

MEMORANDUM OF  
SURFACE USE AGREEMENT

WHEREAS, William W. Ray Trust and Patricia A. Ray Trust whose address is 17376 County Road 46, La Salle, Colorado 80645 (“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 March 12, 2018 (the “Agreement”) covering and affecting the following described property (the “Property”) more fully described on Exhibit A, attached hereto:

Township 4 North, Range 65 West, 6th P.M.  
Section 32: SE4  
Section 33: W2SW4, W2E2SW4  
Tax Parcel Number(s): 105532000007, 105533000004  
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.

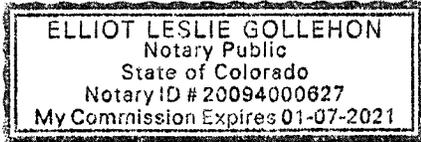
*[Signature page follows]*



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

On this 20<sup>th</sup> day of March, 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: 01-07-2021

  
\_\_\_\_\_  
Notary Public

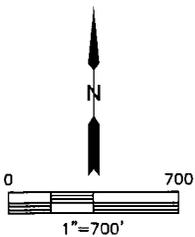
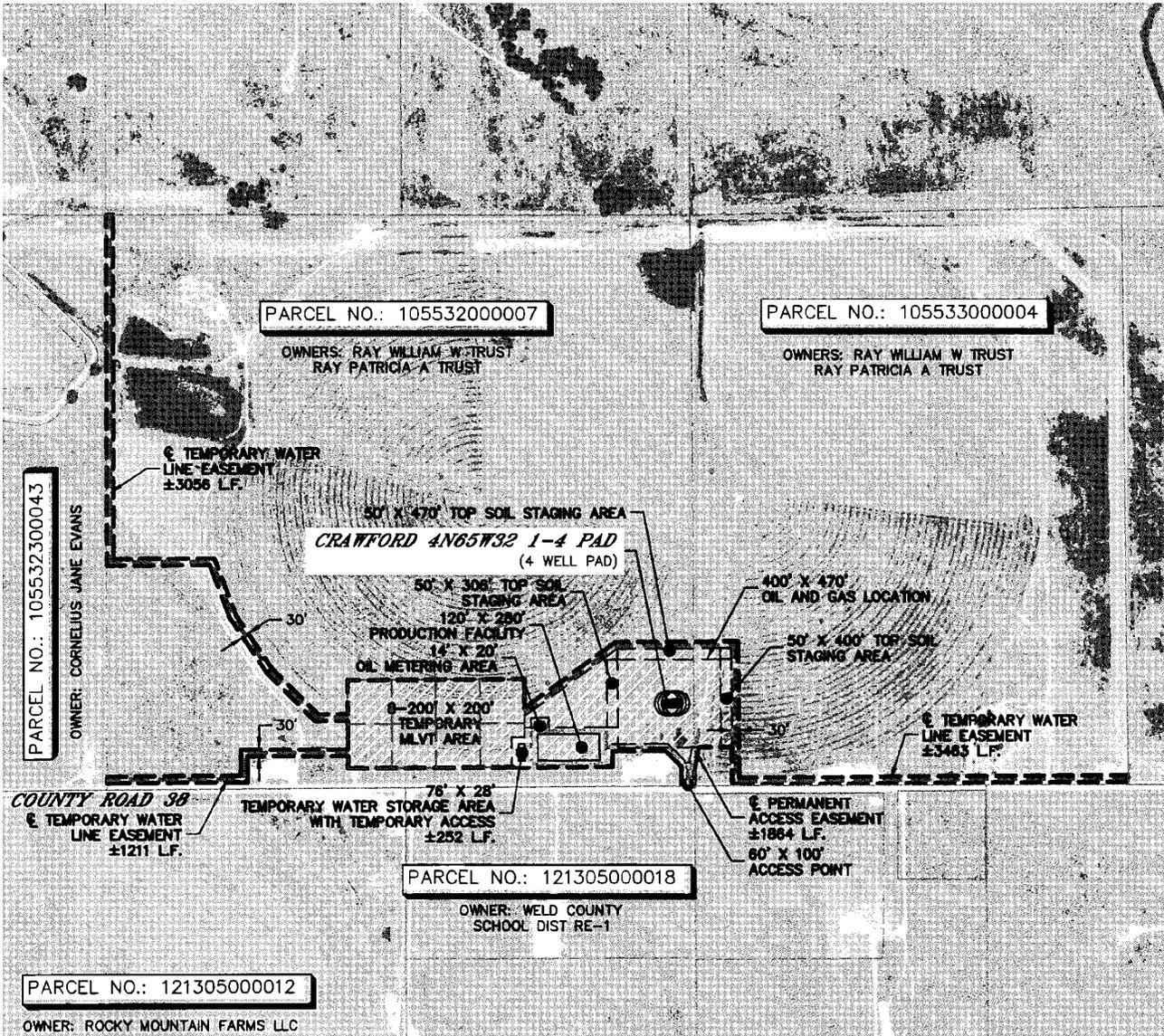
# EXHIBIT "A" Page 1 of 2

This Exhibit "A" is attached to and made a part of that certain Memorandum of Surface Use Agreement by and between Ray William W Trust, Ray Patricia A Trust, Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 4 North, Range 65 West, 6th P.M.  
 Section 32: SE1/4  
 Section 33: W1/2SW1/4, W1/2E1/2SW1/4  
 Weld County, Colorado

Reviewed by Owner: Ray William W Trust, Ray Patricia A Trust

Initial here: W.R. Initial here: P.R.



LEGEND	
	OIL AND GAS OPERATIONS AREA ("OGOA") = 22.2 ACRES
	APPROXIMATE ⊕ PERMANENT ACCESS EASEMENT
	APPROXIMATE ⊕ TEMPORARY ACCESS EASEMENT
	APPROXIMATE ⊕ TEMPORARY WATER LINE EASEMENT

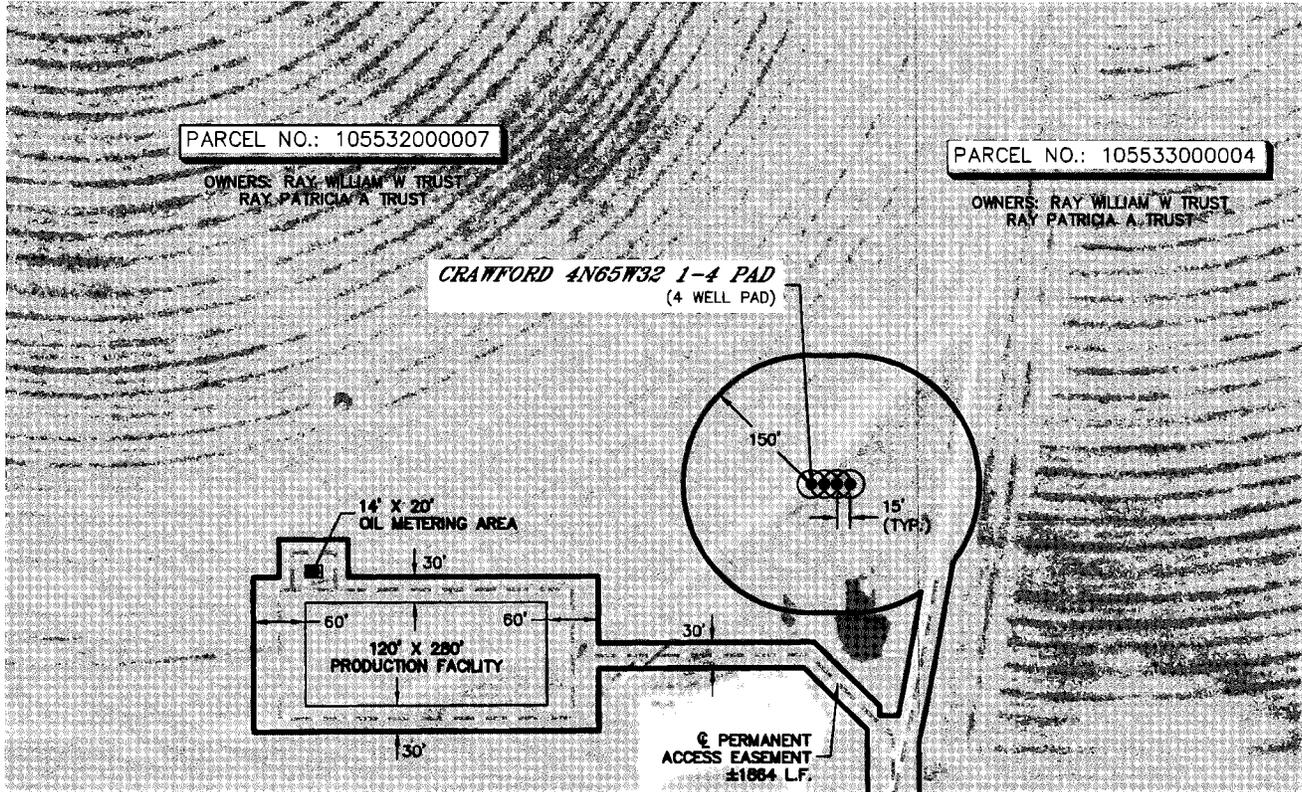


DATE: 12/12/2017  
 PROJECT#: 2017110

# EXHIBIT "A" Page 2 of 2

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Weld County, Colorado



PARCEL NO.: 105532000007

OWNERS: RAY WILLIAM W TRUST  
RAY PATRICIA A TRUST

PARCEL NO.: 105533000004

OWNERS: RAY WILLIAM W TRUST  
RAY PATRICIA A TRUST

CRAWFORD 4N65W32 1-4 PAD  
(4 WELL PAD)

14' X 20'  
OIL METERING AREA

120' X 280'  
PRODUCTION FACILITY

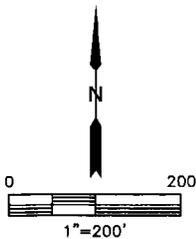
± PERMANENT  
ACCESS EASEMENT  
±1864 LF.

COUNTY ROAD 38

60' X 100' ACCESS POINT

PARCEL NO.: 121305000018

OWNER: WELD COUNTY SCHOOL DIST RE-1



### LEGEND



PERMANENT DISTURBANCE = 4.2 ACRES

APPROXIMATE ± PERMANENT ACCESS EASEMENT



DATE: 12/12/2017  
PROJECT#: 2017110