

MEMORANDUM OF  
SURFACE USE AGREEMENT

WHEREAS, Wilmoth Farms 3-W, LLC, an Arizona Limited Liability Company, whose address is 1023 Lincoln Mall, #201, Lincoln, Nebraska 68508 ("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 11-28-2016, 2016 (the "Agreement") covering and affecting the following described property (the "Property") more fully described on Exhibit A, attached hereto:

Township 4 North, Range 64 West of the 6<sup>th</sup> P.M.  
Section 5: NW/4  
Tax Parcel Numbers 105305000017  
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 28 day of November, 2016.

Owner:  
Wilmoth Farms 3-W, LLC

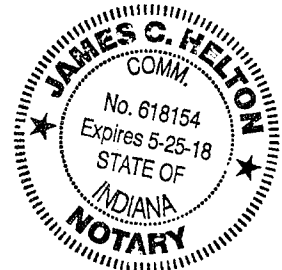
Robert E. Wilmoth  
Name: Robert E. Wilmoth  
Title: Manager

Operator:  
PDC ENERGY, INC.

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

### ACKNOWLEDGEMENTS

State of Indiana )  
County of Hamilton ) §



On this 28 day of NOV, 2016, before me personally appeared Robert E Wilmoth 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: 05/25/2018

James C Helton  
Notary Public

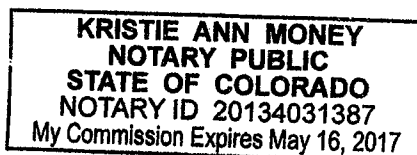
State of Colorado )  
City and County of Denver ) §

On this 10 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: 5/16/17

[Signature]  
Notary Public



IN WITNESS WHEREOF, the parties hereto have executed this instrument this 22<sup>nd</sup> day of December, 2016.

**Owner:**  
**Wilmoth Farms 3-W, LLC**

*Robert E. Wilmoth*  
Name: Robert E. Wilmoth  
Title: Manager

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

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

### ACKNOWLEDGEMENTS

State of Indiana )  
 ) §  
County of Hamilton )

On this 24 day of Dec, 2016, before me personally appeared Robert Wilmoth,  
\_\_\_\_\_ 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: 3-15-18

*[Signature]*  
Notary Public

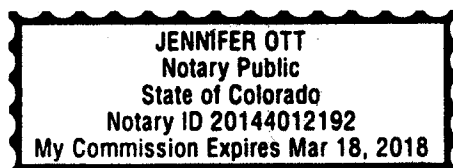
State of Colorado )  
 ) §  
City and County of Denver )

On this 22 day of December, 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: 3/18/2018

*Jennifer Ott*  
Notary Public




This Exhibit "A" is attached to and made a part of that certain Surface Use Agreement by and between Wilmoth Farms 3-W LLC, Owner, and PDC Energy, Inc., Company. Covering the following lands:

Reviewed by Owner: Wilmoth Farms 3-W LLC

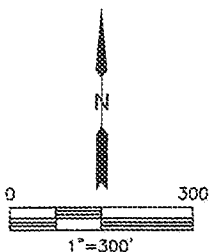
Initial here: AD



-  OIL AND GAS OPERATIONS AREA ("OGOA") = 14.5 ACRES  
 ~ ~ ~ ~ ~ APPROXIMATE @ PERMANENT ACCESS EASEMENT  
 ~ ~ ~ ~ ~ APPROXIMATE @ TEMPORARY ACCESS EASEMENT  
 ~ ~ ~ ~ ~ APPROXIMATE @ TEMPORARY WATER LINE EASEMENT  
 ~ ~ ~ ~ ~ APPROXIMATE @ BURIED POWER LINE EASEMENT



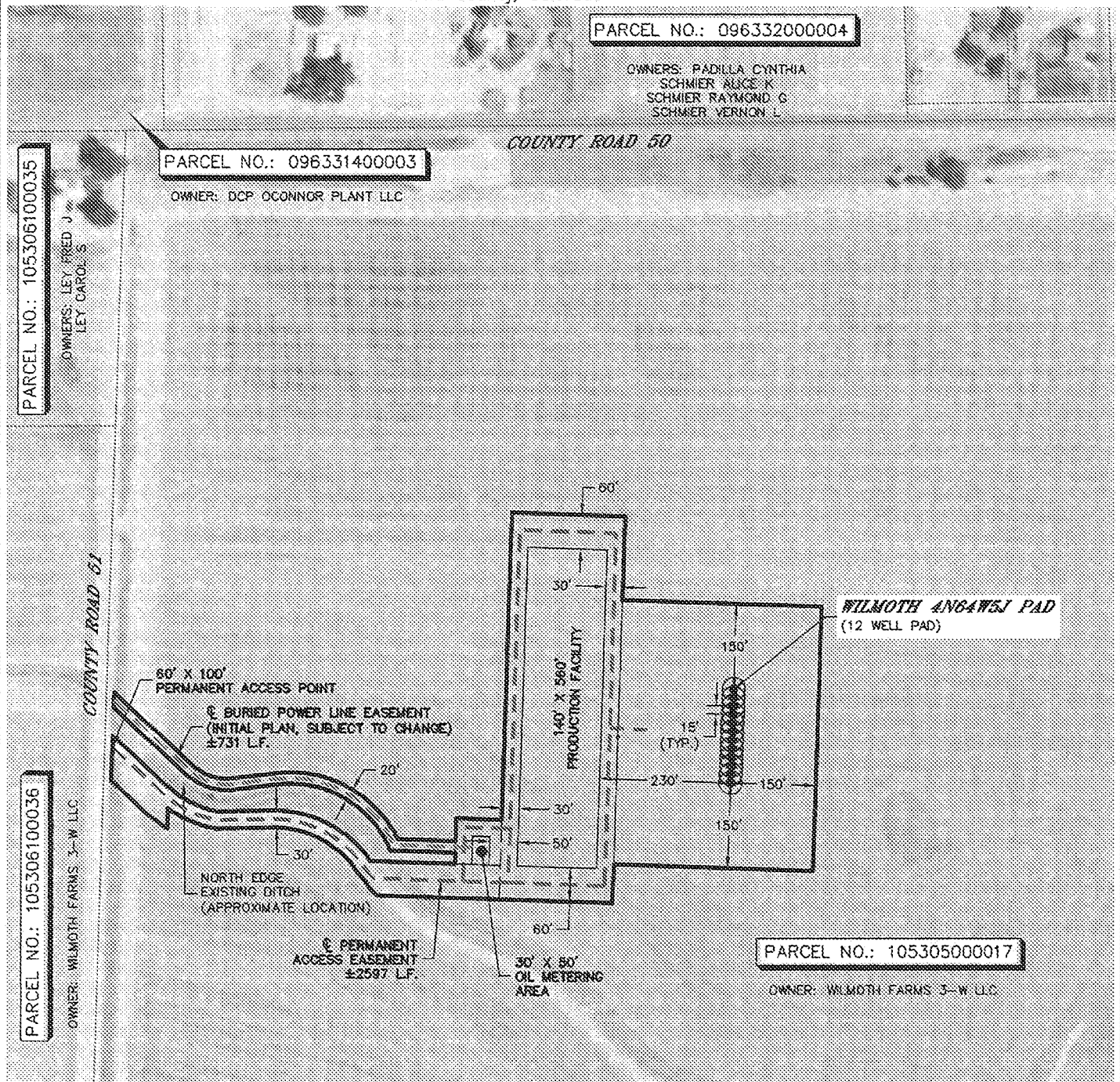
DATE: 11/18/2016  
PROJECT#: 2016109



## EXHIBIT "A" Page 2 of 2

This Exhibit "A" is attached to and made a part of that certain Surface Use Agreement by and between Wilmoth Farms 3-W LLC, Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 4 North, Range 64 West, 6th P.M.  
Section 5: NW1/4  
Weld County, Colorado



## LEGEND



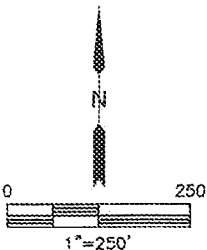
PERMANENT DISTURBANCE = 8.1 ACRES



APPROXIMATE E PERMANENT ACCESS EASEMENT



APPROXIMATE E BURIED POWER LINE EASEMENT



DATE: 11/18/2016  
 PROJECT#: 2016109

**Exhibit B**  
**“Wells”**

Well Name: Wilmoth E 5A-202  
Wilmoth E 5A-232  
Wilmoth E 5A-302  
Wilmoth E 5A-312  
Wilmoth E 5J-232  
Wilmoth E 5K-312  
Wilmoth W 5A-204  
Wilmoth W 5A-214  
Wilmoth W 5A-304  
Wilmoth W 5A-314  
Wilmoth W 5A-334  
Wilmoth W 5J-234