

**AMENDMENT TO
SURFACE USE AGREEMENT**

THIS AMENDMENT TO SURFACE USE AGREEMENT (“Amendment”) is entered into by and between Thistle Down, Inc. (“Owner”), whose address is 22019 County Road 54, Greeley, Colorado 80631, 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 5 North, Range 64 West of the 6th P.M.
Section 31: Part of the N2
Tax Parcel # 096331200001
Sec 31: Part of the SW4
Tax Parcel # 096331300017
Weld County, Colorado (“Property”)

RECITALS

WHEREAS, Owner and Company entered in to a Surface Use Agreement dated November 16, 2016 (the “Original Agreement”) and Memorandum of Surface Use Agreement dated November 16, 2016 placed of record at reception #4254527 in the Weld County, Colorado records;

WHEREAS, Owner and Company desire to amend the Original Agreement as stated below;

NOW THEREFORE, in consideration of the compensation paid to Owner pursuant to the Original Agreement, and other good and valuable consideration, as well as the mutual promises and covenants contained herein, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. Defined Terms. All capitalized terms used herein, but not defined herein, shall have the meanings given to such terms in the Original Agreement.
2. Amended Easement. The Parties mutually agree to amend the OGOA and/or Easements, as defined by the Original Agreement, pursuant to the attached Exhibit “A” which reflects certain revisions to Company Operations.
3. Wells. The parties agree to amend the Wells as shown below. The Wells shall now be defined to include a total of Twenty (20) wells as described herein. Therefore, any reference to the Wells in the Agreement or in the Amendment shall include the below:

Daisy 5N64W31F PAD: Daisy 31E-302, Daisy 31E-232, Daisy 31E-332, Daisy 31F-212, Daisy 31F-302, Daisy 31F-202, Daisy 31F-332, Daisy 31F-232, Daisy 31G-312, Daisy 31G-202

Thistle Down 5N64W31H PAD: Thistle Down 31G-402, Thistle Down 31G-332, Thistle Down 31G-232, Thistle Down 31H-312, Thistle Down 31H-202, Thistle Down 31H-302, Thistle Down 31H-232, Thistle Down 31H-332, Thistle Down 31i-212, Thistle Down 31i-302

4. Amend Addendum to Surface Use Agreement - Special Considerations:

Amend paragraph 1 as follows:

Company shall pay Center Point Irrigation, 26915 County Road 44, Kersey, Colorado 80644, for material and labor costs directly related to the purchase of irrigation materials and related installation costs to be used to continue to irrigate those portions of the property, more fully described on Exhibit C (“Irrigation Payment”) attached hereto. Said Irrigation Payment shall not exceed Forty-Nine Thousand Five Hundred Seventy-Five Dollars and 19/100ths (49,575.19), unless prior written consent is obtained from Company.

Amend paragraph 2 as follows:

Said Irrigation Payment shall be made forty-five (45) days prior to construction of the Oil and Gas Operations Area by check payable to Center Point Irrigation located at the above address.

5. Counterparts. This Amendment may be executed by the Parties in any number of counterparts, each of which shall be deemed an original instrument, but all of which together shall constitute one and the same instruments. Electronically delivered signatures shall be considered binding and deemed to be original counterparts for all purposes.
6. Successors and Assigns. This Amendment shall extend to and bind Owner and Company, and their respective heirs, personal representatives, successors and assigns. The rights and obligations contained herein shall constitute covenants running with the Property.
7. Ratification. The Parties hereby ratify the Original Agreement, as amended hereby, and represent and warrant to each Party that the Original Agreement is in full force and effect.

IN WITNESS WHEREOF, the Parties have executed this Amendment on this 17th
day of July, 2017, but effective for all purposes as of the Effective Date of the
Original Agreement.

OWNER:
Thistle Down, Inc.

COMPANY:
PDC Energy, Inc.



By: Michael J. Boulter
Title: President



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

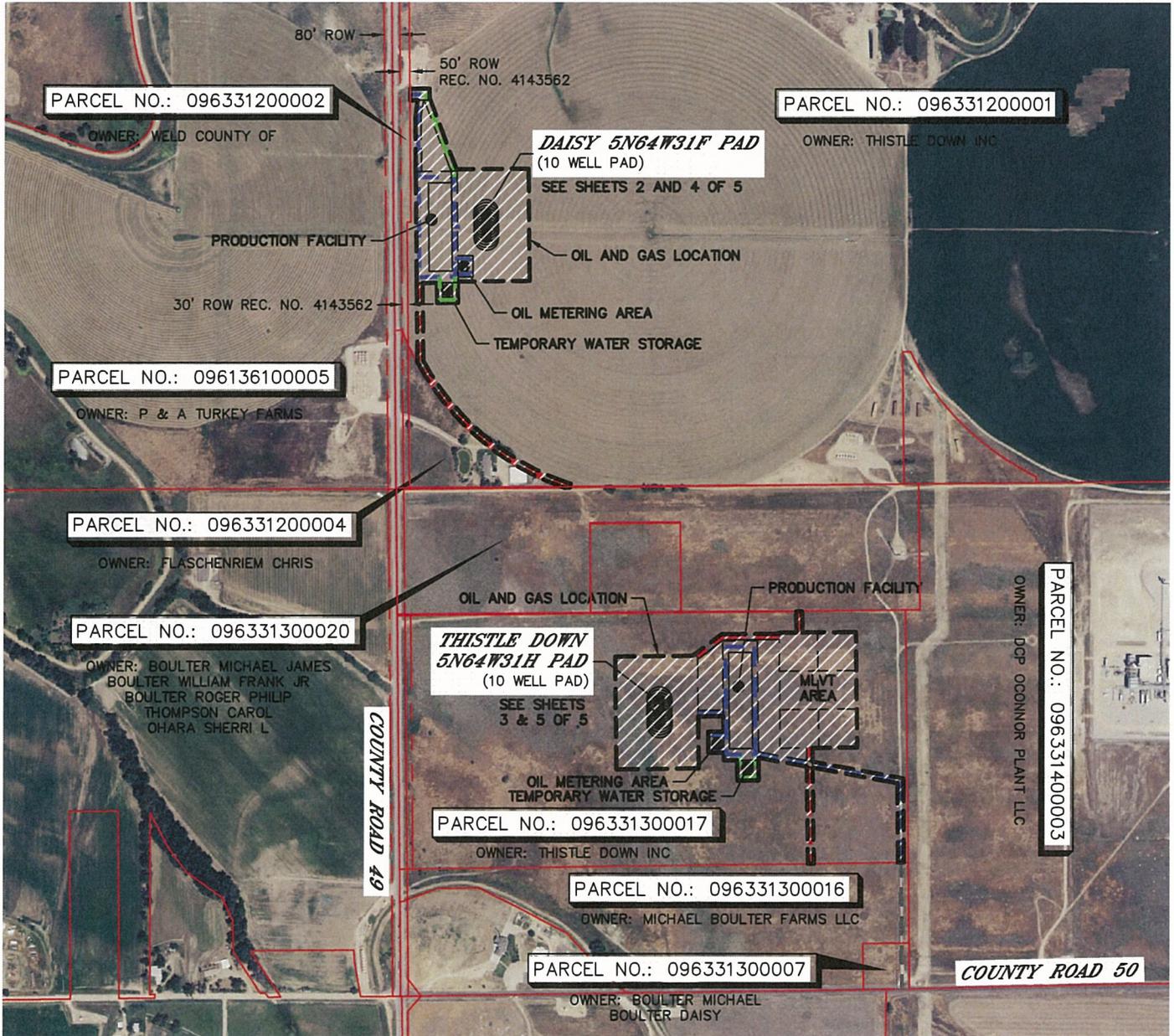
EXHIBIT "A" Page 1 of 5

This Exhibit "A" is attached to and made a part of that Amendment to a certain Surface Use Agreement by and between Thistle Down Inc Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 5 North, Range 64 West, 6th P.M.
 Section 31: W1/2NW1/4, SW1/4
 Weld County, Colorado

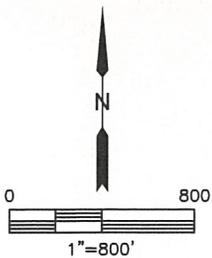
Reviewed by Owner: Thistle Down Inc.

Initial here: Y.J.R.



LEGEND

-  OIL AND GAS OPERATIONS AREA ("OGOA") = 29.1 ACRES
-  APPROXIMATE \odot PERMANENT ACCESS EASEMENT
-  APPROXIMATE \odot TEMPORARY ACCESS EASEMENT
-  APPROXIMATE \odot TEMPORARY WATER LINE EASEMENT

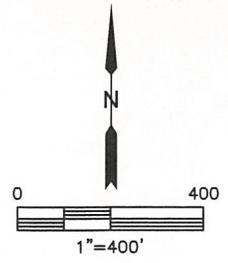
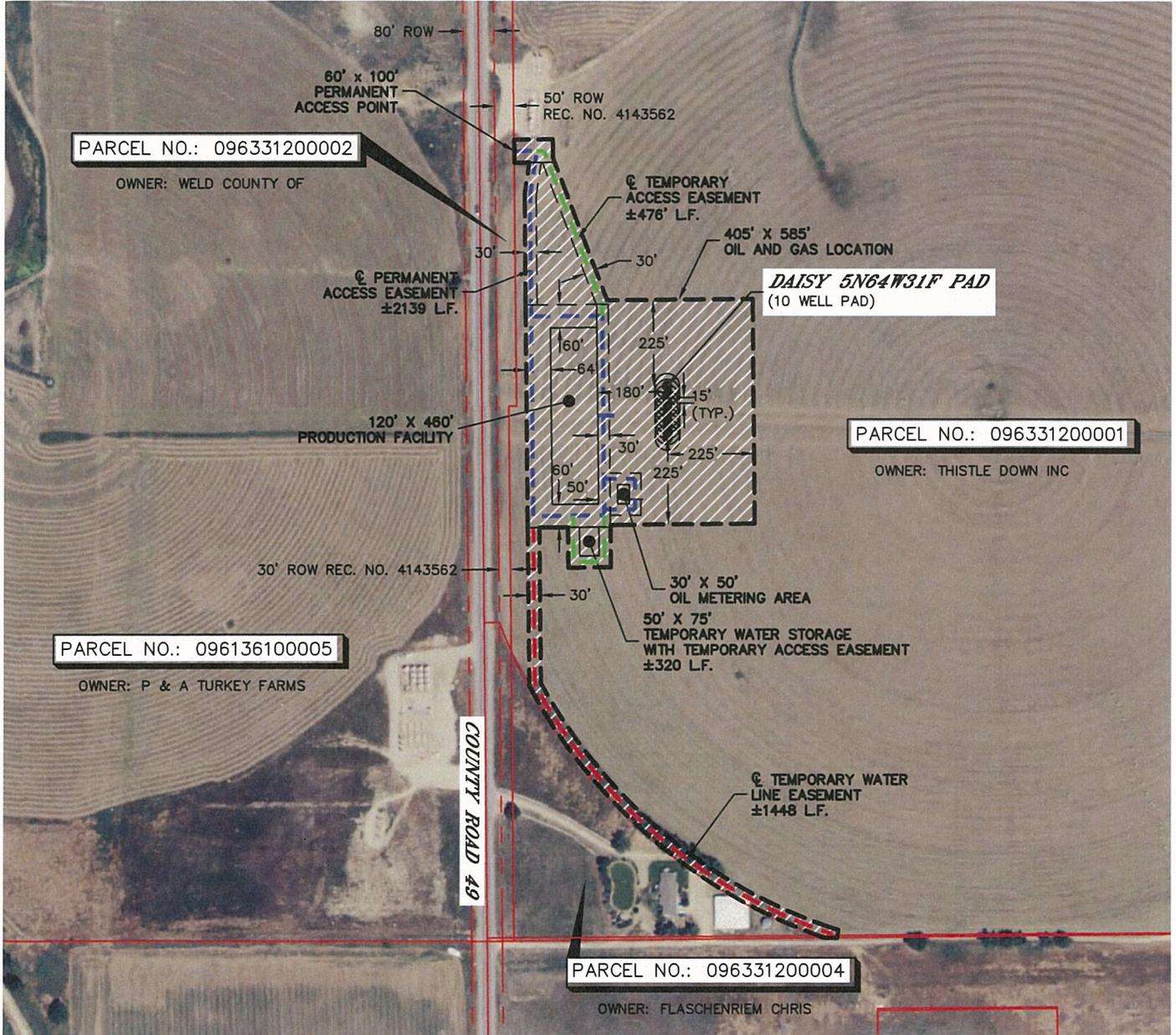


DATE: 5/30/2017
 PROJECT#: 2016074

EXHIBIT "A" Page 2 of 5

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Township 5 North, Range 64 West, 6th P.M.
 Section 31: W1/2NW1/4, SW1/4
 Weld County, Colorado



LEGEND

	OIL AND GAS OPERATIONS AREA ("OGOA") = 10.5 ACRES
	APPROXIMATE \odot PERMANENT ACCESS EASEMENT
	APPROXIMATE \odot TEMPORARY ACCESS EASEMENT
	APPROXIMATE \odot TEMPORARY WATER LINE EASEMENT

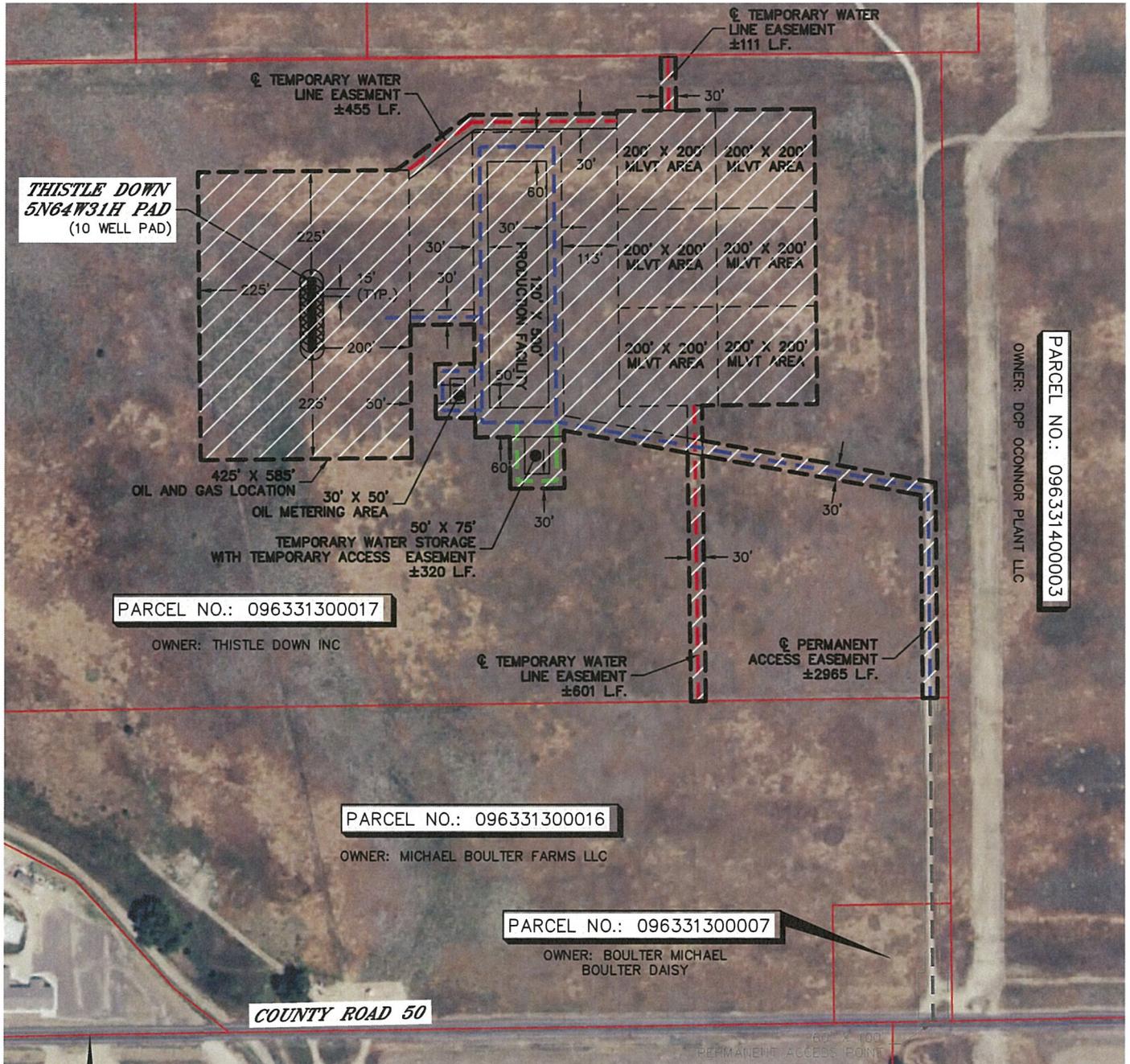


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EXHIBIT "A" Page 3 of 5

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Township 5 North, Range 64 West, 6th P.M.
 Section 31: W1/2NW1/4, SW1/4
 Weld County, Colorado



PARCEL NO.: 096331400003
 OWNER: DCP OCONNOR PLANT LLC

PARCEL NO.: 096331300017
 OWNER: THISTLE DOWN INC

PARCEL NO.: 096331300016
 OWNER: MICHAEL BOULTER FARMS LLC

PARCEL NO.: 096331300007
 OWNER: BOULTER MICHAEL
 BOULTER DAISY

COUNTY ROAD 50

LEGEND

- OIL AND GAS OPERATIONS AREA ("OGO") = 18.6 ACRES
- APPROXIMATE ϕ PERMANENT ACCESS EASEMENT
- APPROXIMATE ϕ TEMPORARY ACCESS EASEMENT
- APPROXIMATE ϕ TEMPORARY WATER LINE EASEMENT

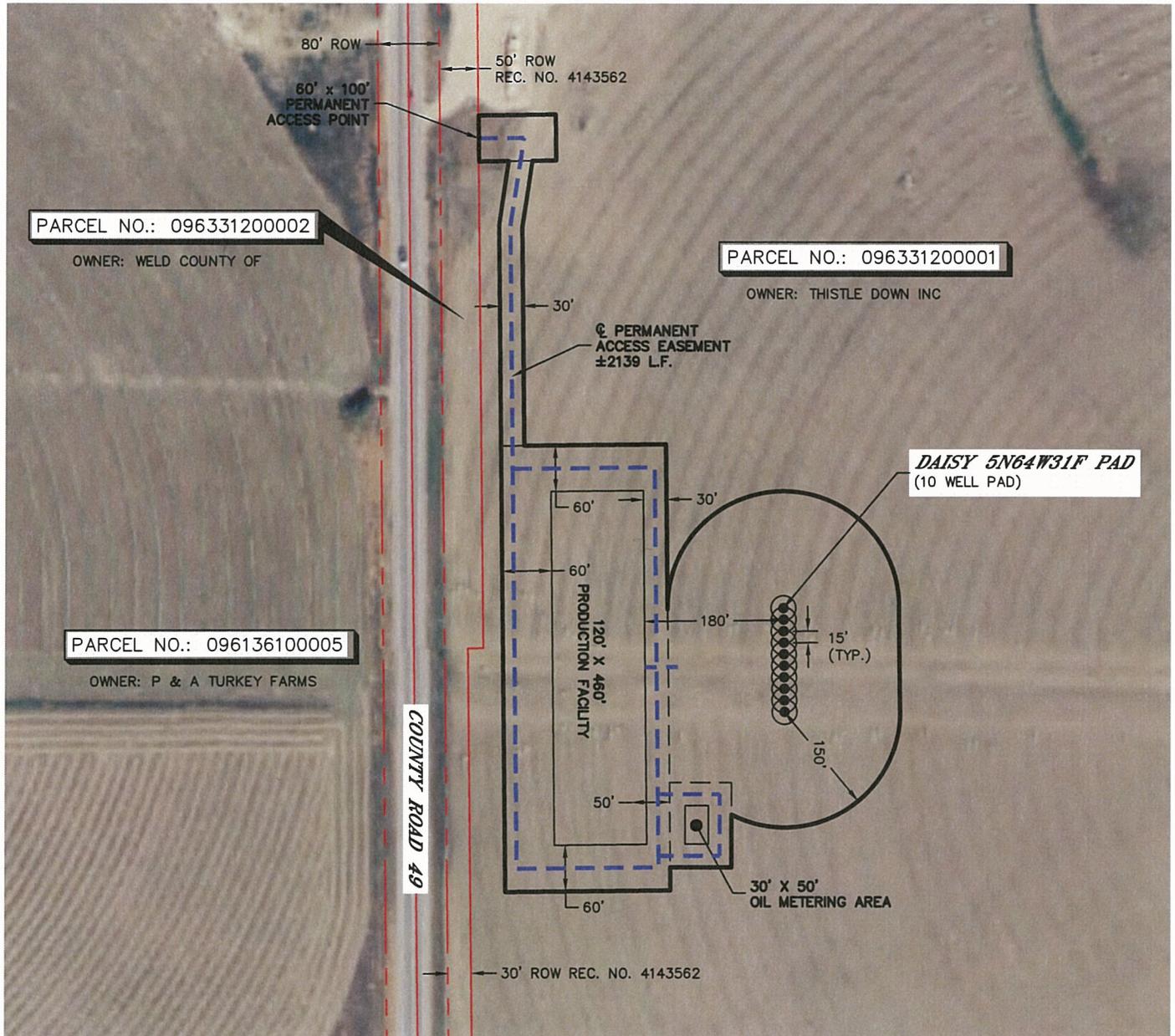


DATE: 5/30/2017
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EXHIBIT "A" Page 4 of 5

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 Section 31: W1/2NW1/4, SW1/4
 Weld County, Colorado

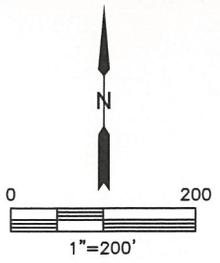


PARCEL NO.: 096136100005
 OWNER: P & A TURKEY FARMS

DAISY 5N64W31F PAD
 (10 WELL PAD)

LEGEND

- PERMANENT DISTURBANCE = 6.0 ACRES
- APPROXIMATE \oslash PERMANENT ACCESS EASEMENT

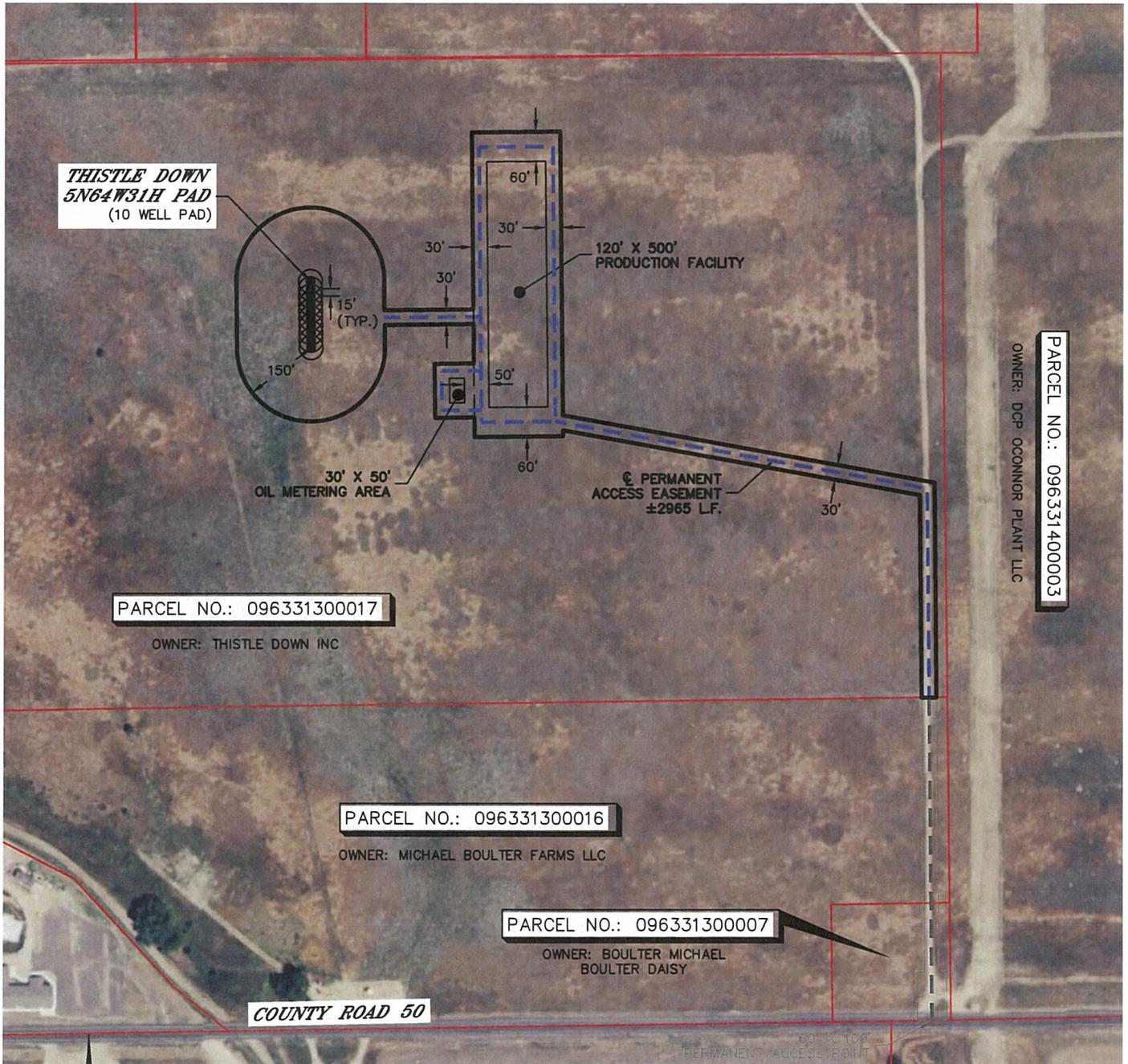


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EXHIBIT "A" Page 5 of 5

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Weld County, Colorado



LEGEND

	PERMANENT DISTURBANCE = 6.3 ACRES
	APPROXIMATE ϕ PERMANENT ACCESS EASEMENT



DATE: 5/30/2017
 PROJECT#: 2016074

Contractors Invoice

WORK PERFORMED AT:

TO: PDC - Thistle Down
 Attn - Jeff 203-4601

Rd. 44 Farm

DATE

YOUR WORK ORDER NO.

OUR BID NO.

DESCRIPTION OF WORK PERFORMED

1 Reinke 811 4-194 4.5" Spax, 32' end boom, RPM Advance
 GPS Panel, 11.2 x 38 tires, Auto Stop, Barricades,
 low pressure safety, end tower Stobe, pivot scrobe,
 Nelson 800 Valve, pressure regulator and Nelson
 Accelerators

\$ 34335¹⁹
 \$ 3690⁰⁰
 \$ 1150⁰⁰
 1500⁰⁰

Set up
 Freight
 Tax

Update pivot
 Dog legs to new pivot
 RPM Advanced pivot panel GPS
 Auto Stop
 2 Barricades @ \$690⁰⁰
 Labor to install

625⁰⁰
 5746⁰⁰
 699⁰⁰
 1350⁰⁰
 450⁰⁰

Accepted
 + Michael Baulta

49,575¹⁹

Center Pivot Irrigation
 26915 CR 44
 Kersey Colo 806514

25% Down \$12393⁰⁰
 65% Upon Delivery 32223.87
 10% Upon Completion \$4957.51

Jared Simon 970-396-4513

All Material is guaranteed to be as specified, and the above work was performed in accordance with the drawings and specifications provided for the above work and was completed in a substantial workmanlike manner for the agreed sum of _____

Dollars (\$ _____).

This is a Partial Full invoice due and payable by: _____
 Month Day Year

in accordance with our Agreement Proposal No. _____ Dated _____
 Month Day Year



Grower: Thistle Down PDC

Center Point Irrigation
Sales & Service

Jared Siron
(970)396-4513

