

# MEMORANDUM OF SURFACE USE AGREEMENT

WHEREAS, Josephine M. Klein Family Trust and Louis L. Klein Irrevocable Trust whose address is c/o Terry Klein, 122 Pahiatua Aokautere Road, RDI, Palmerston North, New Zealand (collectively "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 ~~September~~ <sup>October</sup> 17 2016 (the "Agreement") covering and affecting the following described property (the "Property") more fully described on Exhibit A, attached hereto: TSK

Township 5 North, Range 64 West of the 6<sup>th</sup> P.M.  
 Section 19: North East 1/4  
 Tax Parcel Numbers: 0963191000034  
 Weld County, Colorado  
 Except Lot A (Tax Parcel Number: 096319100001) of record  
 Exemption No. 0963-19 RE-4436, according to the Plat recorded on  
 August 28<sup>th</sup>, 2006 at Reception No. 3414980, Weld County, Colorado  
 ("Property")

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.

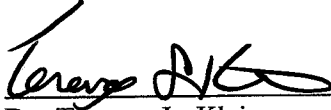
WHEREAS, the Agreement shall remain in full force and effect until Company's leasehold estate in the Property and the lands pooled therewith expires or is terminated, and Company has plugged and abandoned all wells and conducted reclamation in accordance with the applicable rules and regulations of the 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.

IN WITNESS WHEREOF, the parties hereto have executed this instrument this 17<sup>th</sup> day of TSK  
 September, 2016. TSK

TSK

**Owner:**  
**JOSEPHINE M. KLEIN FAMILY TRUST**



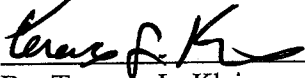
By: Terence L. Klein  
Title: Trustee

**Operator:**  
**PDC ENERGY, INC.**

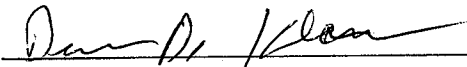


(Name: O.F. Baldwin II  
Title: Vice President Land

**Owner:**  
**LOUIS L. KLEIN IRREVOCABLE TRUST**



By: Terence L. Klein  
Title: Trustee



By: Dennis D. Klein  
Title: Trustee



ACKNOWLEDGEMENTS

Palmerston North )  
New Zealand ) §

On this 17<sup>th</sup> day of ~~September~~ <sup>October</sup> 2016, before me personally appeared Terrance L. Klein, Trustee, for the Josephine M. Klein Family Trust and the Louis L. Klein Irrevocable Trust, 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. TJK  
97

(SEAL)

My commission expires: Lifetime

MAURICE BATHURST ROWE  
NOTARY PUBLIC  
65 RANGITIKEI STREET  
PALMERSTON NORTH  
NEW ZEALAND  
Notary Public



State of Colorado )  
County of Weld ) §

BARNEY L. HAMMOND  
NOTARY PUBLIC  
STATE OF COLORADO  
NOTARY ID 20114032801  
MY COMMISSION EXPIRES JULY 8, 2019

On this 17<sup>th</sup> day of ~~September~~ <sup>OCTOBER</sup> 2016, before me personally appeared Dennis D. Klein, Trustee, for the Louis L. Klein Irrevocable Trust, 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: 7/8/2019

Notary Public BARNEY L. HAMMOND

State of Colorado )  
City and County of Denver ) §

On this 21<sup>st</sup> day of ~~November~~ <sup>December</sup>, 2016, 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

TRACIE OWENS-YATES  
NOTARY PUBLIC  
STATE OF COLORADO  
NOTARY ID 20054039521  
My Commission Expires Mar. 5, 2018

TJK  
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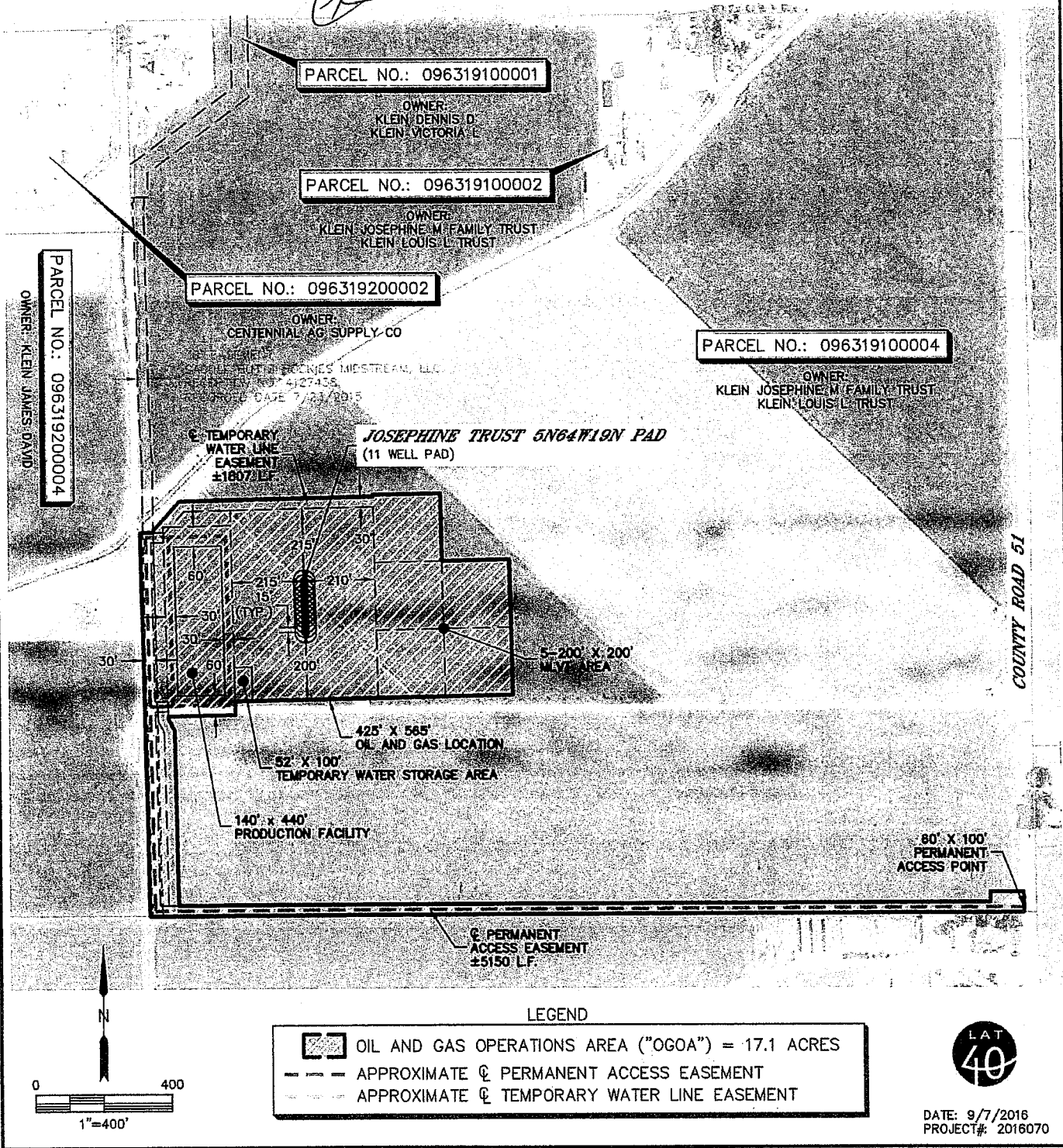
EXHIBIT "A" Page 1 of 2

This Exhibit "A" is attached to and made a part of that certain Memorandum of Surface Use Agreement by and between Klein Josephine M Family Trust, Klein Louis L Trust Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 5 North, Range 64 West, 6th P.M.  
Section 19: S1/2NE1/4  
Weld County, Colorado

Reviewed by Owner: Klein Josephine M Family Trust, Klein Louis L Trust

Initial here: TSK DL Initial here: TSK

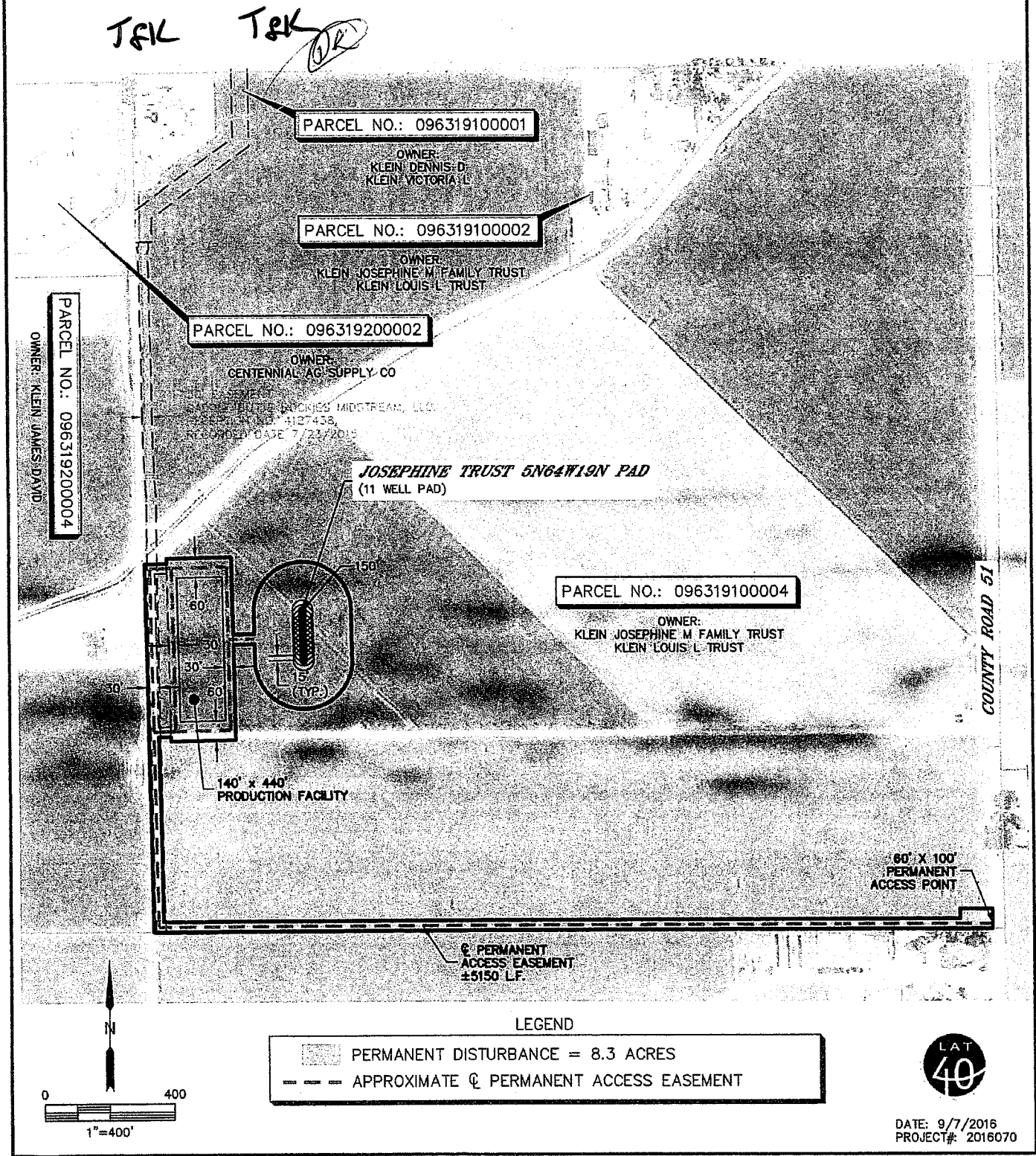


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EXHIBIT "A" Page 2 of 2

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