

MEMORANDUM OF
SURFACE USE AGREEMENT

WHEREAS, Complete Energy Services, Inc. whose address is P.O. Box 3907, Enid, Oklahoma 73702 ("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 January 5, 2017 (the "Agreement") covering and affecting the following described property (the "Property") more fully described on Exhibit A, attached hereto:

Township 5 North, Range 65 West, of the 6th P.M.
Section 25: North West 1/4
Tax Parcel Numbers 096125200005
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.

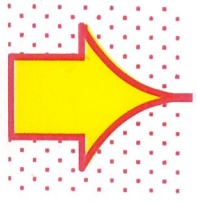
NOW THEREFORE this Memorandum is placed of record for the purpose of giving notice of the Agreement. The parties acknowledge that they are bound by all of the terms and conditions of the Agreement and that the Agreement is a covenant running with the Property and binds and inures to the benefit of Owner 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]

IN WITNESS WHEREOF, the parties hereto have executed this instrument this 5th day of January, 2017.

Owner:
COMPLETE ENERGY SERVICES, INC.

Operator:
PDC ENERGY, INC.


Kelly Gray
Name: Kelly Gray
Title: Vice President & Controller

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

ACKNOWLEDGEMENTS


State of Oklahoma)
County of Oklahoma) §

On this 26 day of January, 2017, before me personally appeared Kelly Gray, Vice President and Controller, for Complete Energy Services, 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: 02/19/2018 02/19/18 Debbie Martin
Notary Public



State of Colorado)
City and County of Denver) §

On this 19th day of January, 2017, 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

Tracie Owens-Yates
Notary Public

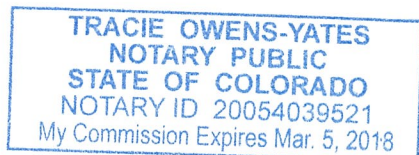


EXHIBIT "A" Page 2 of 2

This Exhibit "A" is attached and made a part of that certain Memorandum of the Surface Use Agreement by and between Complete Energy Services, Inc., Owner, and PDC Energy, Inc., Company.

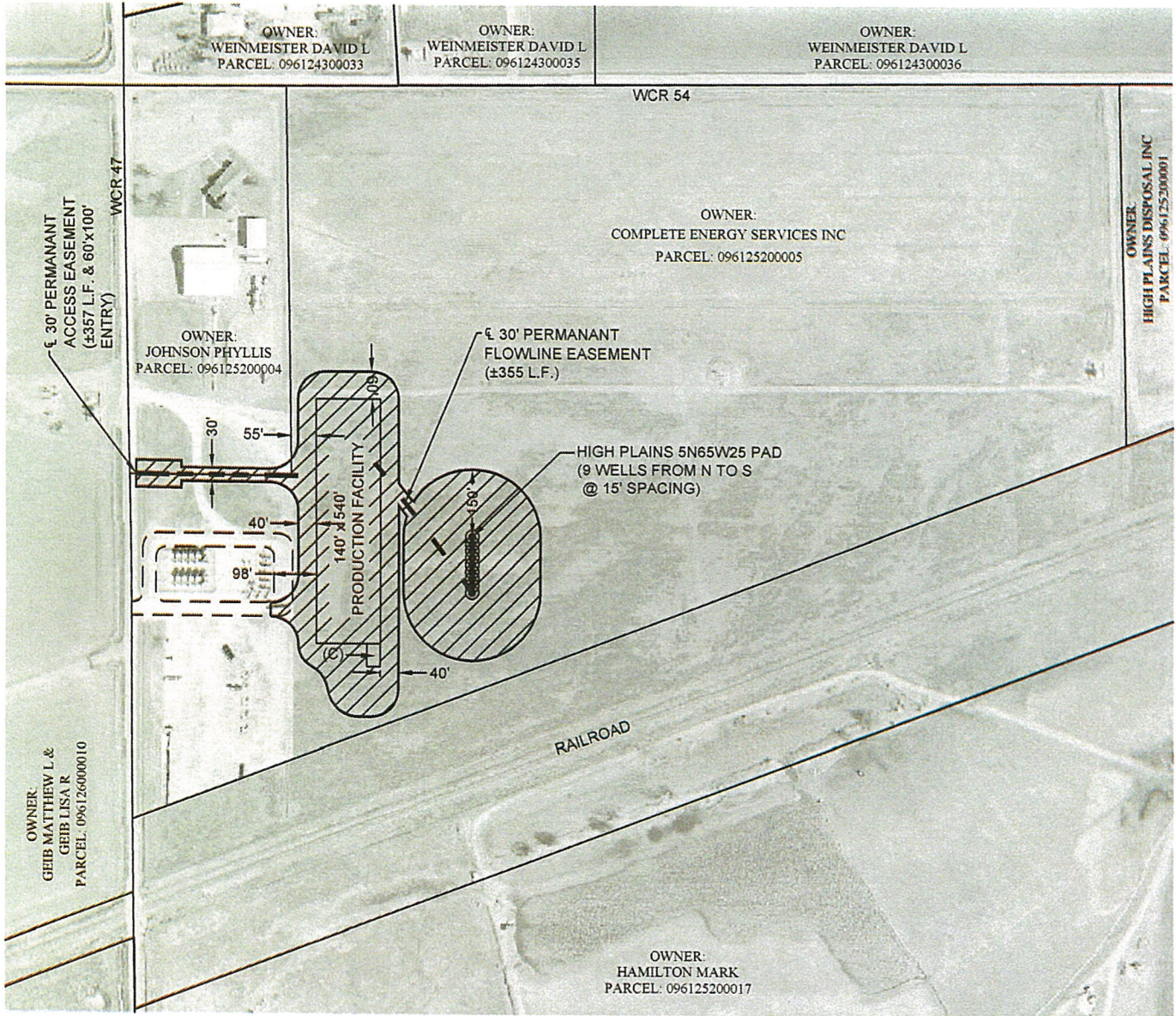
Township 5 North, Range 65 West, 6th P.M.

Section 25: NW ¼
Weld County, Colorado

Owner Signature

By: Kelly Gray

Date: 1/26/17



DATE: 1-18-2017

- OIL & GAS PERMANENT DISTURBANCE = ± 6.5 ACRES

- APPROXIMATE 30' PERMANENT ACCESS EASEMENT
 - APPROXIMATE 30' PERMANENT FLOWLINE EASEMENT
 (C) - 30' X 50' OIL METERING AREA.



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



Scale 1" = 350'

0 175 350

EXHIBIT "A" Page 1 of 2

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Township 5 North, Range 65 West, 6th P.M.

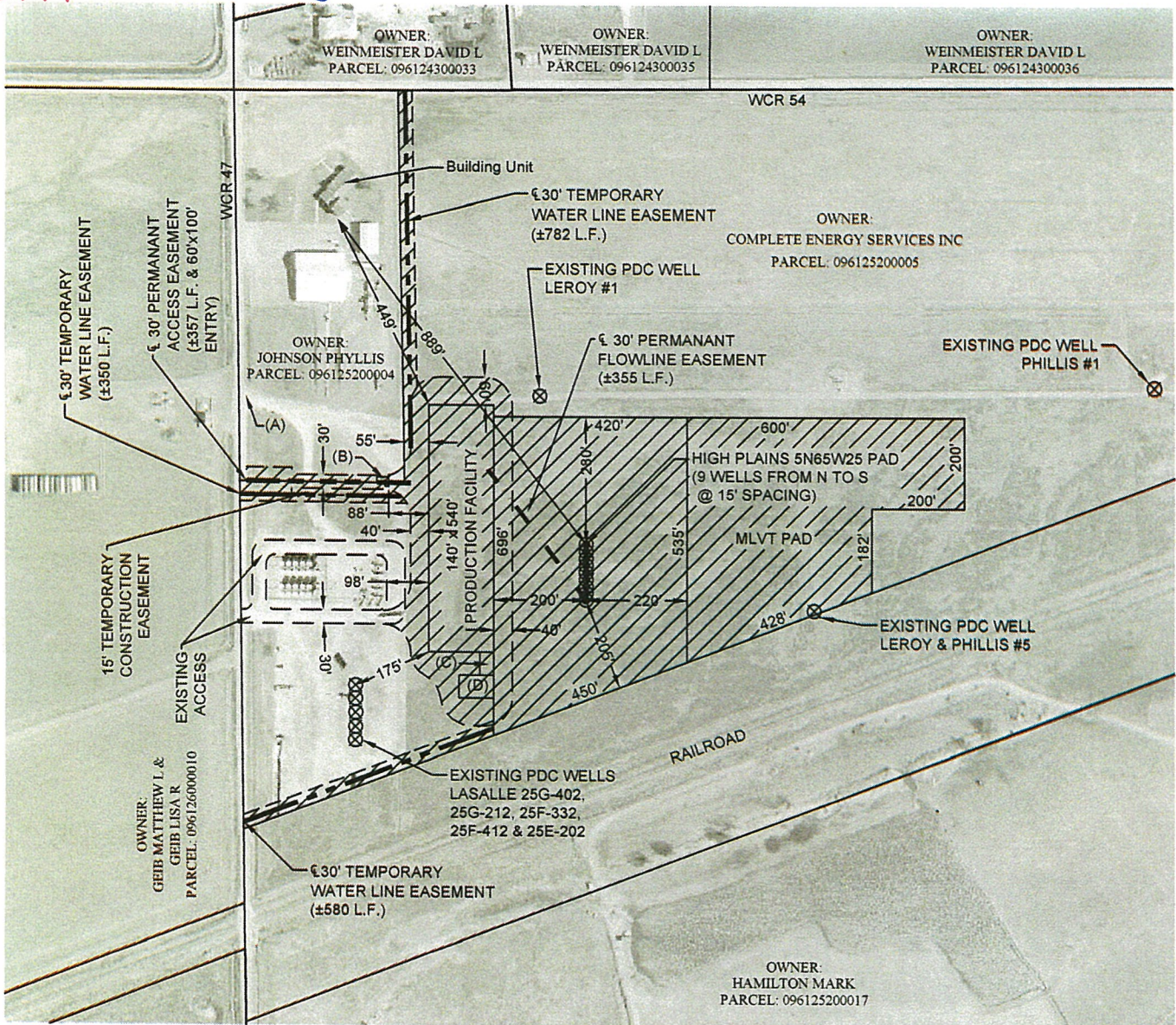
Section 25: NW ¼
Weld County, Colorado

Owner Signature

By:

Keely Gray

Date: 1/26/17



DATE: 1-18-2017



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

- //// - OIL & GAS OPERATIONS AREA = ± 15.6 ACRES
- - APPROXIMATE ± PERMANENT ACCESS EASEMENT
- - APPROXIMATE ± TEMPORARY WATERLINE EASEMENT
- - APPROXIMATE ± PERMANENT FLOWLINE EASEMENT
- PROPERTY DESIGNATED "USR"

- (A) - EXISTING ACCESS TO BE VACATED AFTER CONSTRUCTION HAS BEEN COMPLETED DURING PAD RECLAMATION.
- (B) - EXISTING RISER FACILITY.
- (C) - 30' X 50' OIL METERING AREA.
- (D) - 75' X 50' TEMPORARY WATER TANK AREA.



Scale 1" = 350'

