

ROADWAY USE AND MAINTENANCE AGREEMENT

STATE OF OHIO

COUNTY OF NOBLE

KNOWN ALL MEN BY THESE PRESENTS:

WHEREAS, Noble County, (hereafter "County"), is the fiduciary of certain common County Roadways located in Noble County, State of Ohio.

WHEREAS, CNX Gas Company LLC, whose address is CNX Center, 1000 Consol Energy Drive, Canonsburg, PA 15317, (hereafter "Operator") is the Operator of certain oil and gas wells located in Noble County, State of Ohio.

The permit is issued to the Operator to authorize said Operator to operate or move necessary equipment for the construction, drilling, fracking, and maintenance of said gas well on County Road 4, Cowgill Road.

This permit applies to the following section county or township road (s) only:

From the intersection of State Route 146 (Zep Road East) and County Road 4 (Cowgill Road) and going south/southeast approximately 1.38 miles on County Road 4, Cowgill Road, in Center/ Marion Township, Noble County, Ohio (hereafter "Road")

WHEREAS, County and Operator desire to enter into an agreement for use of said Road (s) for purposes of ingress and egress onto adjoining leasehold(s) for excess traffic necessary for the development of oil and gas wells on said leasehold including construction, drilling and completion. Both parties agree that there are other users on the Road(s) and Operator will only be responsible for the payment of excess maintenance costs directly attributable to Operator's use of the Road(s) under this agreement.

NOW, THEREFORE, in consideration of the faithful performance of each party of the mutual covenants hereinafter set forth, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Operator agrees to repair any damage to the Road(s) or related drainage structures directly caused by the operation or movement of the above referenced vehicles on the Road(s) by Operator, and agrees to repair any such damage as soon as reasonably practicable, returning the damaged Road(s) or related drainage structure to a condition as good as it existed before the operation or movement of the above referenced vehicle, or reimburse County for any additional reasonable costs incurred, associated with the maintenance of said Road(s) as a direct result of Operator's activities, during construction, drilling and operation completion, of said wells including additional dust suppression needed during peak activity periods. County agrees to provide additional reasonable maintenance and repair cost estimates to Operator prior to maintenance and repairs being complete.

1. This agreement is only intended to cover County Road 4, Cowgill Road in Center/ Marion Township. The initial period of use is from March 21, 2013, through March 20, 2014, renewable yearly upon Operator providing notice to County.
2. Operator agrees to maintain the Road(s) to a condition consistent with that prior to operations during the term of this agreement.
3. Operator agrees to maintain the culverts or bridges appurtenant to the Road(s) to a condition consistent with that prior to operations during the term of this agreement.
4. Operator assumes all liability for subcontractors working on Operator's behalf to the extent such liability directly relates to the authorized use of the road(s) by such subcontractors during the term of this agreement.
5. Operator agrees to follow the prevailing wage laws Ohio Revised Code §4115.03 – §4115.16 when making improvements to public roads.
6. See Appendix A for additional conditions.

To secure Operator's performance under this permit, Operator has posted the following bond.

Bond No. CMS0260740 in the amount of \$350,000.00 bonding Noble County, Ohio.

WHEREAS, both parties agree that the enforcement of the bonding of said Road(s) upon Operator by County will result in the nullification of this agreement.

WHEREAS, this agreement shall be binding upon the successors and assigns of the parties hereto and shall be deemed to be a covenant running with the Road(s) described above.

IN WITNESS WHEREOF, this instrument has been executed by the undersigned the 25TH day of MARCH, 2013.

COUNTY

Noble County

By: Gary Rossiter
Gary Rossiter

By: Virgil J Thompson
Virgil Thompson

By: Stephen Bond
Stephen Bond

OPERATOR

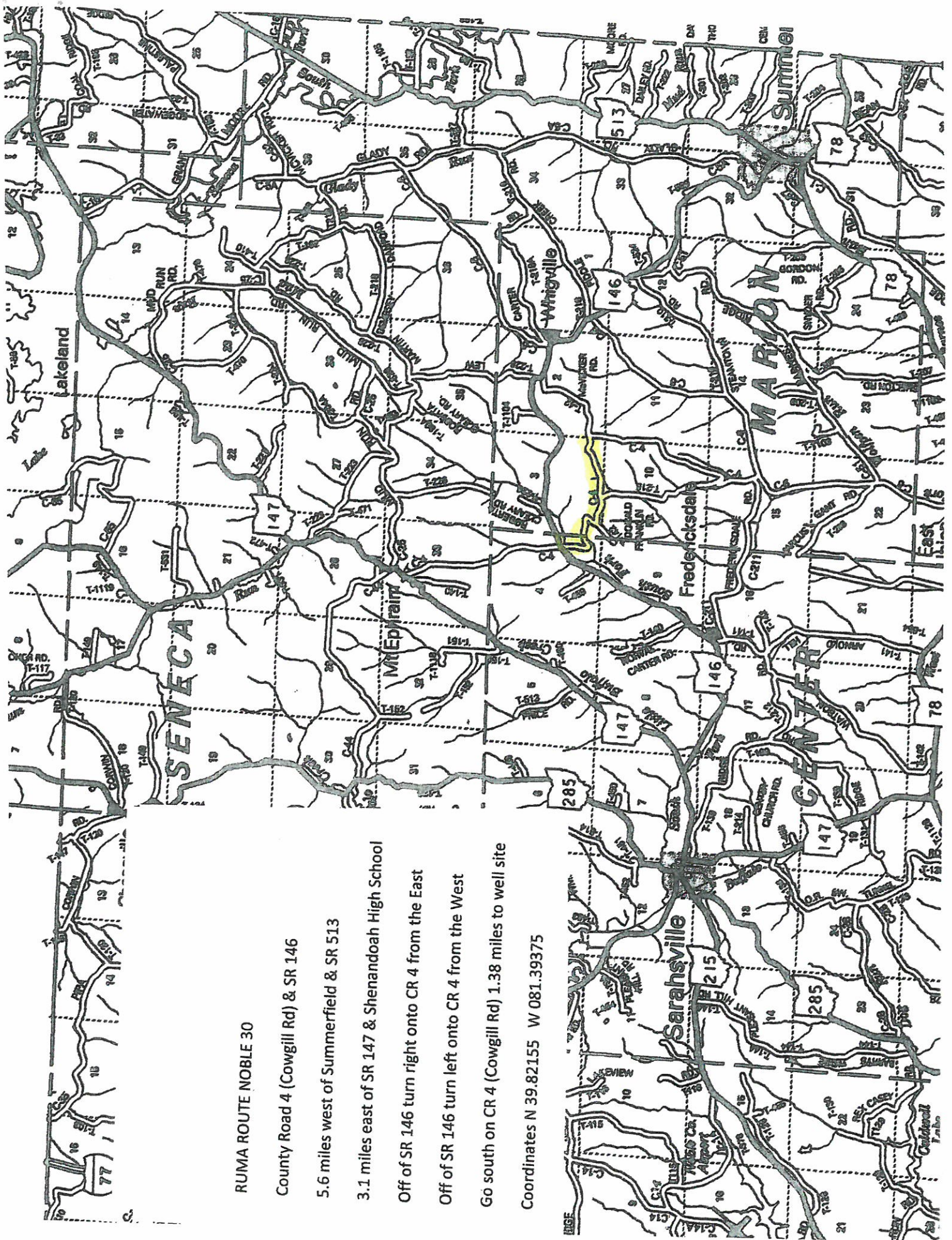
CNX Gas Company LLC

By: Mary M. Schmitt

Appendix A

Operator shall be required to:

- 1) No parking along roadway.
- 2) Remove trees approximately 200' east of well site on north side of road for sight distance.



RUMA ROUTE NOBLE 30

County Road 4 (Cowgill Rd) & SR 146

5.6 miles west of Summerfield & SR 513

3.1 miles east of SR 147 & Shenandoah High School

Off of SR 146 turn right onto CR 4 from the East

Off of SR 146 turn left onto CR 4 from the West

Go south on CR 4 (Cowgill Rd) 1.38 miles to well site

Coordinates N 39.82155 W 081.39375