



September 14, 2017

Riverside Irrigation District and
Riverside Reservoir and Land Company
Attention: Don Chapman
221 East Kiowa
Fort Morgan, CO 80701

RE: Township 4 North, Range 62 West, 6th P.M.
Section 3: Southeast Quarter Southeast Quarter (SESE)
Township 4 North, Range 61 West, 6th P.M.
Section 8: South Half Northeast Quarter (S2NE) and
Northeast Northeast Quarter (NENE)
Riverside Federal Unit Weld
County, Colorado

Dear Mr. Chapman:

As previously discussed, Bill Barrett Corporation ("BBC") is proposing a Federal unit to produce the minerals lying under Riverside Reservoir and the adjacent lands. In order to obtain approval of the proposed Riverside Federal Unit, the following amendments to the Surface Use and Access Agreement, dated September 16, 2012 between Riverside Irrigation District and Riverside Reservoir and Land Company ("Riverside") and Bill Barrett Corporation, successor in interest to Anschutz Exploration Corporation, ("BBC") (the "SUA") are necessary:

1. A proposed pad has been located in the Southeast Quarter of the Southeast Quarter (SESE) of Section 3-4N-62W, 6th P.M., on lands owned by Riverside Irrigation District to drill into and produce from lands in Sections 2 and 1, 4N-62W. The SUA does not include the lands in Section 3. BBC proposes amending the SUA by inserting the following legal description under 1. Said Land:

"Township 4 North, Range 62
West, 6th P.M. Section 3: SESE"

2. The SUA, under 4. Well Sites, contains language limiting all well site locations to no more than 4 acres of land while drilling. The pad surface under the current design is less than 4 acres but that does not allow for the cut and fill slopes and soils stockpiles. BBC proposes amending 4. Well Sites by changing the 4-acre limitation to a 5-1/2-acre limitation.

33105 WCR 33
GREELEY, CO 80631
P 970.353.0407

4. The SUA, under 7. Excluded Surface Area, states, "...that there shall be no use of the surface area in Section 8, Township 4 North, Range 61 West ...". Amend this section by inserting the following as the second and third sentences: "However, Surface Owner agrees that the existing two-track road running from Weld County Road eastward along the south side of the tract of land owned by Riverside Irrigation District in the Northeast Quarter of said Section 8 may be improved and used by Operator for its oil and gas activities outside of said Section 8 and grants the necessary rights and easements for such improvements and usage. The payment provisions of 6. Access Roads notwithstanding, the use of this access road shall be at no cost to Operator."

In addition to the foregoing amendments to the SUA, Riverside has requested the setback from the canal to the south edge of the proposed well pad located in the southwest quarter of Section 9-4N- 61 W be increased to 100 feet. That setback is now approximately 48 feet. Moving the pad is not feasible at this point but BBC will use its best efforts to shorten the pad by approximately 20-25 feet.

If the foregoing meets with your approval, please execute in the spaces provided below. Upon receipt of an executed original, BBC will countersign and return a fully executed original for your records

Sincerely,

BILL BARRETT CORPORATION



Jeff Fandrich, CPL
Senior Landman

(signatures on next page)

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Riverside Federal Unit
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Agreed to and accepted this 19 day of September, 2017 by

Surface Owner:

Riverside Irrigation District

Wade Castor

Name: Wade Castor

Title: President

Operator:

Bill Barrett Corporation

Brian James

Name: Brian James

Title: Land Manager, Surface

Riverside Reservoir and Land Company

Alan D Meyer

Name: Alan D Meyer

Title: President