

**MEMORANDUM OF
THIRD AMENDMENT TO SURFACE USE AGREEMENT**

THIS MEMORANDUM OF THIRD AMENDMENT OF SURFACE USE AGREEMENT ("Memorandum") is entered into by and between James R. Clark Revocable Trust and Cynthia K. Clark Revocable Trust ("Owner"), whose address is 2170 Hemlock Avenue, 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 65 West of the 6th P.M.

Section 14: NWNE

Tax Parcel # 096114100012

Weld County, Colorado ("Property") the Property is more particularly described in Exhibit "A" attached hereto;

WHEREAS, Owner and Company entered in to a Surface Use Agreement dated January 28, 2015 (the "Original Agreement") and Memorandum of Surface Use Agreement dated January 28, 2015 placed of record at reception # 4085264 in the Weld County, Colorado records and Amendment of Surface Use Agreement, unrecorded, dated November 16, 2015 and a Second Amendment of Surface Use Agreement dated November 27, 2017 placed of record at reception # 4357850 in the Weld County, Colorado records;


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

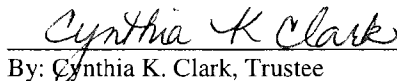
NOW THEREFORE this Memorandum is placed of record for the purpose of giving notice of the Agreement and the correction to the Property. The parties acknowledge that they are bound by all of the terms and conditions of the Agreement and that the Agreement is a covenant running with the Property and binds 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 have executed this Amendment on this 16 day of January, 2018, but effective for all purposes as of January 28, 2015.

OWNER:

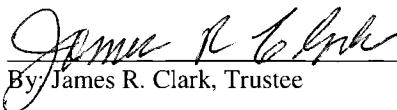
James R. Clark Revocable Trust

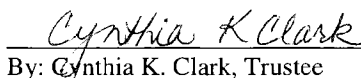

By: James R. Clark, Trustee


By: Cynthia K. Clark, Trustee

OWNER:

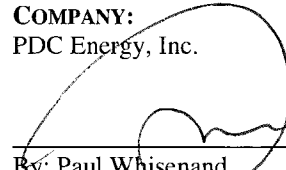
Cynthia K. Clark Revocable Trust


By: James R. Clark, Trustee


By: Cynthia K. Clark, Trustee

COMPANY:

PDC Energy, Inc.


By: Paul Whisenand
Title: Director of Land

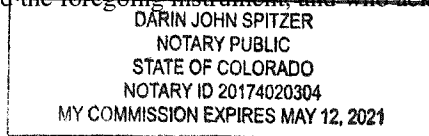


ACKNOWLEDGEMENTS

State of Colorado)
) §
 County of Weld)

On this 16th day of January, 2018, before me personally appeared James R. Clark, Trustee for the James R. Clark Revocable Trust and Trustee for the Cynthia K. Clark Revocable 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)



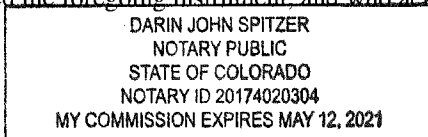
My commission expires: 5-12-21


 Notary Public


State of Colorado)
) §
 County of Weld)

On this 16th day of January, 2018, before me personally appeared Cynthia K. Clark, Trustee for the James R. Clark Revocable Trust and Trustee for the Cynthia K. Clark Revocable 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)



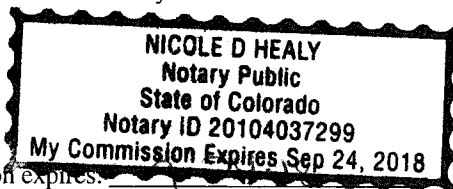
My commission expires: 5-12-21


 Notary Public

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

On this 31 day of January, 2018, before me personally appeared Paul Whisenand, Director of 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: _____

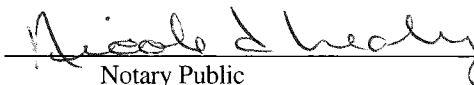

 Notary Public

EXHIBIT "A" Page 1 of 2

This Exhibit "A" is attached and made a part of that certain Third Amendment to the Memorandum of the Surface Use Agreement by and between James R. Clark Revocable Trust and Cynthia K. Clark Revocable Trust, owners, and PDC Energy, Inc., Company.

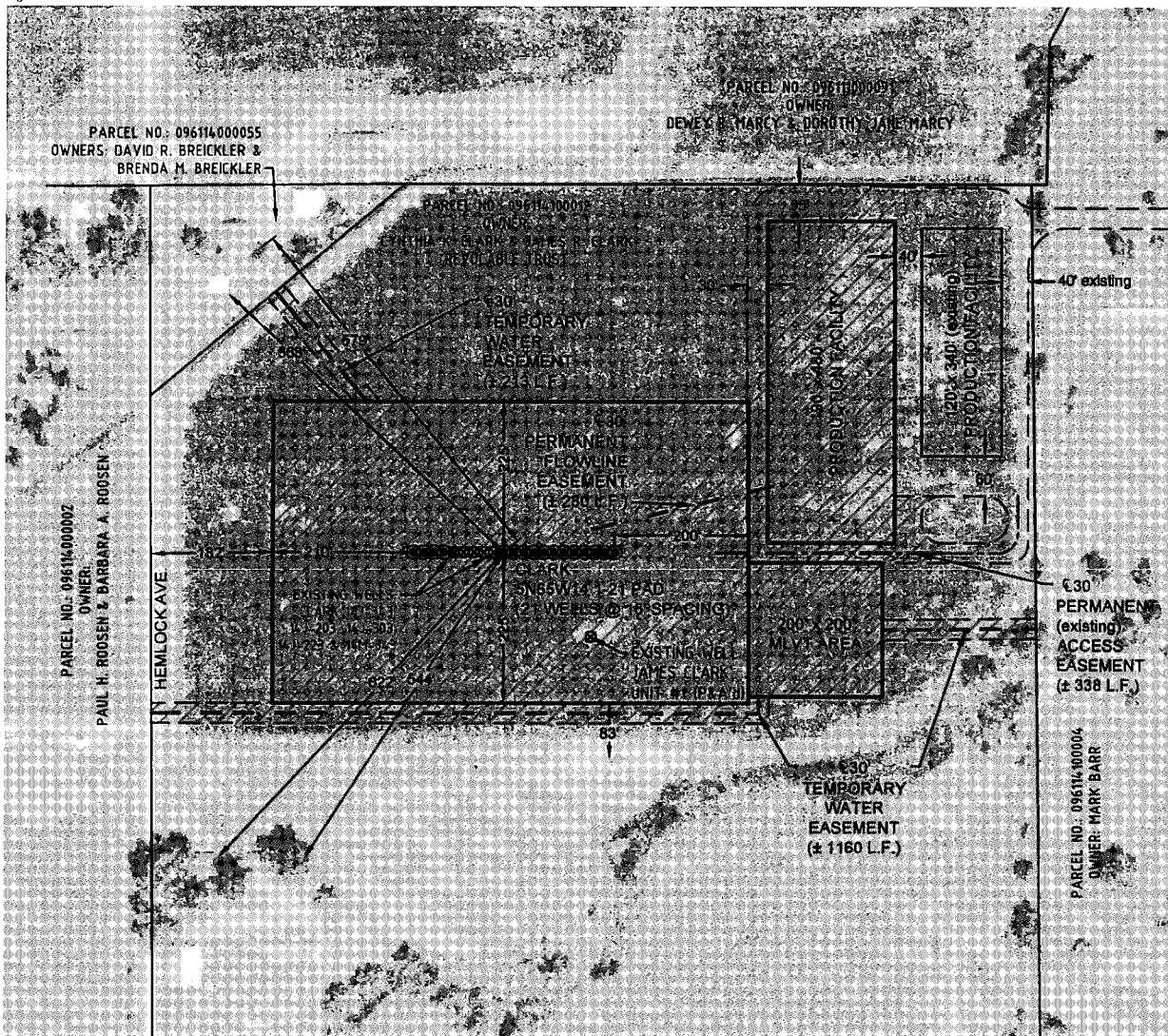
Township 5 North, Range 65 West, 6th P.M.

Section 14: NW ¼ NE ¼

Weld County, Colorado

Owner Signature

By: JH CRC Date: 1-16-18



////// OIL & GAS OPERATIONS AREA = ± 12.1 ACRES

- APPROXIMATE CL PERMANENT ACCESS EASEMENT
- APPROXIMATE CL PERMANENT FLOWLINE EASEMENT
- APPROXIMATE CL TEMPORARY WATERLINE EASEMENT



DATE: 1-10-2017

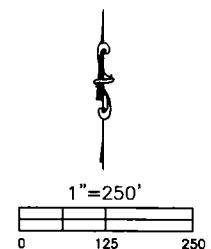


EXHIBIT "A" Page 2 of 2

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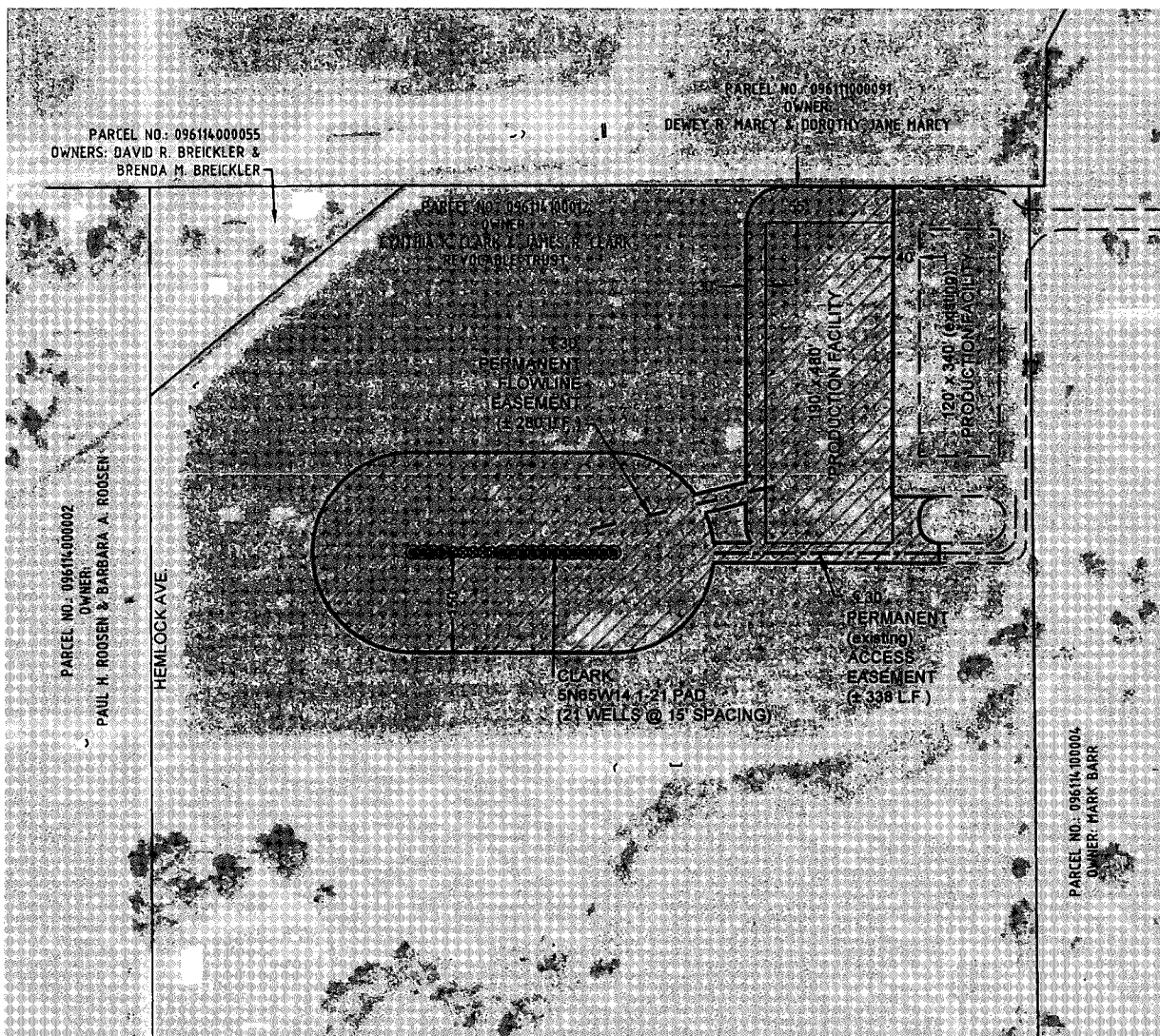
Township 5 North, Range 65 West, 6th P.M.

Section 14: NW ¼ NE ¼
Weld County, Colorado

Owner Signature

By: *JTB* *ckc*

Date: 1-16-18



OIL & GAS PERMANENT DISTURBANCE = ± 6.7 ACRES

--- APPROXIMATE $\frac{1}{4}$ PERMANENT ACCESS EASEMENT

--- APPROXIMATE $\frac{1}{4}$ PERMANENT FLOWLINE EASEMENT



DATE: 1-10-2017



1" = 250'

