

**MEMORANDUM OF
SURFACE USE AGREEMENT**

WHEREAS, Robert L. Andersen and Patricia A. Andersen, as Joint Tenants, whose address is 18213 County Road 43, La Salle, Colorado 80645 ("Owners"), 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 December 1, 2017 (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 33: Part of the South Half

Tax Parcel Number(s): 105533000006 and 105533000085

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 have executed this Agreement on this 1st day of December, 2017.

Owners:

Robert L. Andersen
By: Robert L. Andersen

Patricia A. Andersen
By: Patricia A. Andersen

**Operator:
PDC ENERGY, INC.**

Paul Whisenand
By: Paul Whisenand
Title: Director of Land

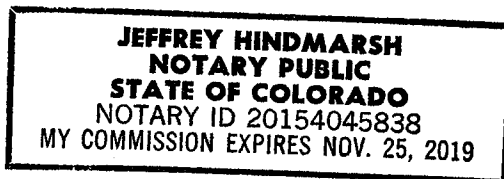
Paul

ACKNOWLEDGEMENTS

State of Colorado)
) §
County of Weld)

On this 1st day of December, 2017, before me personally appeared Robert L. Andersen and Patricia A. Andersen, 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)



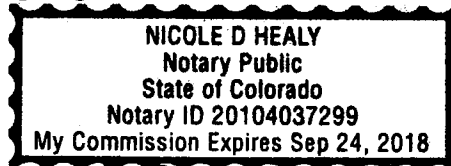
My commission expires: 11/25/2019

[Signature]
Notary Public

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

On this 3rd 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: 9-24-18

Nicole D Healy
Notary Public

EXHIBIT "A" Page 1 of 2

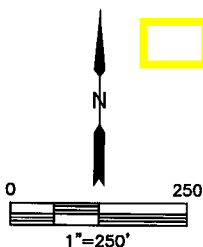
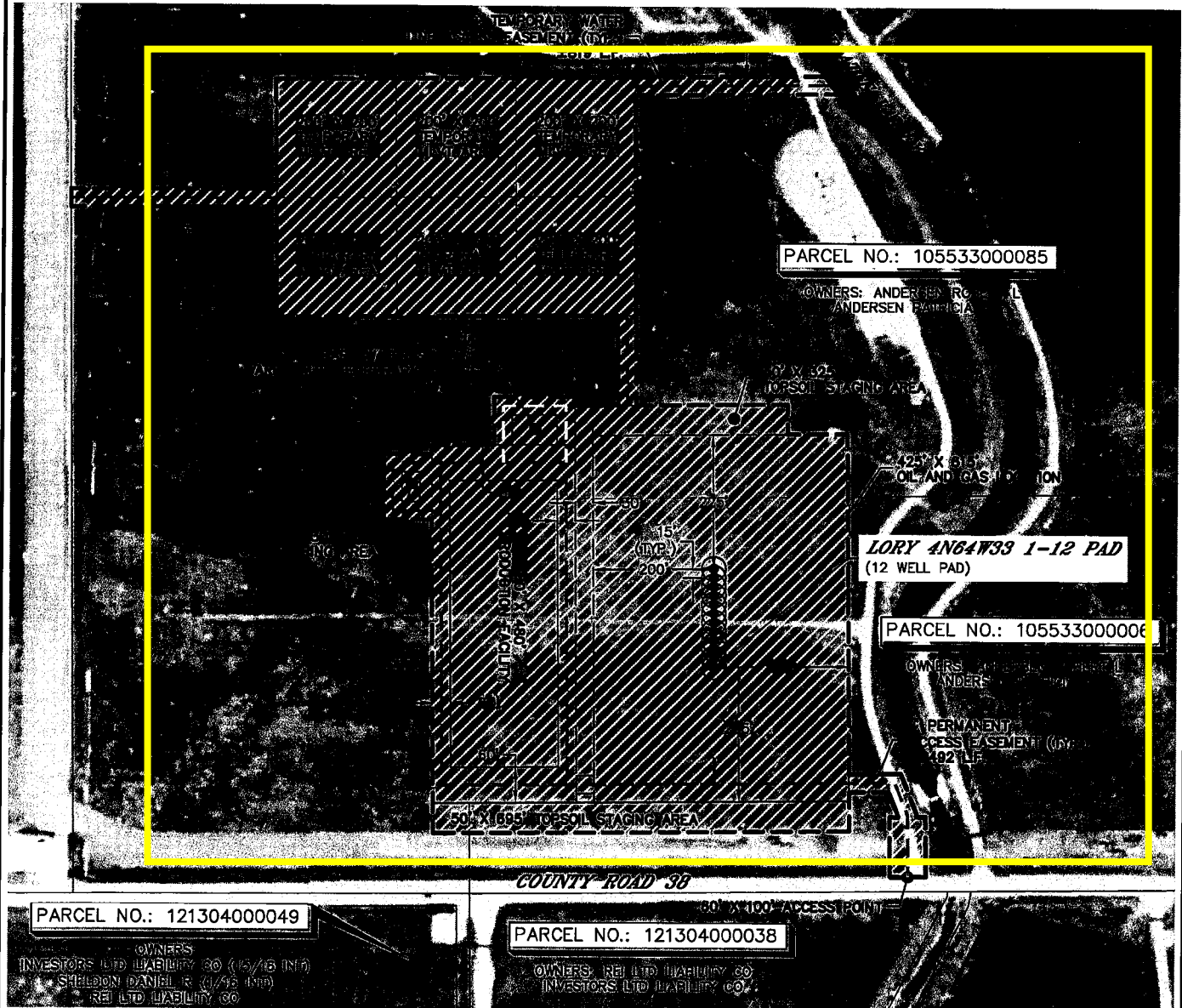
This Exhibit "A" is attached to and made a part of that certain Memorandum of Surface Use Agreement by and between Andersen Robert L and Andersen Patricia A, Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 4 North, Range 65 West, 6th P.M.
Section 33: S1/2
Weld County, Colorado

Reviewed by Owner: Andersen Robert L and Andersen Patricia A

Initial here: *ARL*

Initial here: *PA*



Lands covered under SUA

LEGEND

- OIL AND GAS OPERATIONS AREA ("OGOA") = 17.7 ACRES
- APPROXIMATE Q PERMANENT ACCESS EASEMENT
- APPROXIMATE Q TEMPORARY ACCESS EASEMENT
- APPROXIMATE Q TEMPORARY WATER LINE EASEMENT



DATE: 11/29/2017
PROJECT#: 2017110

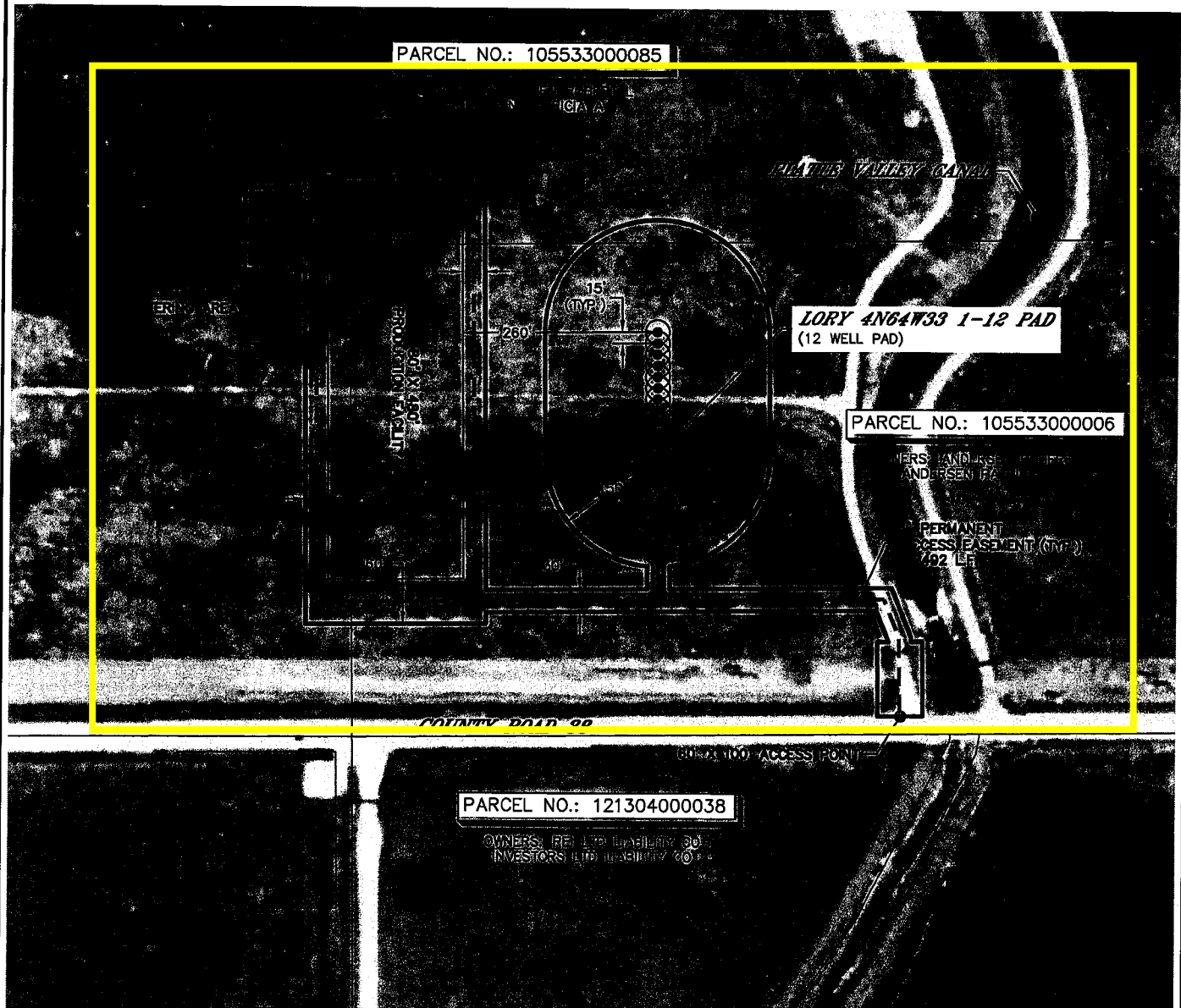
EXHIBIT "A" Page 2 of 2

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

Township 4 North, Range 65 West, 6th P.M.

Section 33: S1/2

Weld County, Colorado



Lands covered under SUA

LEGEND

- PERMANENT DISTURBANCE = 6.8 ACRES
- APPROXIMATE Q PERMANENT ACCESS EASEMENT



DATE: 11/29/2017
PROJECT#: 2017110