

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

THIS MEMORANDUM OF SECOND AMENDMENT OF SURFACE USE AGREEMENT ("Memorandum") is entered into by and between John R. Williamson ("Owner"), whose address is 25473 County Road 46, Kersey, Colorado 80644-9035 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 8: Part of the SW4

Tax Parcel # 105308000026

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 8, 2017 (the "Agreement"), and that certain Memorandum of Surface Use Agreement dated and effective March 8, 2017, recorded April 5, 2017 at Reception No. 4291569 in the Weld County Clerk and Records Office, State of Colorado and Amendment to Surface Use Agreement dated June 14, 2017, unrecord;

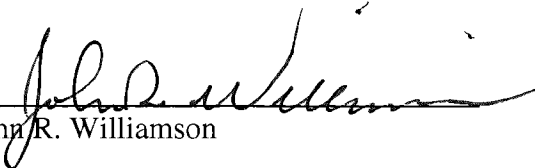
WHEREAS, Owner and Company desire to amend the Original Agreement;

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 March 8, 2017.

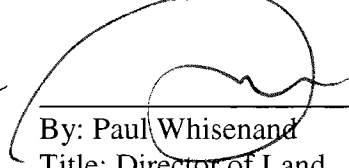
OWNER:

John. R Williamson


By: John R. Williamson

COMPANY:

PDC Energy, Inc.

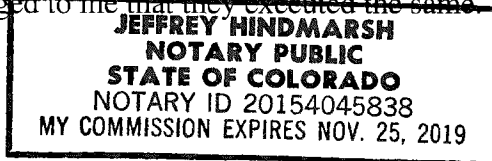

By: Paul Whisenand
Title: Director of Land

ACKNOWLEDGEMENTS

State of Colorado)
) §
 County of WELD)

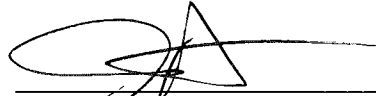
On this 26th day of April, 2018, before me personally appeared John R. Williamson, known to me to be the persons described in and who executed the foregoing instrument, and who acknowledged to me that they executed the same.

(SEAL)



My commission expires:

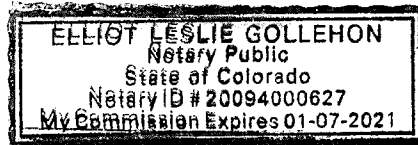
11/25/2019


 Notary Public

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

On this 26th day of April, 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

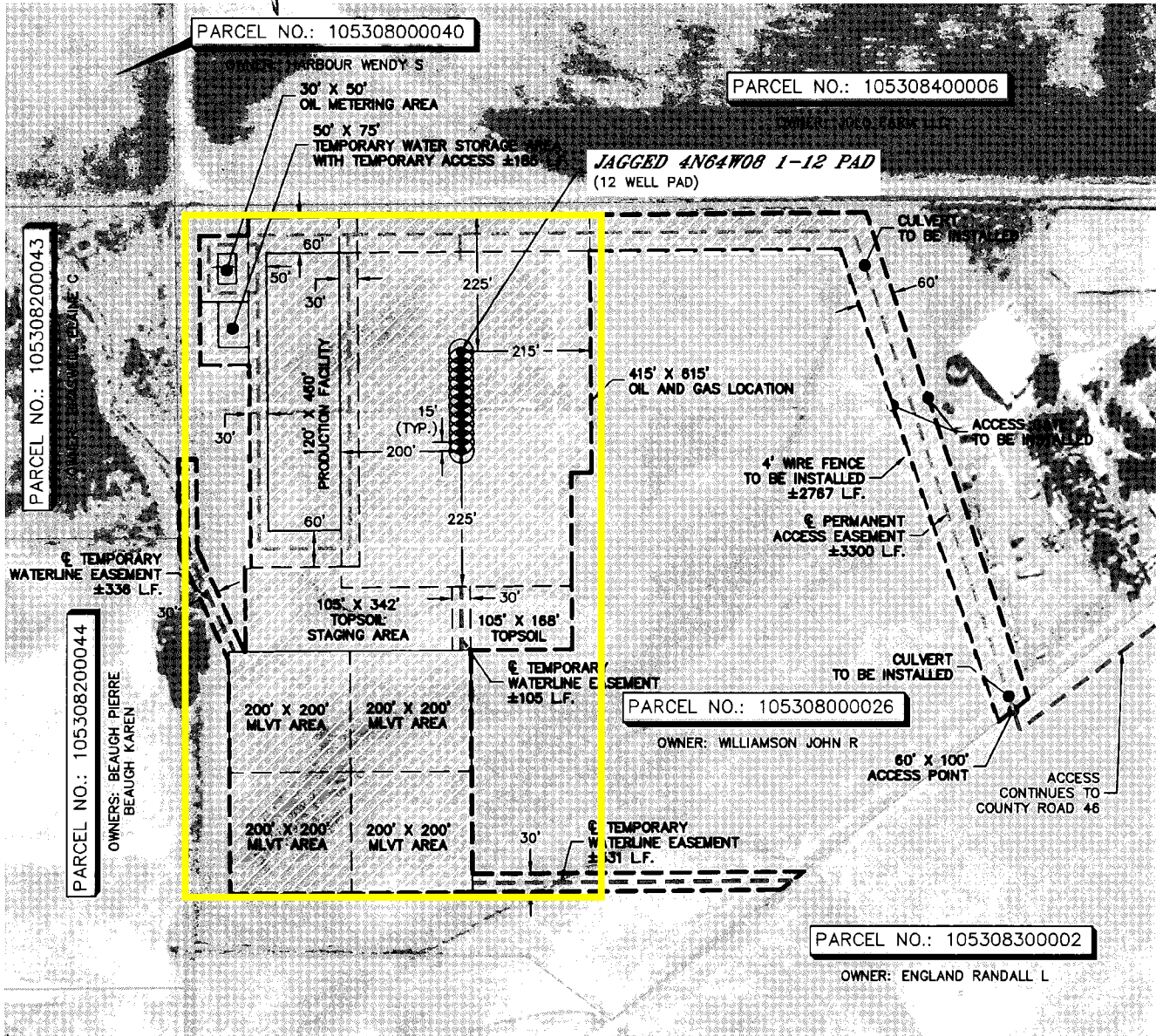
This Exhibit "A" is attached to and made a part of that certain Memorandum of Second Amendment to Surface Use Agreement by and between WILLIAMSON JOHN R. Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 4 North, Range 64 West, 6th P.M.
Section 8: SW1/4
Weld County, Colorado

Reviewed by Owner: WILLIAMSON JOHN R

Initial here:

= Oil and Gas Operations Area



LEGEND



OIL AND GAS OPERATIONS AREA ("OGOA") = 15.6 ACRES

APPROXIMATE PERMANENT ACCESS EASEMENT

APPROXIMATE 4' WIRE FENCE

APPROXIMATE TEMPORARY ACCESS EASEMENT

APPROXIMATE TEMPORARY WATER LINE EASEMENT

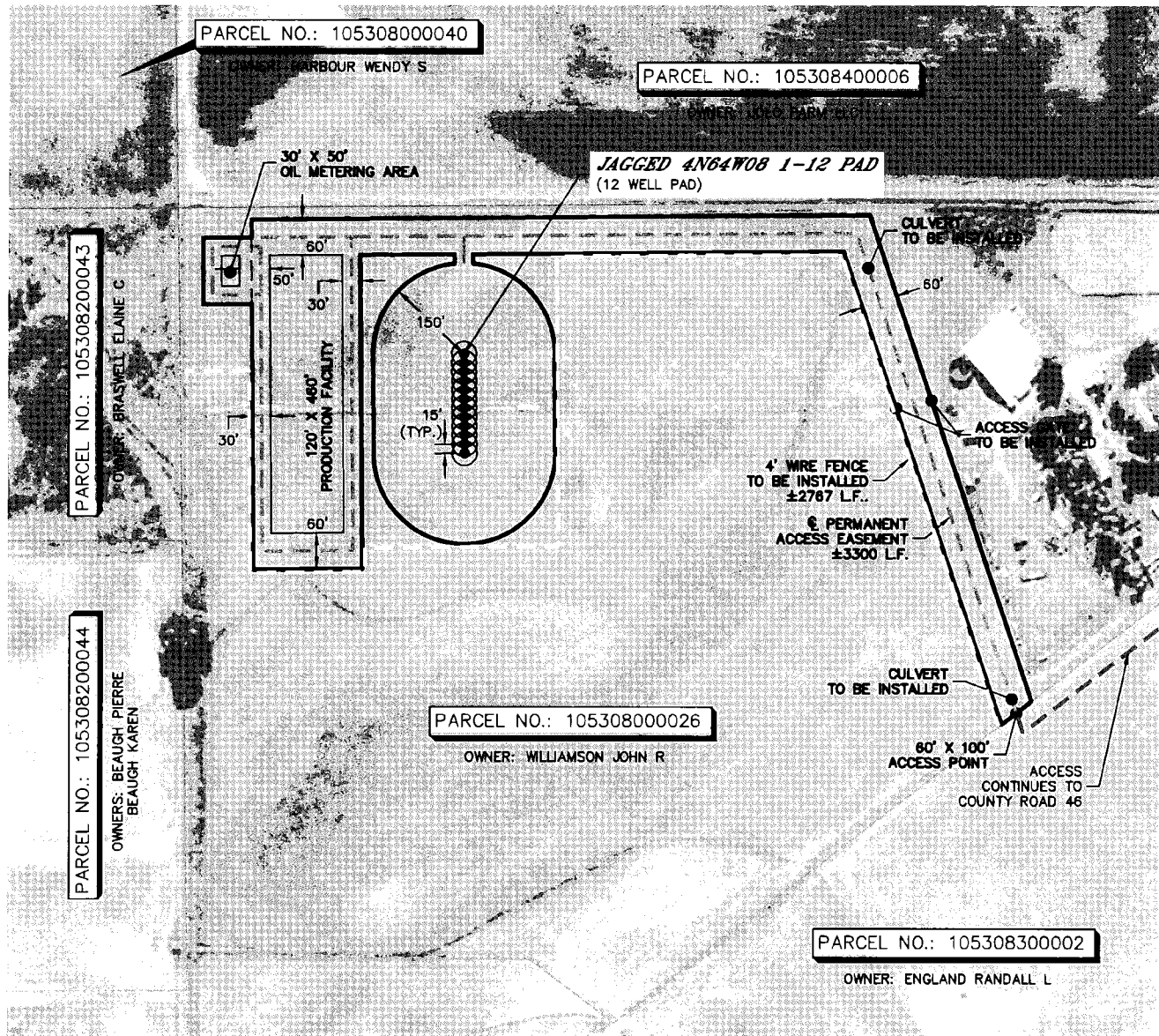


DATE: 4/26/2018
PROJECT#: 2016123

EXHIBIT "A" Page 2 of 2

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

Township 4 North, Range 64 West, 6th P.M.
Section 8: SW1/4
Weld County, Colorado



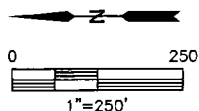
LEGEND



PERMANENT DISTURBANCE = 7.7 ACRES

APPROXIMATE ± PERMANENT ACCESS EASEMENT

APPROXIMATE ± 4' WIRE FENCE



DATE: 4/26/2018
PROJECT#: 2016123

MEMORANDUM OF
SURFACE USE AGREEMENT

WHEREAS, John R. Williamson, whose address is 25473 County Road 46, Kersey, Colorado 80644-9035 ("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 8, 2017 (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 8: Part of the SW4

Tax Parcel Number(s): 105308000026

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.

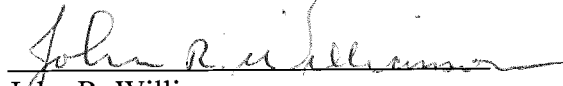
WHEREAS, the Agreement shall remain in full force and effect until Company's leasehold estate in the Property and the lands pooled therewith expires or is terminated, and Company has plugged and abandoned all wells and conducted reclamation in accordance with the applicable rules and regulations of the 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 hereto have executed this instrument this 8th day of March, 2017.

Owner:
JOHN R. WILLIAMSON


John R. Williamson

Operator:
PDC ENERGY, INC.

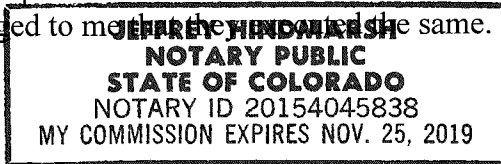

Name: O.F. Baldwin II
Title: Vice President Land

ACKNOWLEDGEMENTS


State of Colorado)
) §
County of Weld)

On this 8th day of March, 2017, before me personally appeared John R. Williamson, 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: 11/25/19

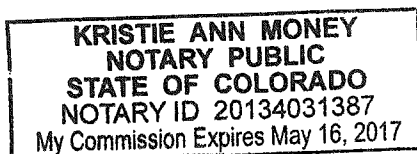

Notary Public

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

On this 4th day of April, 2017, before me personally appeared O.F. Baldwin II, Vice President 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: 5/16/17




Notary Public

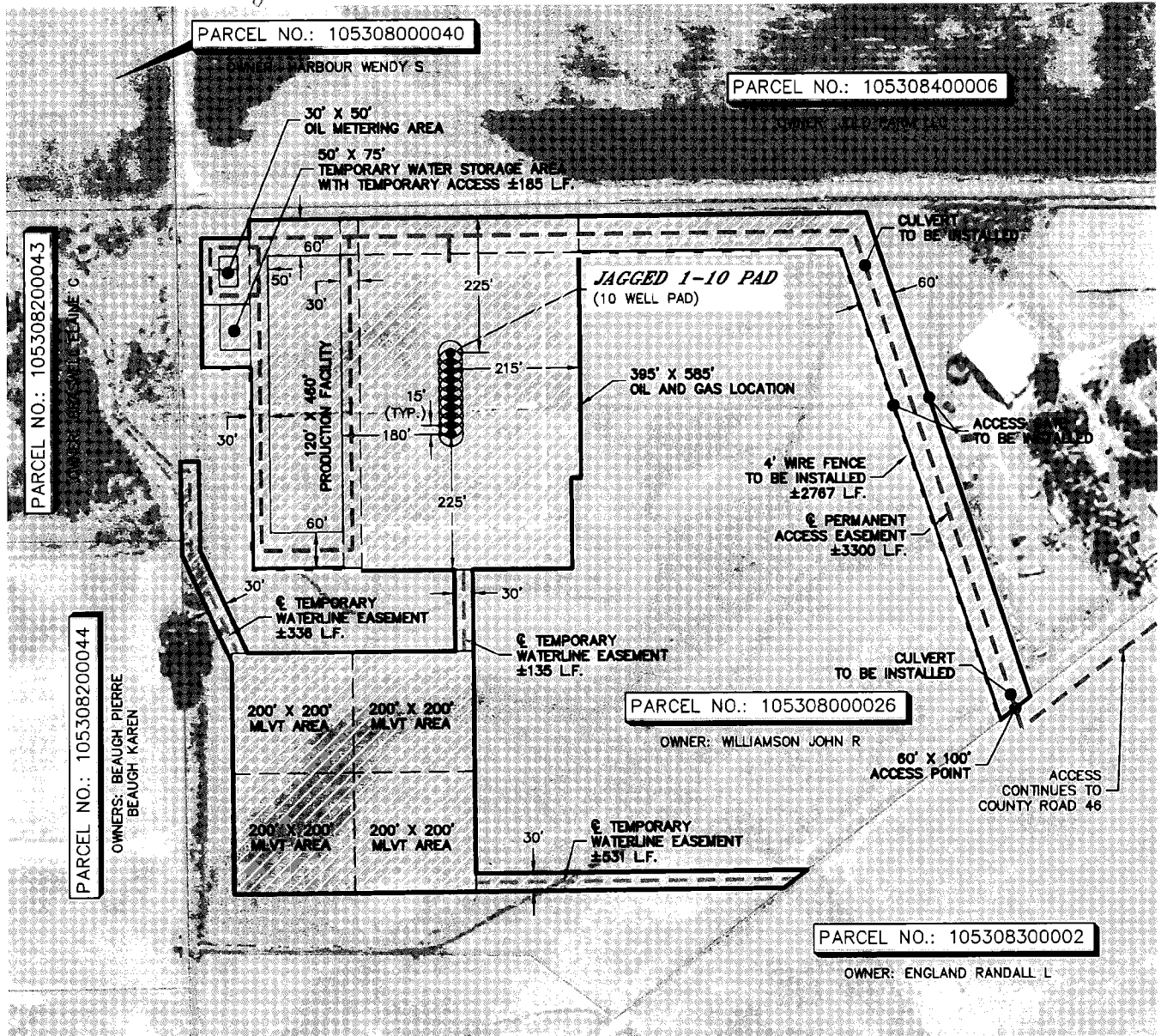
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Township 4 North, Range 64 West, 6th P.M.
Section 8: SW1/4
Weld County, Colorado

Reviewed by Owner: WILLIAMSON JOHN R

Initial here: *John*



LEGEND

- OIL AND GAS OPERATIONS AREA ("OGOA") = 13.8 ACRES
- APPROXIMATE 4' PERMANENT ACCESS EASEMENT
- APPROXIMATE 4' WIRE FENCE
- APPROXIMATE 4' TEMPORARY ACCESS EASEMENT
- APPROXIMATE 4' TEMPORARY WATER LINE EASEMENT

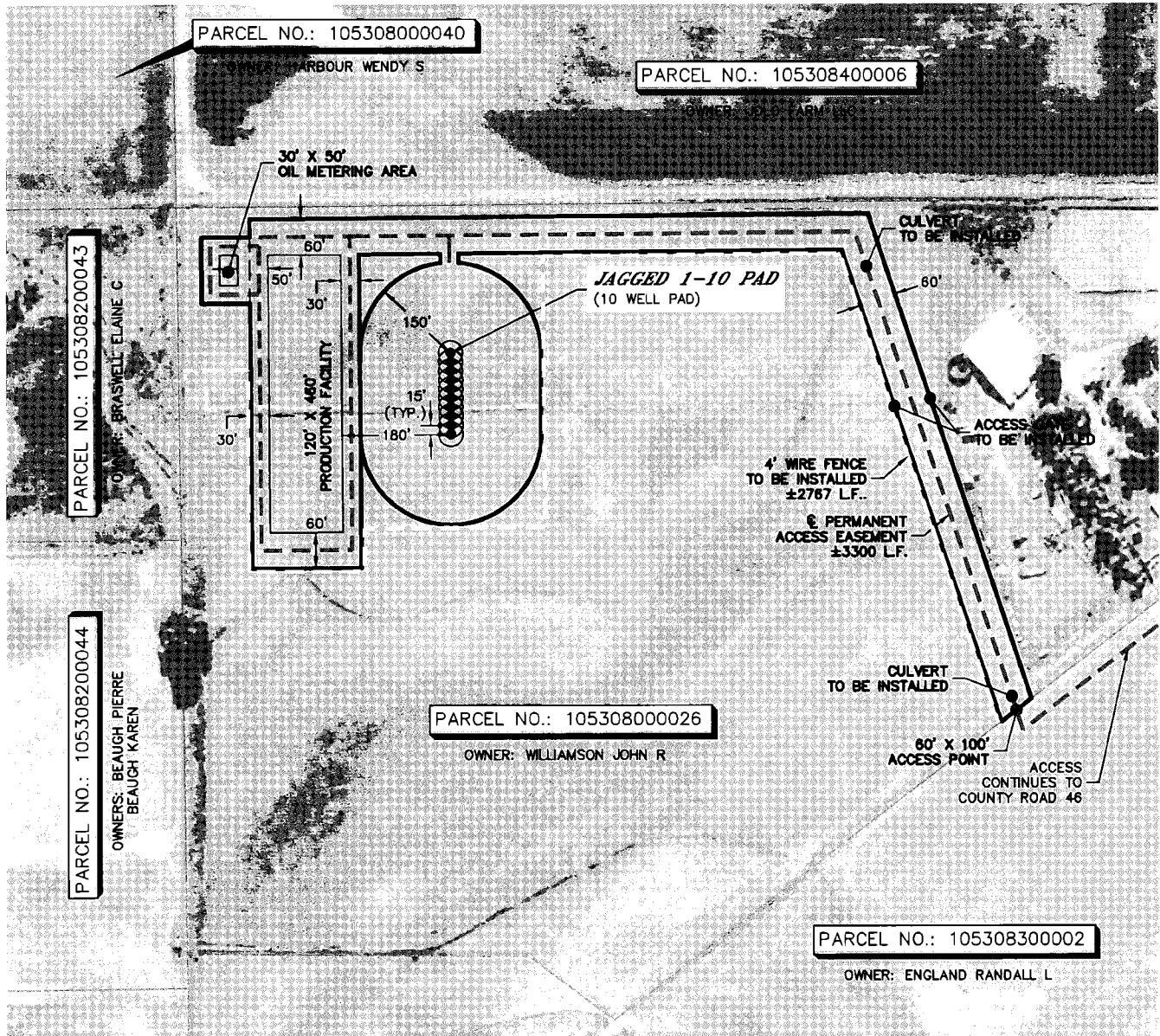


DATE: 3/7/2017
 PROJECT#: 2016123

EXHIBIT "A" Page 2 of 2

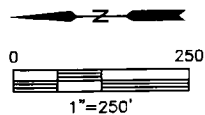
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Township 4 North, Range 64 West, 6th P.M.
Section 8: SW1/4
Weld County, Colorado



LEGEND

- PERMANENT DISTURBANCE = 7.5 ACRES
- APPROXIMATE ± PERMANENT ACCESS EASEMENT
- APPROXIMATE ± 4' WIRE FENCE



DATE: 3/7/2017
PROJECT#: 2016123