

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

THIS MEMORANDUM OF THIRD AMENDMENT OF SURFACE USE AGREEMENT ("Memorandum") is entered into by and between Lisa Jeanette Foos ("Owner"), whose address is 23435 Weld County Road 61, Kersey, Colorado 80644, the Owner of the surface estate described below (the "Property") 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 4 North, Range 64 West of the 6th P.M.

Section 1: SE4

Tax Parcel # 105301000013

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

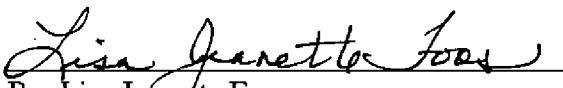
WHEREAS, the parties entered into that certain Surface Use Agreement dated and effective November 18, 2016 (the "Agreement"), and that certain Memorandum of Surface Use Agreement dated and effective November 18, 2016, recorded December 1, 2016 at Reception No. 4257979 in the Weld County Clerk and Records Office, State of Colorado and First Amendment to Surface Use Agreement dated February 24, 2017 and Second Amendment to Surface Use Agreement dated April 28, 2017, both unrecorded;

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

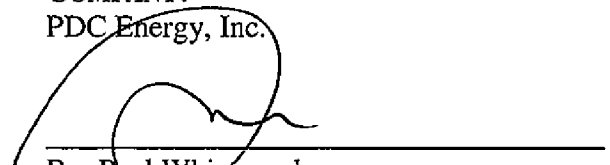
NOW THEREFORE this Memorandum is placed of record for the purpose of giving notice of the Agreement and the correction to the Property. The parties acknowledge that they are bound by all of the terms and conditions of the Agreement and that the Agreement is a covenant running with the Property and binds 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 26th
day of April, 2018, but effective for all purposes as of November 18, 2016.

OWNER:
Lisa Jeanette Foos


By: Lisa Jeanette Foos

COMPANY:
PDC Energy, Inc.

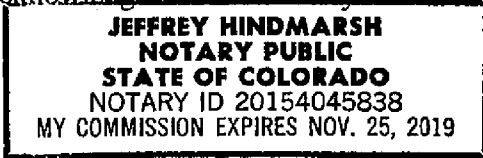

By: Paul Whisenand
Title: Director of Land

ACKNOWLEDGEMENTS


State of Colorado)
) §
County of WELD)

On this 26th day of April, 2018, before me personally appeared Lisa Jeanette Foos, 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



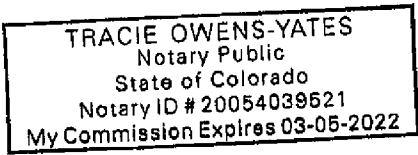
Notary Public


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

On this 8th day of May, 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: 3/5/2022





Notary Public

EXHIBIT "A" Page 1 of 2

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





Township 4 North, Range 64 West, 6th P.M.
Section 1: SE1/4
Tax Parcel Number(s): 105301000013
Weld County, Colorado

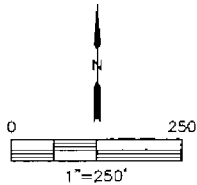
Reviewed by Owner: Foos Lisa Jeanette

Initial here: *LJF*



LEGEND

-  OIL AND GAS OPERATIONS AREA ("OGOA") = 15.5
-  APPROXIMATE ☉ PERMANENT ACCESS EASEMENT
-  APPROXIMATE ☉ TEMPORARY ACCESS EASEMENT
-  APPROXIMATE ☉ TEMPORARY WATER LINE EASEMENT

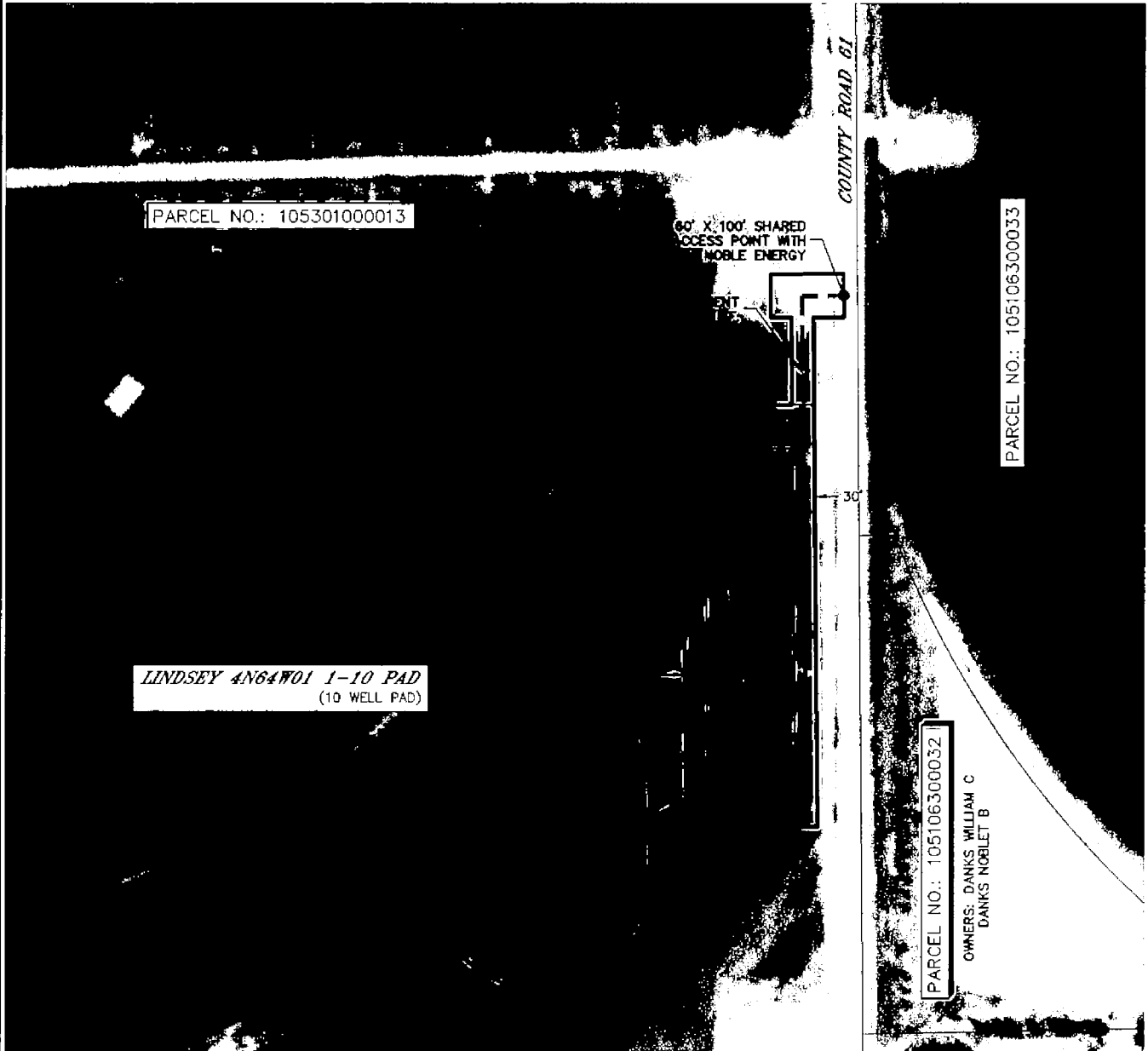


DATE: 4/24/2018
PROJECT#: 2016103

EXHIBIT "A" Page 2 of 2

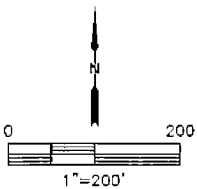
This Exhibit "A" is attached to and made a part of that certain Memorandum of Third Amendment to Surface Use Agreement by and between Foos Lisa Jeanette, Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 4 North, Range 64 West, 6th P.M.
Section 1: SE1/4
Tax Parcel Number(s): 105301000013
Weld County, Colorado



LEGEND

- PERMANENT DISTURBANCE = 5.4 ACRES
- APPROXIMATE ϕ PERMANENT ACCESS EASEMENT



DATE: 4/24/2018
PROJECT#: 2016103

MEMORANDUM OF
SURFACE USE AGREEMENT

WHEREAS, Lisa Jeanette Foos whose address is 23435 Weld County Road 61, Kersey, Colorado, 80644, ("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 November 18, 2016 (the "Agreement") covering and affecting the following described property (the "Property") more fully described on Exhibit A, attached hereto:

Township 4 North, Range 64 West, 6th P.M.
Section 1: SE4
Tax Parcel Number(s): 105301000013
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]

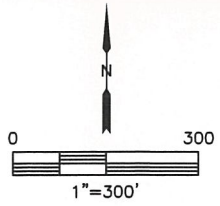
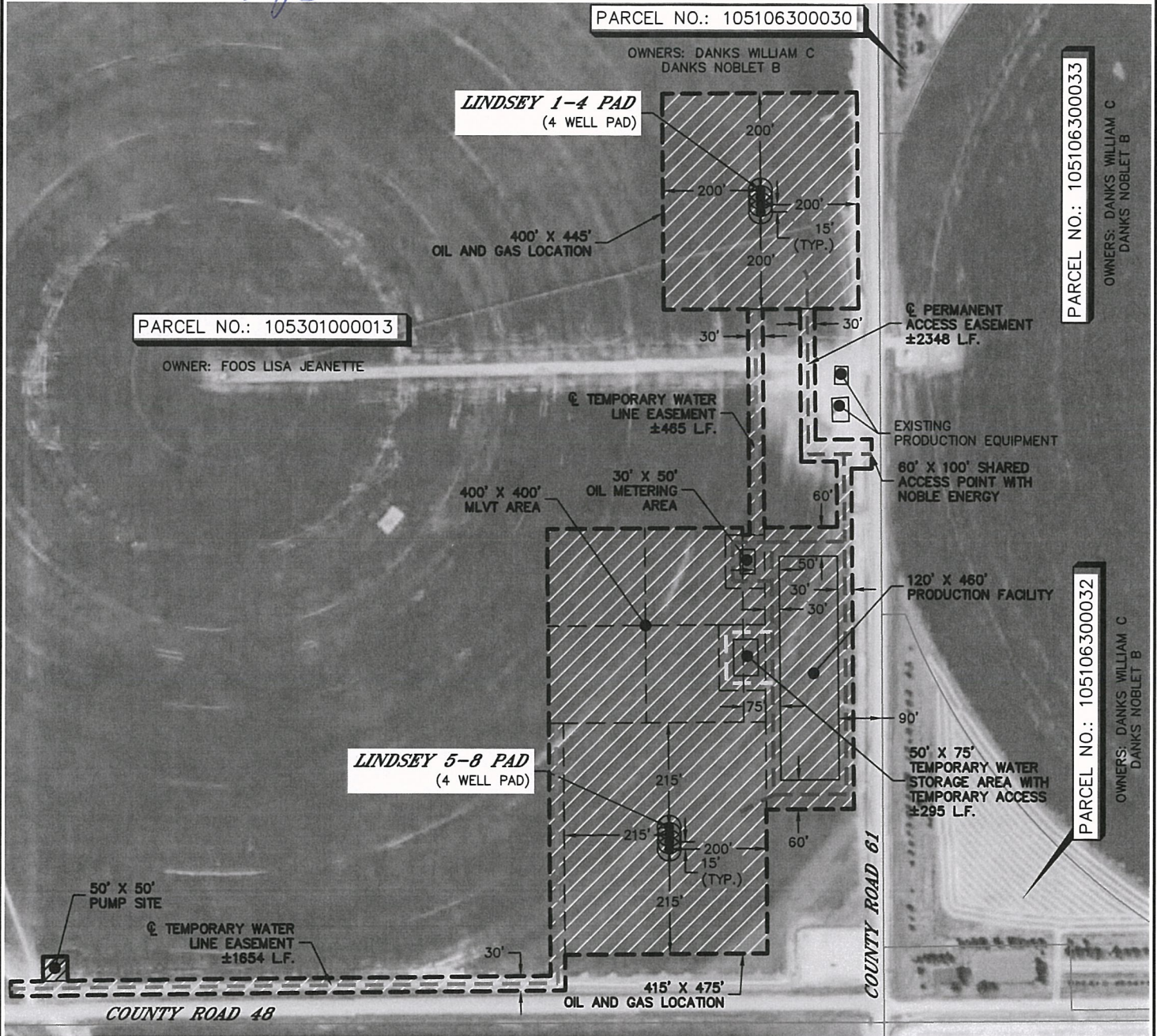
EXHIBIT "A" Page 1 of 2

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

Township 4 North, Range 64 West, 6th P.M.
 Section 1: SE1/4
 Tax Parcel Number(s): 105301000013
 Weld County, Colorado

Reviewed by Owner: Foos Lisa Jeanette

Initial here: LJF



LEGEND

	OIL AND GAS OPERATIONS AREA ("OGOA") = 17.0 ACRES
	APPROXIMATE ϕ PERMANENT ACCESS EASEMENT
	APPROXIMATE ϕ TEMPORARY ACCESS EASEMENT
	APPROXIMATE ϕ TEMPORARY WATER LINE EASEMENT

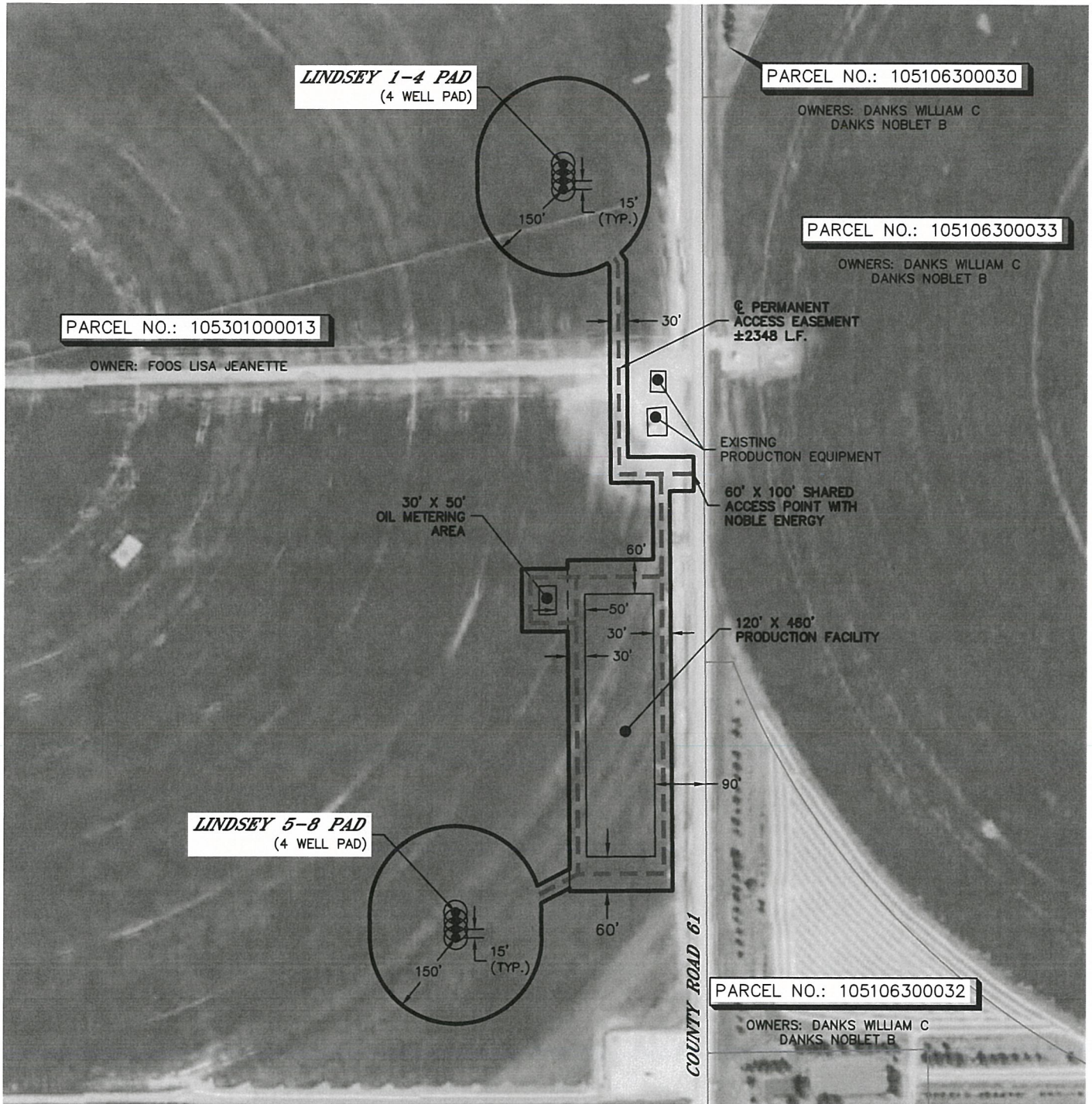


DATE: 11/17/2016
 PROJECT#: 2016103

EXHIBIT "A" Page 2 of 2

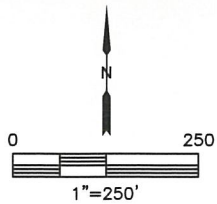
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Township 4 North, Range 64 West, 6th P.M.
 Section 1: SE1/4
 Tax Parcel Number(s): 105301000013
 Weld County, Colorado



LEGEND

- PERMANENT DISTURBANCE = 7.0 ACRES
- APPROXIMATE ϕ PERMANENT ACCESS EASEMENT



DATE: 11/17/2016
 PROJECT#: 2016103