

MEMORANDUM OF
SURFACE USE AGREEMENT

WHEREAS, William T. Klein whose address is 27974 County Road 53, 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 the 21st day of December, 2018 (the "Agreement") covering and affecting the following described property (the "Property") more fully described on Exhibit A, attached hereto:

Township 5 North, Range 64 West of the 6th P.M.
Section 16: Part of the N/2NW
Tax Parcel Numbers 096316200010
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 21st day of December 2018.

Owner:

William T. Klein

Name: William T. Klein

Company:
PDC Energy, Inc.

[Signature]

Name: Paul Whisenand

Title: Director of Land

ACKNOWLEDGEMENTS

BARNEY L. HAMMOND
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20114032801
MY COMMISSION EXPIRES JULY 8, 2019

State of Colorado)
) §
County of Weld)

On this 21st day of December, 2018, before me personally appeared William T. Klein, 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: 7/8/2019

[Signature]
Notary Public

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

On this 10th day of January, 2019, 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: 8/24/2022

[Signature]
Notary Public

TAYLOR HULBERT
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20184034072
MY COMMISSION EXPIRES AUGUST 24, 2022

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 Klein William T. Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 5 North, Range 64 West, 6th P.M.
Section 16: PT N2NW4
Weld County, Colorado

Reviewed by Owner: Klein William T

Initial here: WK

= Oil and Gas Operations Area



LEGEND



OIL AND GAS OPERATIONS AREA ("OGOA") = 21.8 ACRES

--- APPROXIMATE ϕ PERMANENT ACCESS EASEMENT

--- APPROXIMATE ϕ FLOWLINE EASEMENT

--- APPROXIMATE ϕ TEMPORARY ACCESS EASEMENT

--- APPROXIMATE ϕ TEMPORARY WATER LINE EASEMENT



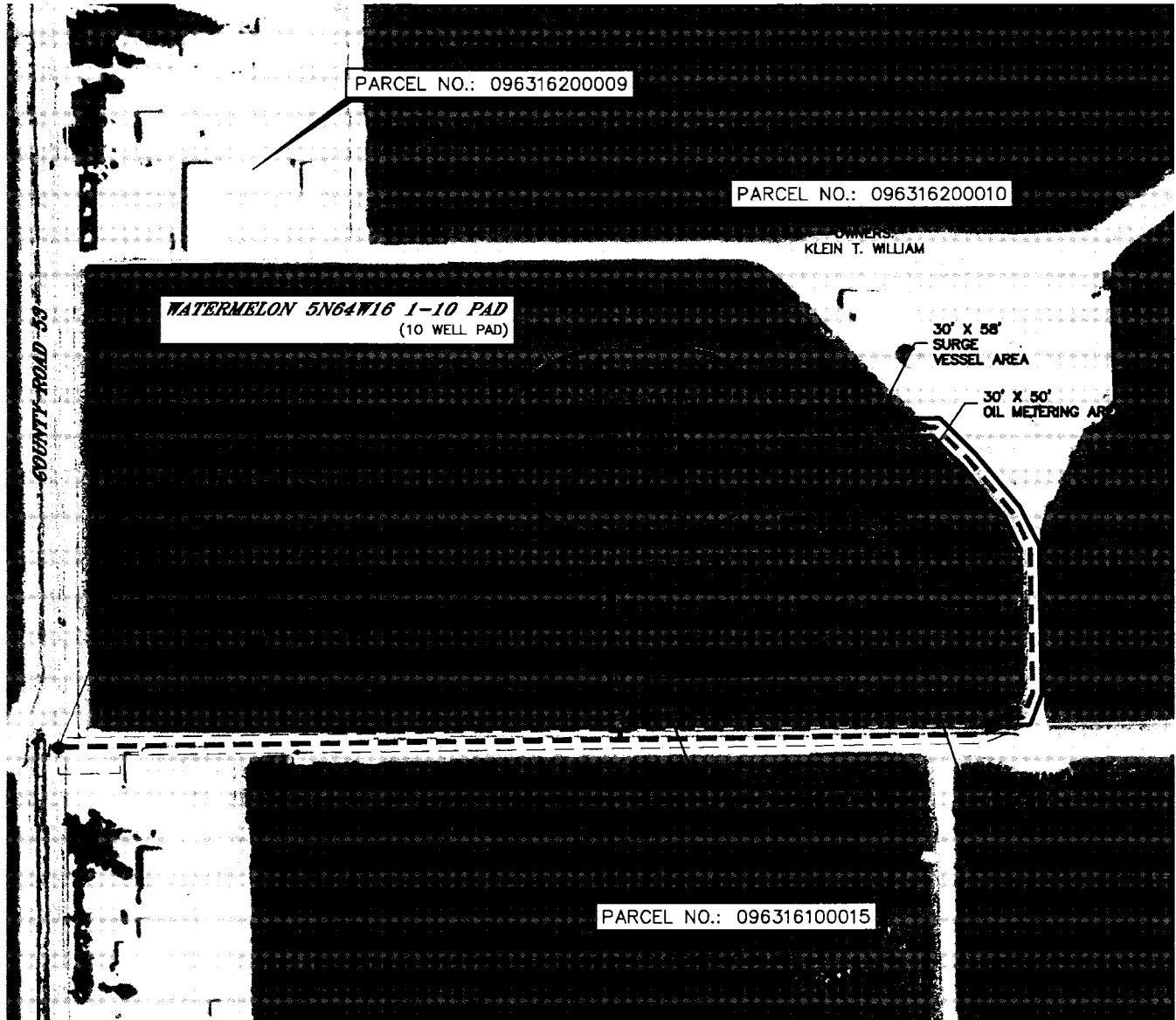
DATE: 12/20/2018
PROJECT#: 2018236

EXHIBIT "A" Page 2 of 2

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Section 16: PT N2NW4
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WK



LEGEND



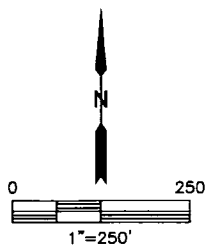
PERMANENT DISTURBANCE = 7.5 ACRES



APPROXIMATE ϕ PERMANENT ACCESS EASEMENT



APPROXIMATE ϕ FLOWLINE EASEMENT



DATE: 12/20/2018
PROJECT#: 2018236