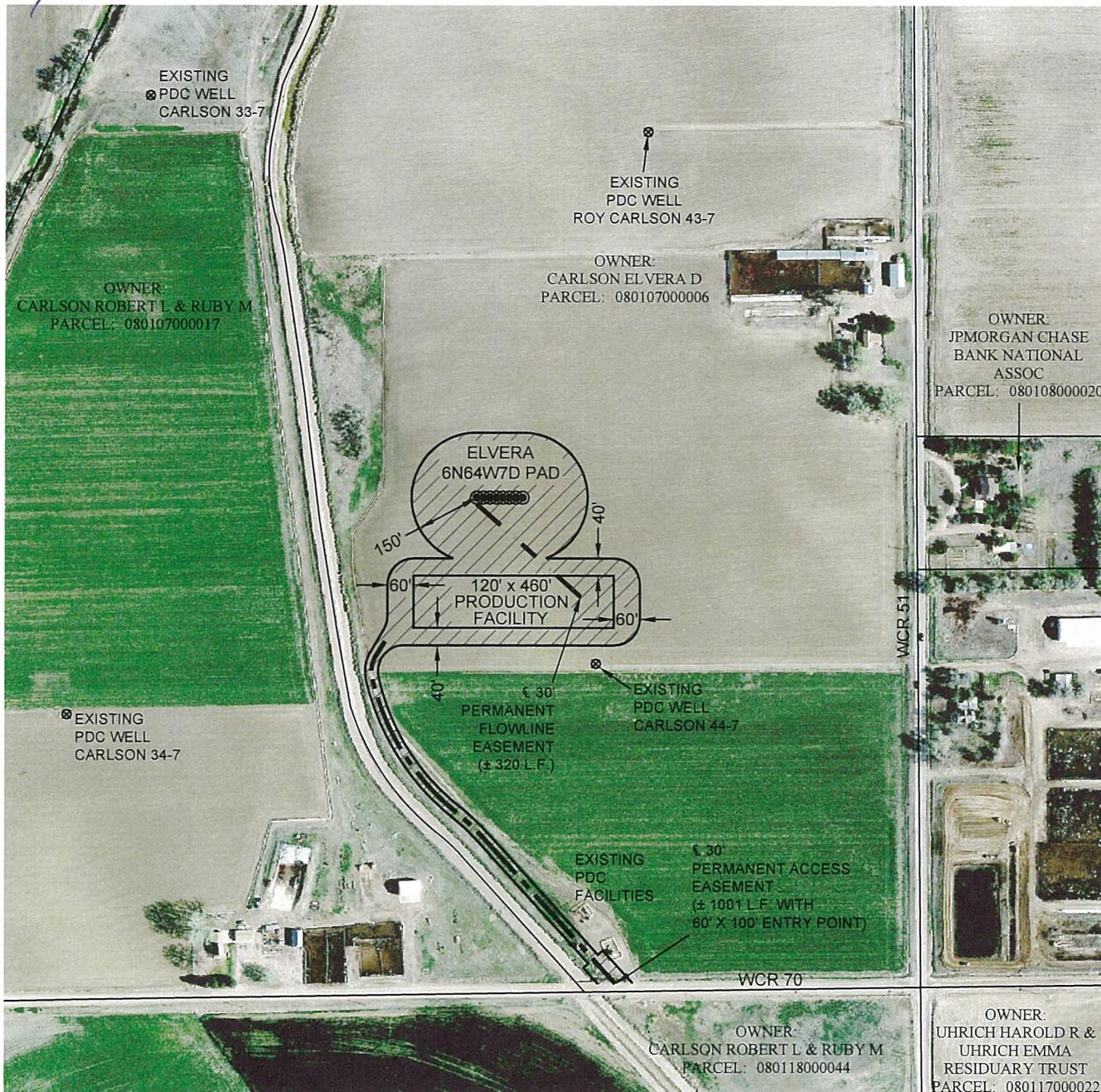
Township 6 North, Range 64 West, 6th P.M.

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

Roberta L. Cecil

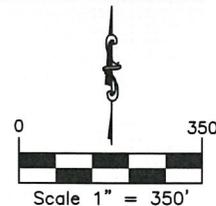
By: *Roberta L. Cecil*  
Executor of the Estate of Elvera D. Carlson

Date: *12/18/15*



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- OIL & GAS PERMANENT DISTURBANCE = ± 5.7 ACRES
- APPROXIMATE  $\frac{1}{2}$  PERMANENT ACCESS EASEMENT
- APPROXIMATE  $\frac{1}{2}$  PERMANENT FLOWLINE EASEMENT



**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