

SECOND AMENDMENT TO SURFACE USE AGREEMENT

THIS AMENDMENT TO SURFACE USE AGREEMENT (“Amendment”) is entered into by and between Raymond G. Schmier, Alice K. Schmier, as tenants in common, and Vernon L. Schmier, and Cynthia M. Padilla, as tenants in common, (“Owner”), whose address is 3824 Tumbleweed Drive, Evans, CO 80620-9110, and PDC Energy, Inc. (“Company”), whose address is 1775 Sherman Street, Suite 3000, Denver, Colorado 80203 (individually, a “Party;” together the “Parties”).

RECITALS

WHEREAS, Owner and Company entered in to a Surface Use Agreement dated October 28, 2016 (the “Original Agreement”) and Memorandum of Surface Use Agreement dated October 28, 2016 placed of record at reception #4254460 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. Wells. The parties agree to amend the Wells as shown below. The Wells shall now be defined to include a total of Eleven (11) wells as described herein. Therefore, any reference to the Wells in the Agreement or in the Amendment shall include the below:

**BATH-SCHMIER 1C, BATH-SCHMIER 2N, BATH-SCHMIER 3N, BATH-SCHMIER 4N,
BATH-SCHMIER 5N, BATH-SCHMIER 6N, BATH-SCHMIER 7N, BATH-SCHMIER 8N,
BATH-SCHMIER 9N, BATH-SCHMIER 10N, BATH-SCHMIER 11N**
3. 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.
4. 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.

5. 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.
6. 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 12th day of JUNE, 2017, but effective for all purposes as of the Effective Date of the Original Agreement.

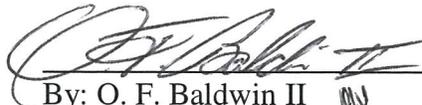
OWNER(S):

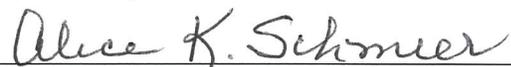
RAYMOND G. SCHMIER
ALICE K. SCHMIER
VERNON L. SCHMIER
CYNTHIA M. PADILLA

COMPANY:

PDC Energy, Inc.


By: Raymond G. Schmier


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


By: Alice K. Schmier


By: Vernon L. Schmier

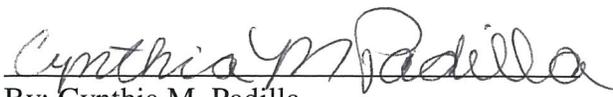

By: Cynthia M. Padilla

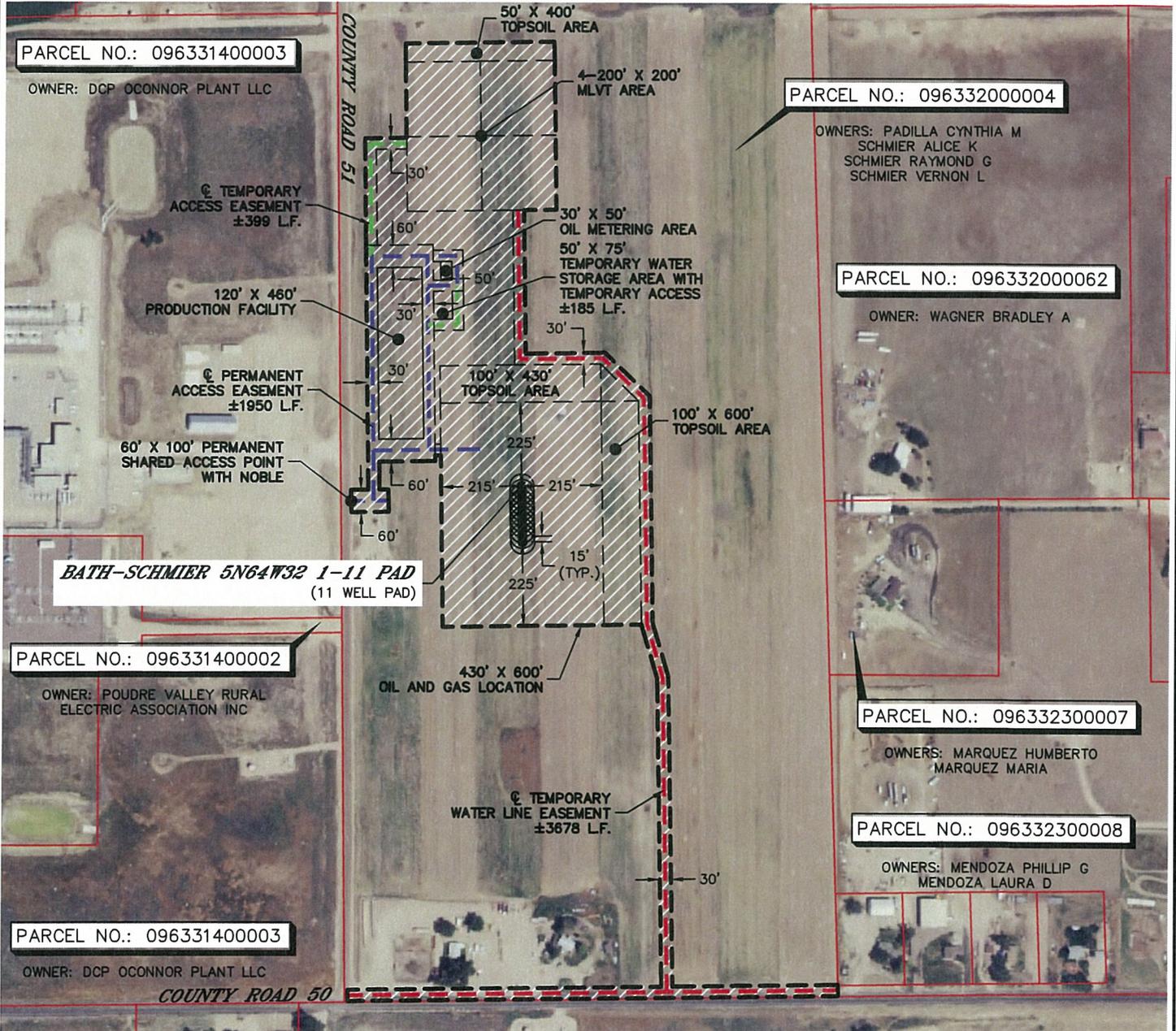
EXHIBIT "A" Page 1 of 2

This Exhibit "A" is attached to and made a part of that certain Second Amendment to Surface Use Agreement by and between Raymond G. Schmier, Alice K. Schmier, Cynthia M. Padilla & Vernon L. Schmier, Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 5 North, Range 64 West, 6th P.M.
 Section 32: W1/2W1/2
 Tax Parcel Number(s): 096332000004
 Weld County, Colorado

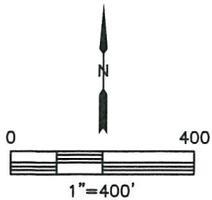
Reviewed by Owners: Raymond G. Schmier, Alice K. Schmier, Cynthia M. Padilla & Vernon L. Schmier

Initial here: RG8 AKS CMP



LEGEND

-  OIL AND GAS OPERATIONS AREA ("OGOA") = 20.7 ACRES
-  APPROXIMATE $\text{\textcircled{C}}$ PERMANENT ACCESS EASEMENT
-  APPROXIMATE $\text{\textcircled{C}}$ TEMPORARY ACCESS EASEMENT
-  APPROXIMATE $\text{\textcircled{C}}$ TEMPORARY WATER LINE EASEMENT

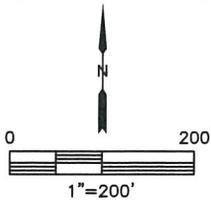
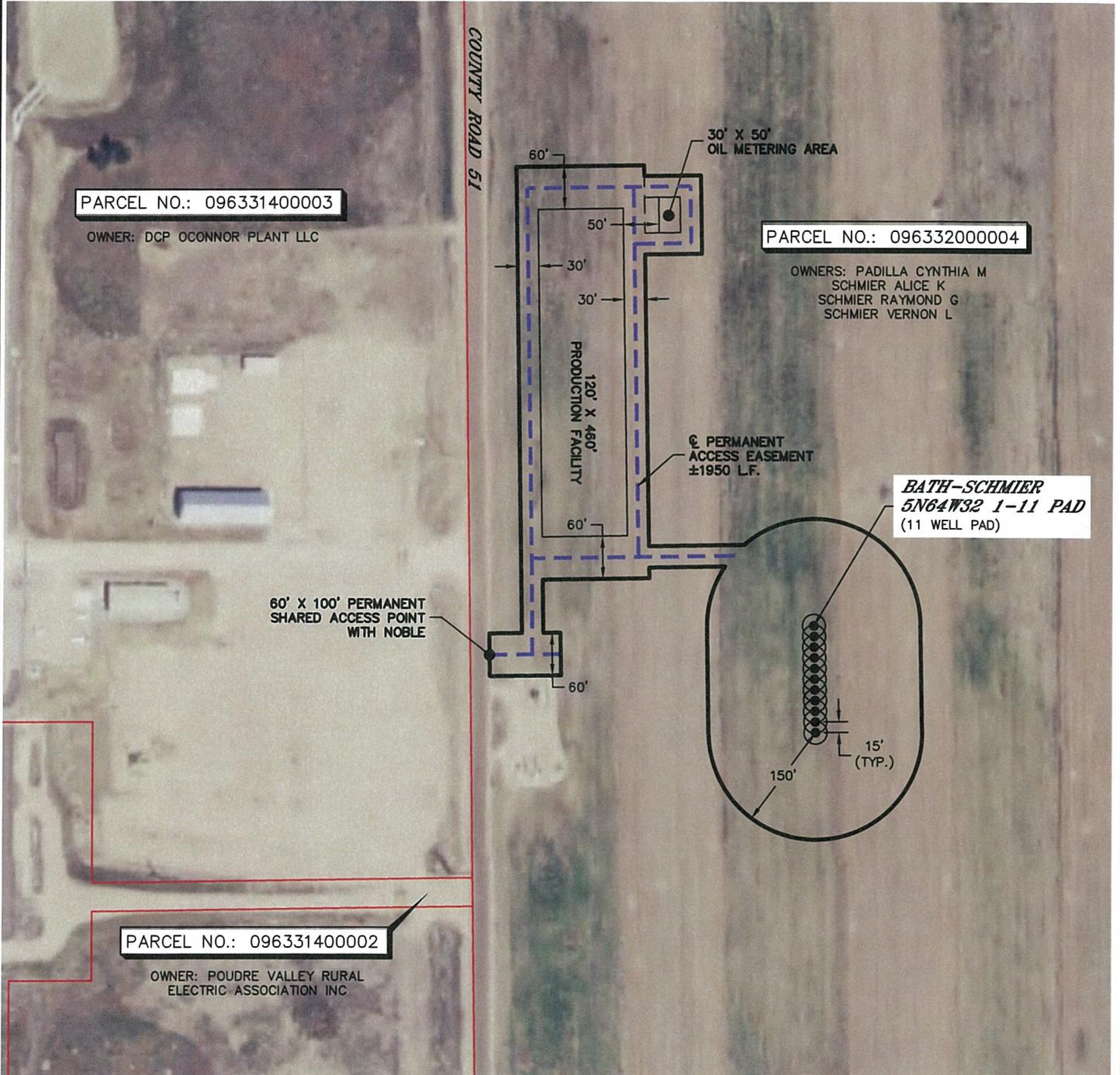


DATE: 4/27/2017
 PROJECT#: 2016101

EXHIBIT "A" Page 2 of 2

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 Section 32: W1/2W1/2
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LEGEND

- PERMANENT DISTURBANCE = 5.5 ACRES
- APPROXIMATE \oslash PERMANENT ACCESS EASEMENT



DATE: 4/27/2017
 PROJECT#: 2016101