

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

THIS MEMORANDUM OF SECOND AMENDMENT OF SURFACE USE AGREEMENT ("Memorandum") is entered into by and between William W. Ray Trust and Patricia A. Ray Trust ("Owner"), whose address is 17376 County Road 46, LaSalle, CO 80645 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 65 West of the 6th P.M.

Section 32: SE4

Section 33: W2SW4, W2E2SW4

Tax Parcel # 105532000007, 105533000004

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 March 12, 2018 (the "Original Agreement"), and that certain Memorandum of Surface Use Agreement dated and effective March 12, 2018, recorded March 22, 2018 at Reception No. 4385015 in the Weld County, Colorado records; and a First Amendment to Surface Use Agreement dated June 13, 2018 with a Memorandum of First Amendment to Surface Use Agreement placed of record June 27, 2018 at Reception No. 4410721 in the Weld County, Colorado records;

WHEREAS, pursuant to the terms of the Original 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, transporting and other operations for oil, gas and associated hydrocarbons from the Property and lands pooled therewith.

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 Original Agreement and the amendment of the terms therein. The Parties acknowledge that they are bound by all of the terms and conditions of the Original Agreement and that the Original 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 Original 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 Original Agreement may examine a copy of the Original Agreement at Company's office during normal business hours.

IN WITNESS WHEREOF, the parties have executed this Second Amendment on this 7 day of September, 2018, but effective for all purposes as of the Effective Date of the Original Agreement.

OWNER:

William W. Ray Living Trust

William W. Ray

By: William W. Ray

Title: Trustee, by and through his
Power of Attorney, Patricia A. Ray

COMPANY:

PDC Energy, Inc.

[Signature]

By: Paul Whisenand

Title: Director of Land

OWNER:

Patricia A. Ray Living Trust

Patricia A. Ray

By: Patricia A. Ray

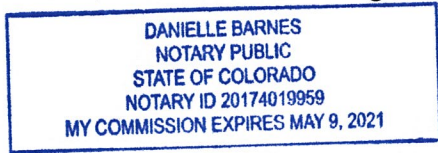
Title: Trustee

ACKNOWLEDGEMENTS

State of Colorado)
) §
County of Weld)

On this 7 day of Sept., 2018, before me personally appeared Patricia A. Ray as Trustee of the Patricia A. Ray Living Trust and as Power of Attorney for William W. Ray, Trustee of the William W. Ray Living 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: May 9, 2021

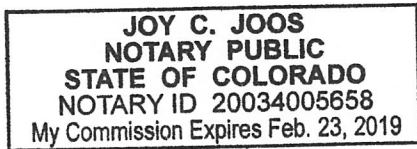
Danielle Barnes
Notary Public

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

On this 17th day of September, 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: 2-23-2019



Joy C. Joos
Notary Public

EXHIBIT "A" Page 1 of 2

This Exhibit "A" is attached to and made a part of that certain Second Amendment to 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.

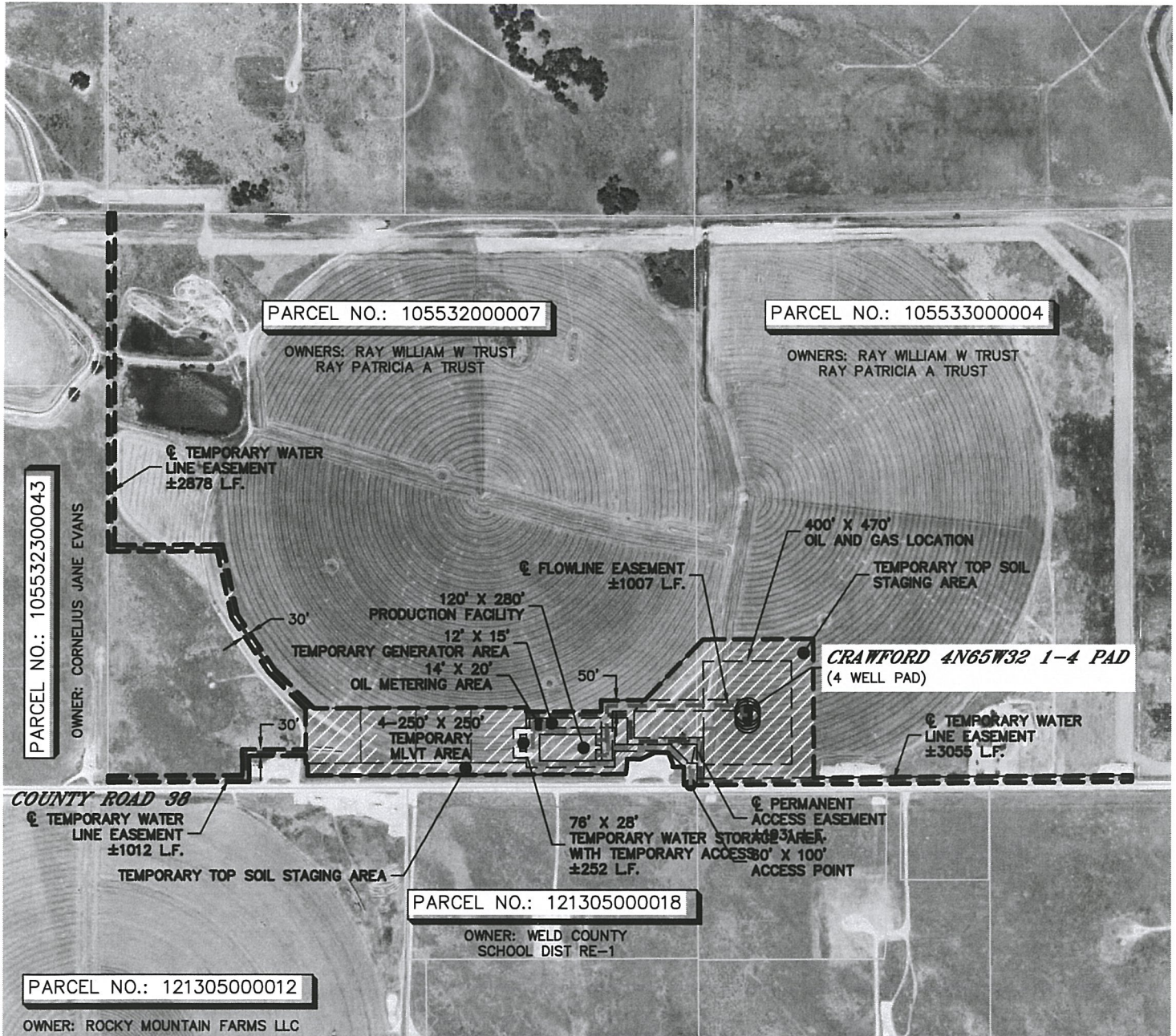
Section 32: SE1/4

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



LEGEND



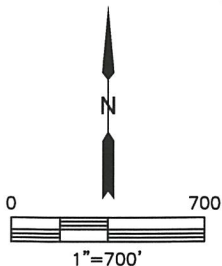
OIL AND GAS OPERATIONS AREA ("OGO") = 24.6 ACRES

--- APPROXIMATE ϕ PERMANENT ACCESS EASEMENT

--- APPROXIMATE ϕ FLOWLINE EASEMENT

--- APPROXIMATE ϕ TEMPORARY ACCESS EASEMENT

--- APPROXIMATE ϕ TEMPORARY WATER LINE EASEMENT



DATE: 8/28/2018
PROJECT#: 2017110

EXHIBIT "A" Page 2 of 2

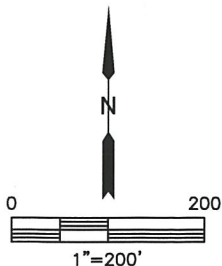
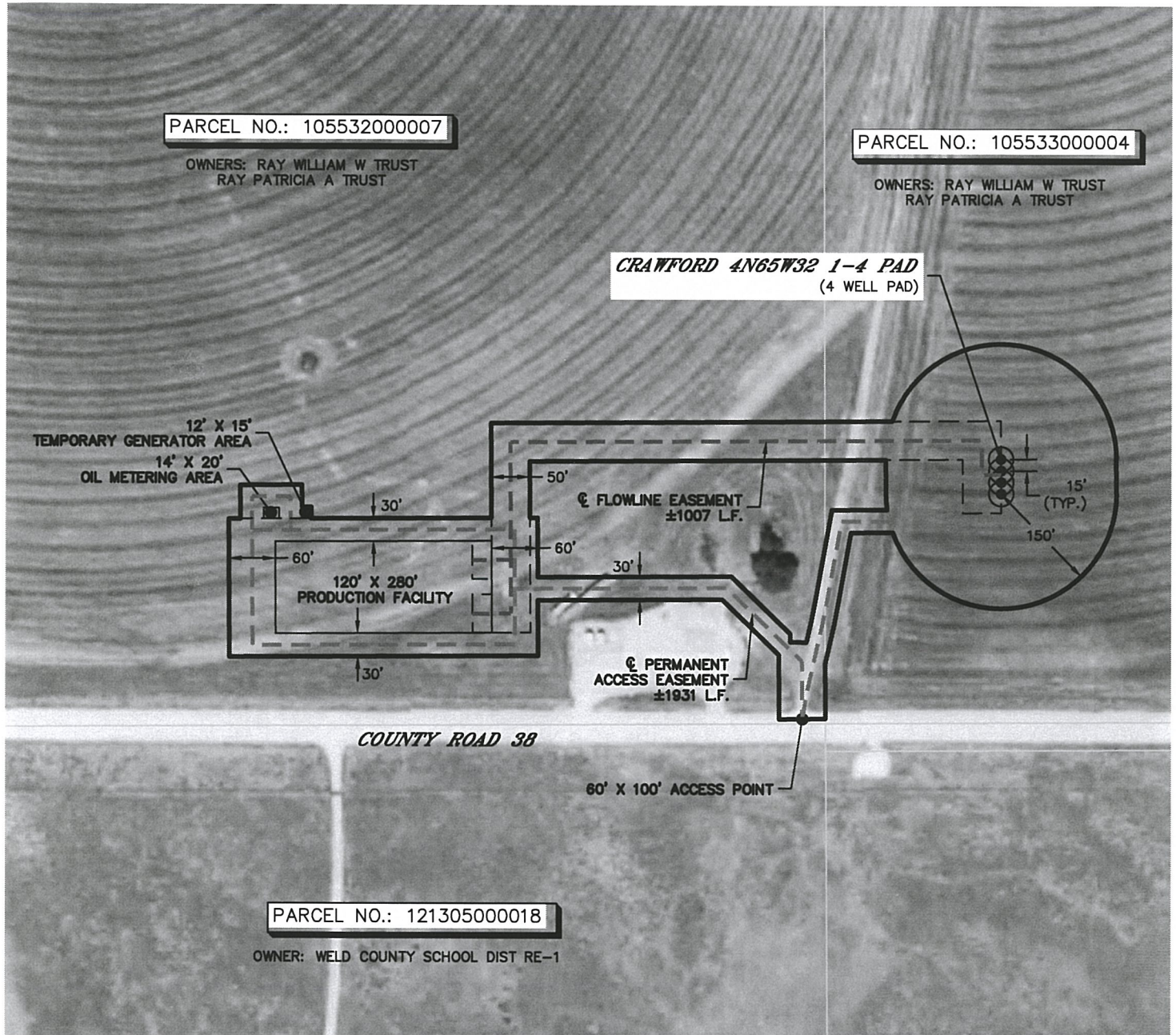
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Section 32: SE1/4

Section 33: W1/2SW1/4, W1/2E1/2SW1/4

Weld County, Colorado



LEGEND



PERMANENT DISTURBANCE = 4.9 ACRES



APPROXIMATE ϕ PERMANENT ACCESS EASEMENT



APPROXIMATE ϕ FLOWLINE EASEMENT



DATE: 8/28/2018
PROJECT#: 2017110