

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

THIS MEMORANDUM OF SECOND AMENDMENT OF SURFACE USE AGREEMENT ("Memorandum") is entered into by and between Ludwig Family Farms, LLC ("Owner"), whose address is 18010 County Road 38, Platteville, CO 80651 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 3 North, Range 65 West of the 6th P.M.

Section 6: S/2NE

Tax Parcel # 121306000015, Weld County, Colorado ("Property")

WHEREAS, the parties entered into that certain Surface Use Agreement dated and effective Novemebr 29, 2017(the "Agreement"), and that certain Memorandum of Surface Use Agreement dated and effective November 29, 2017, recorded January 22, 2018 at Reception No. 4369430 in the Weld County Clerk and Records Office, State of Colorado; and amended in a First Amendment to Surface Use Agreement dated January 31, 2018 with a Memorandum of First Amendment to Surface Use Agreement placed of record at Reception No. 4382990 in the Weld County, Colorado records

WHEREAS, Owner and Company desire to amend the Legal Location as shown on the Original Agreement as follows:

Legal Location: Township 3 North, Range 65 West

Section 6: S/2NE4 and Part of the S/2NW4

Tax Parcel Number(s): 121306000015 and 121306200023

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

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 16 day of May, 2018, but effective for all purposes as of November 29, 2017.

OWNER:

LUDWIG FAMILY FARMS, LLC

David L. Ludwig
By: David L. Ludwig
Title: Farm Manager

COMPANY:

PDC ENERGY, INC.

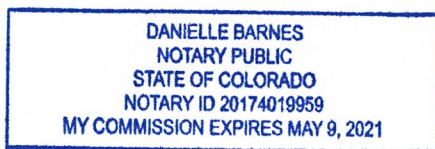
Paul Whisenand
By: Paul Whisenand
Title: Director of Land

ACKNOWLEDGEMENTS

State of Colorado)
) §
County of Weld)

On this 16 day of May, 2018, before me personally appeared David L. Ludwig, Farm Manager of the Ludwig Family Farms, LLC, 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)



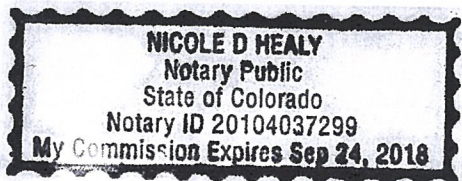
My commission expires: May 9, 2021

Danielle Barnes
Notary Public

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

On this 18th 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: 9.24.18

Nicole D Healy
Notary Public

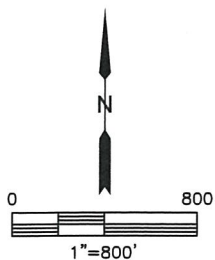
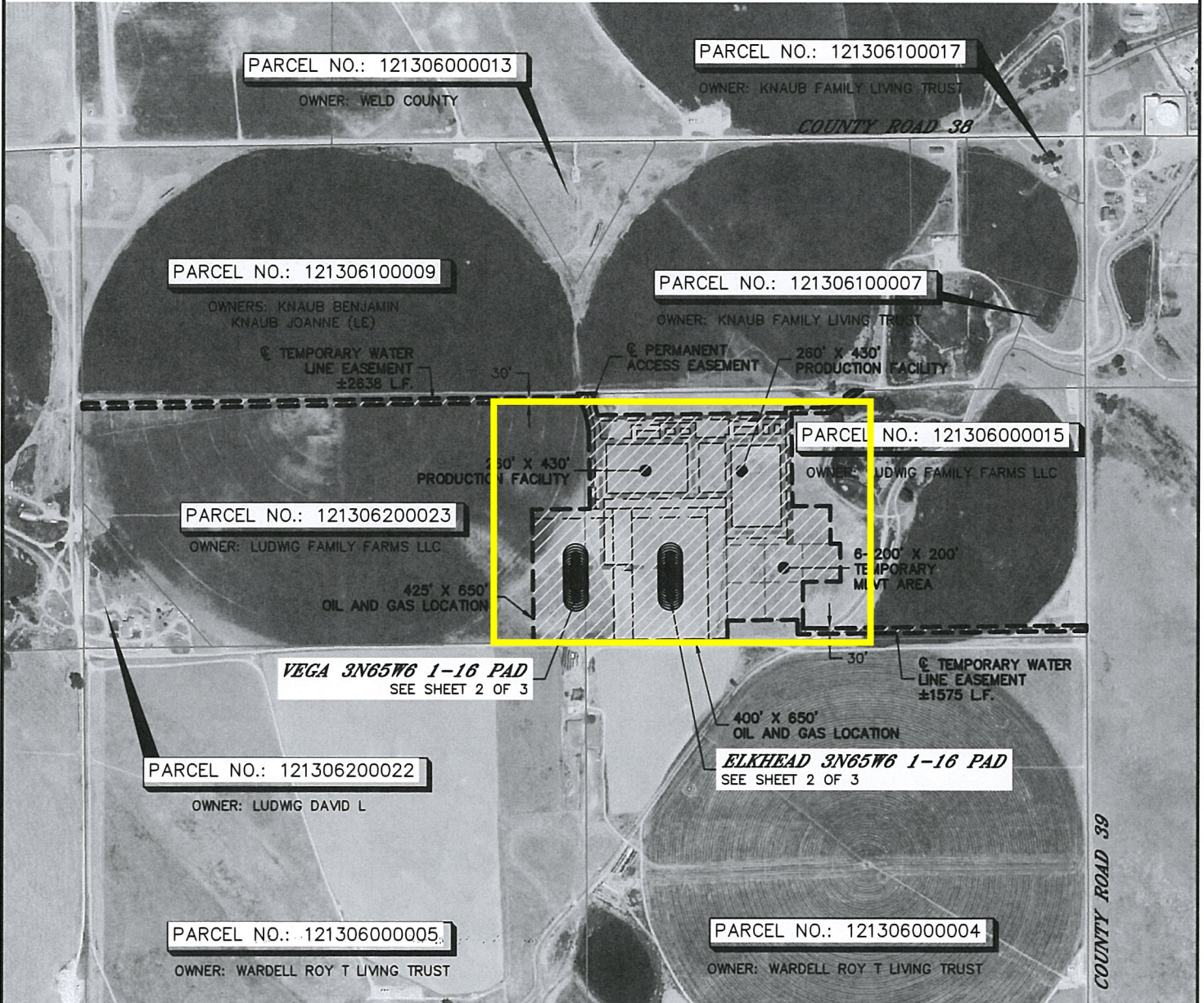
EXHIBIT "A" Page 1 of 3

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

Township 3 North, Range 65 West, 6th P.M.
Section 6: S/2NE4 and Part of the S/2NW4
Weld County, Colorado

Reviewed by Owner: Ludwig Family Farms LLC

Initial here: DLF



Lands Covered under SUA

LEGEND

	OIL AND GAS OPERATIONS AREA ("OGOA") = 39.1 ACRES
	APPROXIMATE ϕ PERMANENT ACCESS EASEMENT
	APPROXIMATE ϕ TEMPORARY ACCESS EASEMENT
	APPROXIMATE ϕ TEMPORARY WATER LINE EASEMENT

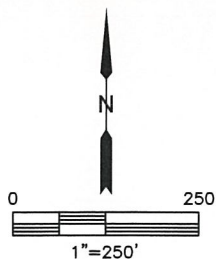
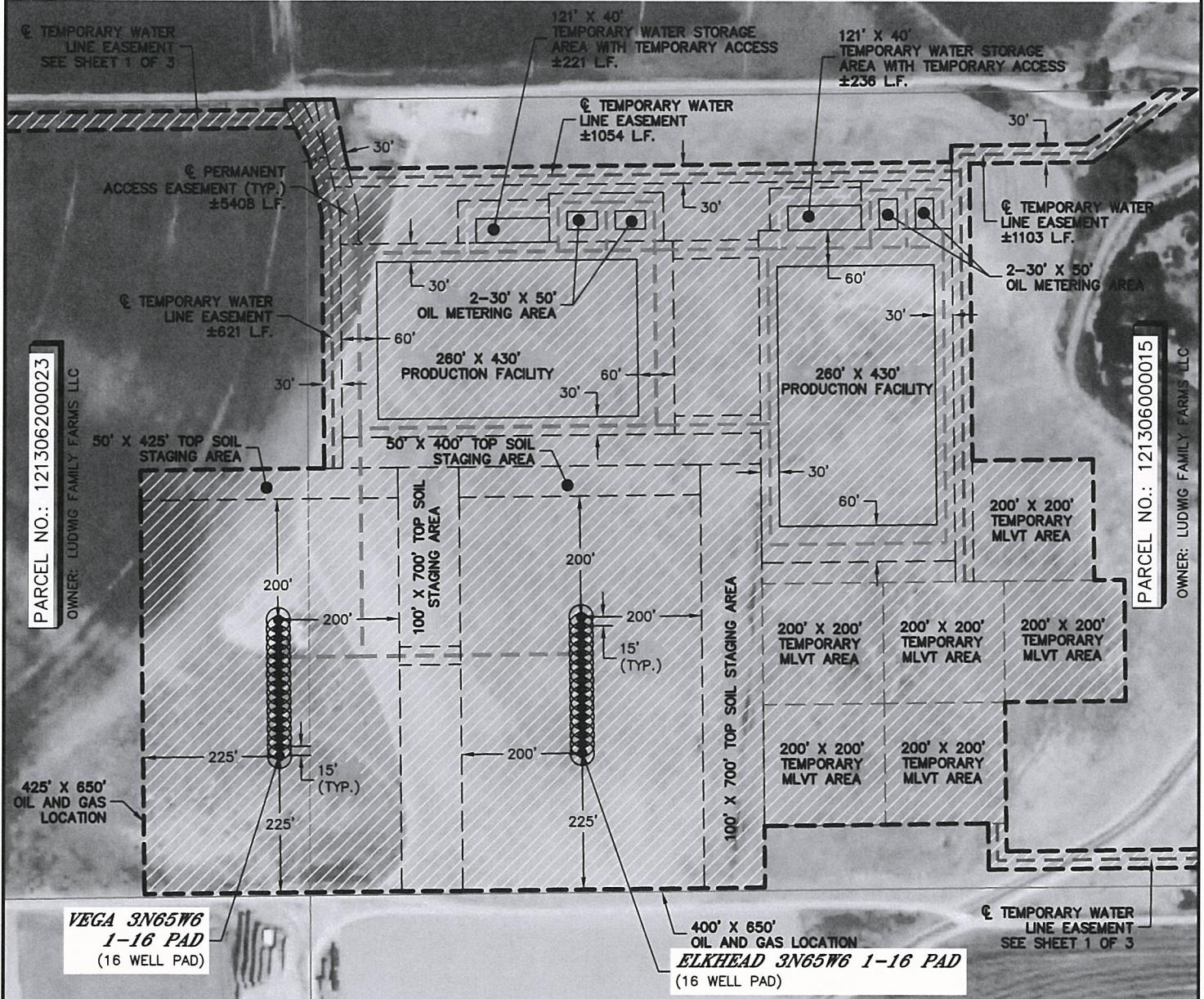


DATE: 5/9/2018
PROJECT#: 2017110

EXHIBIT "A" Page 2 of 3

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

Township 3 North, Range 65 West, 6th P.M.
Section 6: S/2NE4 and Part of the S/2NW4
Weld County, Colorado



LEGEND

	OIL AND GAS OPERATIONS AREA ("OGO") = 39.1 ACRES
	APPROXIMATE ϕ PERMANENT ACCESS EASEMENT
	APPROXIMATE ϕ TEMPORARY ACCESS EASEMENT
	APPROXIMATE ϕ TEMPORARY WATER LINE EASEMENT

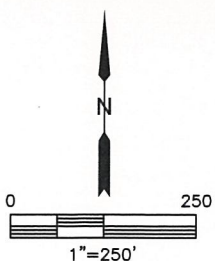
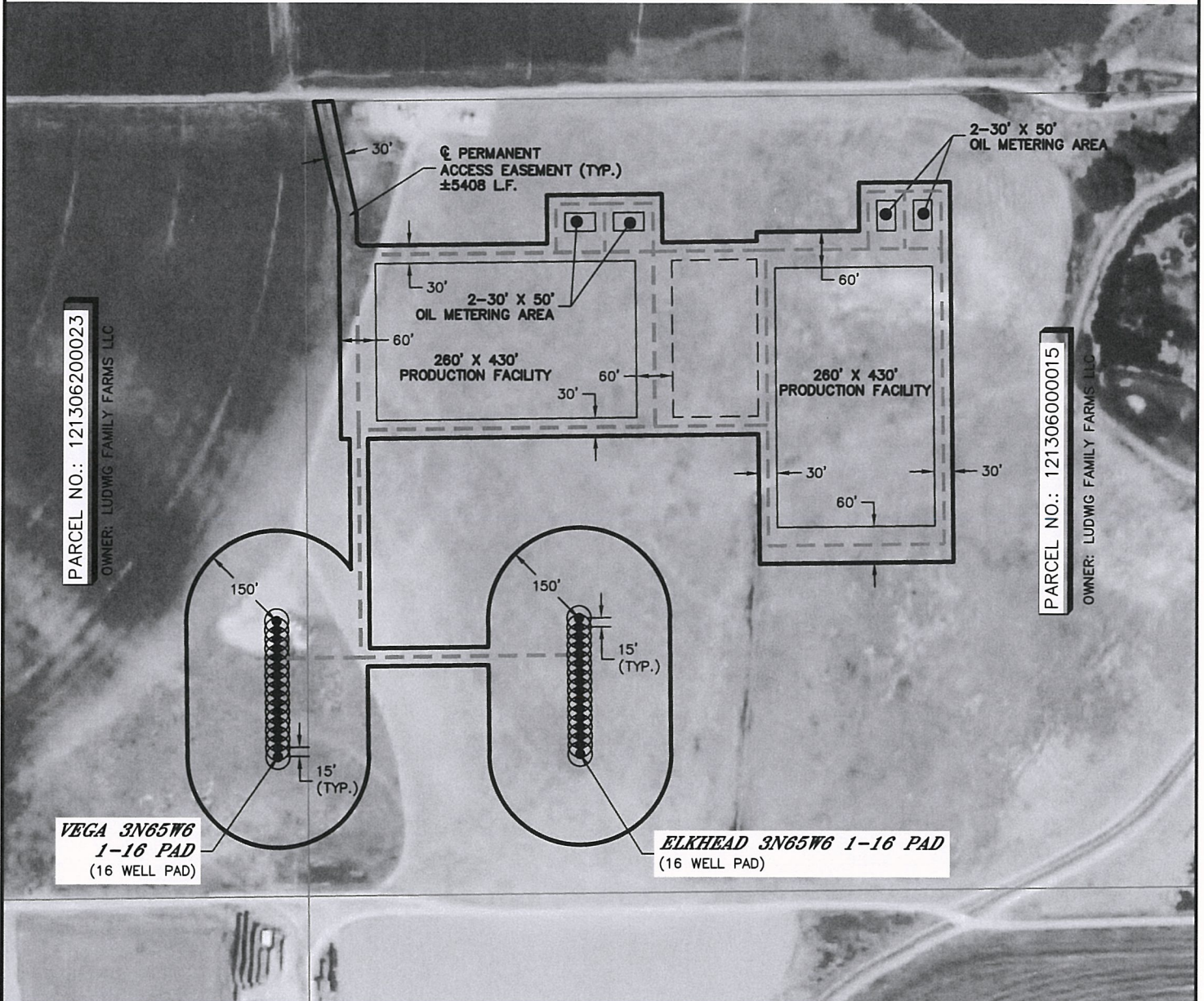


DATE: 5/9/2018
PROJECT#: 2017110

EXHIBIT "A" Page 3 of 3

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

Township 3 North, Range 65 West, 6th P.M.
Section 6: S/2NE4 and Part of the S/2NW4
Weld County, Colorado



LEGEND

	PERMANENT DISTURBANCE = 16.6 ACRES
	APPROXIMATE ϕ PERMANENT ACCESS EASEMENT



DATE: 5/9/2018
PROJECT#: 2017110

**MEMORANDUM OF
SURFACE USE AGREEMENT**

WHEREAS, Ludwig Family Farms, LLC whose address is 18010 County Road 38, Platteville, CO 80651 ("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 29, 2017 (the "Agreement") covering and affecting the following described property (the "Property") more fully described on Exhibit A, attached hereto:

Township 3 North, Range 65 West of the 6th P.M.

Section 6: S/2NE

Tax Parcel Numbers 121306000015

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.

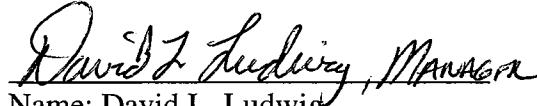
NOW THEREFORE this Memorandum is placed of record for the purpose of giving notice of the Agreement. The parties acknowledge that they are bound by all of the terms and conditions of the Agreement and that the Agreement is a covenant running with the Property and binds and inures to the benefit of Owner 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 29 day of November, 2017.

Owner:

Ludwig Family Farms, LLC

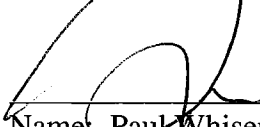


Name: David L. Ludwig

Title: Farm Manager

Operator:

PDC ENERGY, INC.



Name: Paul Whisenand

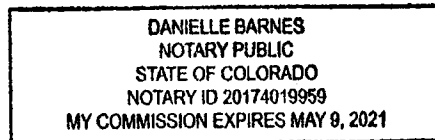
Title: Director of Land

ACKNOWLEDGEMENTS

State of Colorado)
) §
 County of Weld)

On this 29 day of November, 2017, before me personally appeared David L. Ludwig, Farm Manager of the Ludwig Family Farms, LLC, 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)



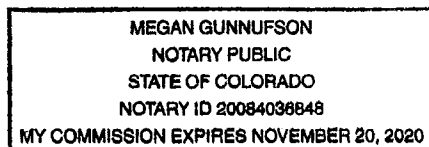
My commission expires: May 9, 2021


 Notary Public

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

On this 16th day of January, 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: Nov. 20, 2020



 Notary Public

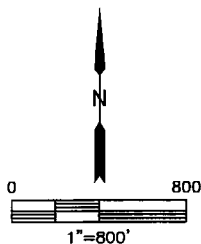
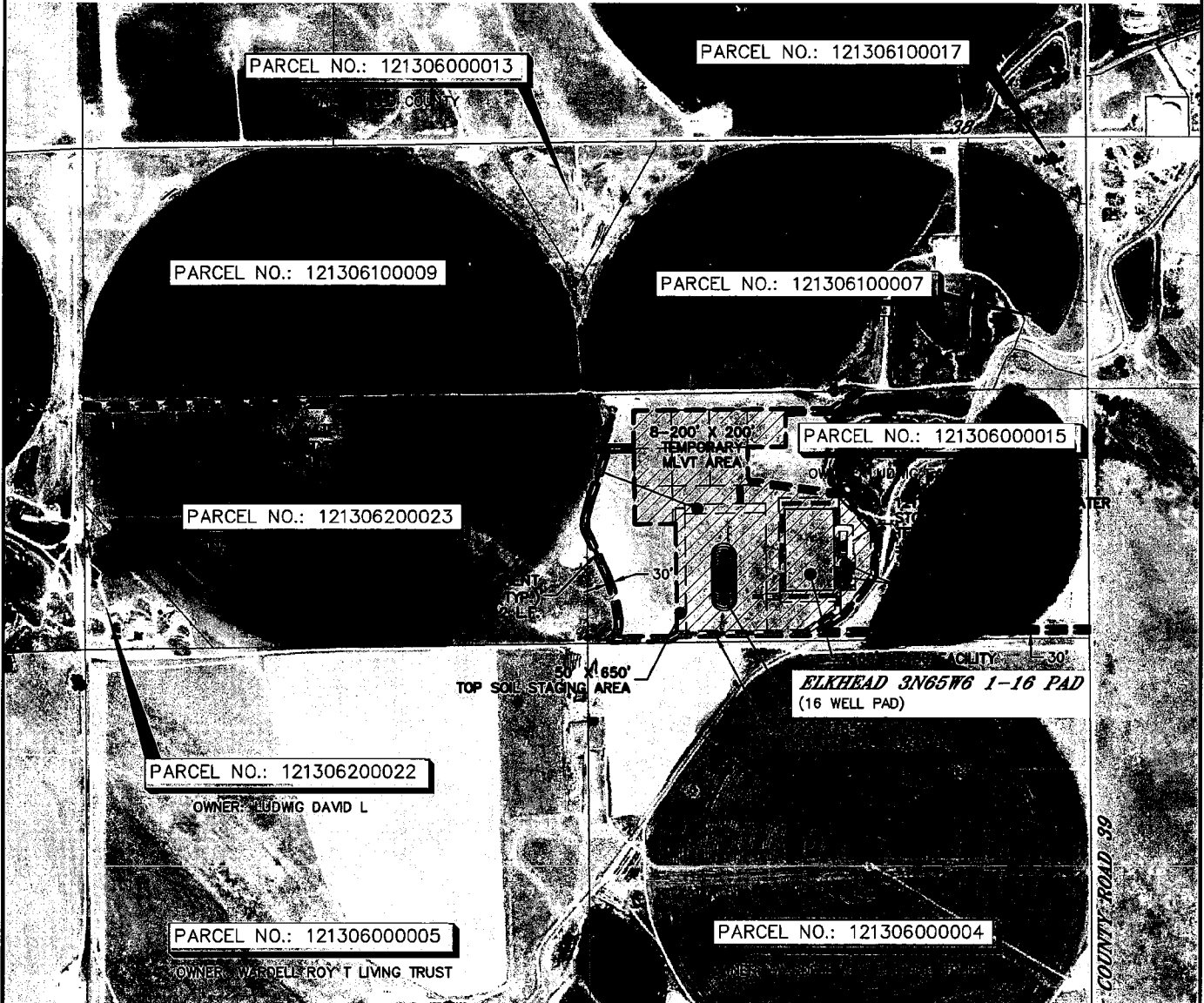
EXHIBIT "A" Page 1 of 2

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Township 3 North, Range 65 West, 6th P.M.
Section 6: S/2NE/4
Weld County, Colorado

Reviewed by Owner: Ludwig Family Farms LLC

Initial here: DH



LEGEND

- OIL AND GAS OPERATIONS AREA ("OGOA") = 29.8 ACRES
- - - APPROXIMATE \odot PERMANENT ACCESS EASEMENT
- - - APPROXIMATE \odot TEMPORARY ACCESS EASEMENT
- - - APPROXIMATE \odot TEMPORARY WATER LINE EASEMENT



DATE: 12/6/2017
 PROJECT#: 2017110

EXHIBIT "A" Page 2 of 2

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Township 3 North, Range 65 West, 6th P.M.
Section 6: S/2NE/4
Weld County, Colorado



LEGEND



PERMANENT DISTURBANCE = 9.5 ACRES



APPROXIMATE $\frac{1}{4}$ PERMANENT ACCESS EASEMENT



DATE: 12/6/2017
 PROJECT#: 2017110