

**Avalon Farms LLC
Declaration of Covenants and Conservation Restrictions**

WHEREAS, **Avalon Farms LLC**, a Connecticut limited liability company (the "Grantor") owns certain property located in the Town of Middlebury, County of New Haven and State of Connecticut, more particularly described on Schedule A attached hereto and made a part hereof (the "Property"); and

WHEREAS, by resolution adopted June 3, 1999, amended July 8, 1999, and effective November 24, 1999, the Middlebury Planning and Zoning Commission rezoned and designated the Property as R-40/PRD No. 2 and approved the Preliminary/Final Plan of Development for an Individual Lot PRD on the Property, which includes 48 individual lots, pursuant to Section 22 of the Middlebury Zoning Regulations; and

WHEREAS, the Preliminary/Final Development plan of the Property as proposed in accordance with said Section 22 of the Middlebury Zoning Regulations provided that the Property be subjected to the covenants and restrictions herein contained to promote the purposes and objectives of the PRD Regulations as they relate to the Property and, particularly, to preserve, conserve and protect water quality, tree cover, wetlands and watercourses and other environmentally noteworthy features and resources of the Property.

NOW THEREFORE, the Grantor does hereby publish, declare and impose the following covenants and restrictions on the Property in favor of, and enforceable by the Town of Middlebury and the Homeowners Association provided for in Section 7 below which are intended to and shall be deemed to be a "Conservation Restriction" within the meaning of Sections 47-42a through 47-42c of the Connecticut General Statutes, as amended, to the date hereof:

1. No septic systems shall be constructed, placed or installed on the Property and the Property shall not be further subdivided.
2. Unless specifically (and in each case) approved by the Middlebury Conservation Commission, and subject to the issuance of any other necessary governmental approvals, filling or excavation, mining, drilling or removal of topsoil, sand, gravel, rock, minerals or other earth materials, the construction of driveways or roadways and any changes in the natural topography of the Property is prohibited. The foregoing, however, does not apply to the private roads to be constructed and conveyed to a Home Owners Association or to homes and driveways on approved lots.
3. Proper sedimentation and erosion control acceptable to the Middlebury Conservation Commission shall be maintained during all construction activities on the Property. No portion of the Property shall be regraded unless appropriate measures acceptable to the Middlebury Conservation Commission are taken and maintained to eliminate any unacceptable resulting concentration of drainage or runoff. Appropriate ground cover shall be provided as soon as practicable in any disturbed areas.

4. Use of sand and salt on the streets and individual driveways on the Property shall be limited to that reasonably required for safety.

5. Use of pesticides, herbicides and other chemicals for lawn and grounds care shall, to the extent reasonably practicable, be limited to those that will not have a material deleterious effect on Avalon Farm Pond or other wetlands and watercourses on the Property unless otherwise approved by the Middlebury Conservation Commission where warranted by special circumstances.

6. No use, activity or operation that is defined as a "Regulated Activity" under the Inland Wetlands & Watercourses Regulations of the Town of Middlebury or otherwise regulated under any other law, statute, ordinance or regulation of similar import shall be conducted within the "Regulated Area" on the Property (excluding any area as to which the Connecticut Department of Environmental Protection ("DEP") has exclusive jurisdiction) except after obtaining any necessary license, permit or approval from the government authority having jurisdiction and then only in conformity with such license, permit or approval. The location and dimensions of the current wetlands and watercourses that are located on the Property and the fifty-foot buffer from the limits of each that constitutes the current regulated area under the Inland Wetlands & Watercourses Regulations are shown on the Preliminary/Final site Development Plans for Avalon Farms that are on file with the Middlebury Planning & zoning Commission.

7. Not later than the first conveyance by the Grantor of an individual lot in the PRD, the Grantor, or the then owner of the Property, shall create a non-stock, nonprofit corporation under the laws of the State of Connecticut to act as the homeowner's association for the PRD (hereinafter the "Association"). All persons, firms or corporations having an ownership interest in any individual building lot in the PRD shall, so long as such interest is maintained, be members of the Association. When established, the Association shall, by its bylaws and other relevant documents, in addition to other duties which may be imposed on it, have the right and responsibility to enforce compliance with these restrictions and shall be responsible for proper maintenance of the common areas, the dam, the water quality basin, sewer pump station, and the private streets, among other things, to prevent to the extent reasonably possible, deterioration of such facilities and streets from adversely impacting wetland and watercourse areas on the Property. The Association shall be vested with all requisite legal authority to carry out its duties hereunder, expressly including the authority to finance such activities by having the ability to borrow money and to make assessments against its members and their respective interests in the PRD, which assessments may be collected by legal action and/or the placing and foreclosing of liens on members lots for such assessments.

8. The land shown on the Preliminary/Final Development Plan outside of lot lines which is designated "Open Space", the strips of land outside of lots designated

"Pedestrian Way" or "Natural Area" and the center islands of cul-de-sacs shall be Deeded to the Association and, except for said strips and islands, shall (a) remain in its natural, scenic and unspoiled condition, (b) be held and used solely as a natural area preserved for conservation, scientific, educational, natural and aesthetic purposes and (c) not be further subdivided. The strips and islands may be landscaped, but otherwise shall remain in their natural state, except for walking trails and, as to those designated "Pedestrian Way", emergency access and any other use specified in the "Declaration of Avalon Farms" on file (or to be filed) in the Middlebury Town Clerk's Office. The foregoing, however, shall not prohibit the cutting of dead trees for firewood or other trees for control of fire, insects and disease, and maintaining views from houses; nor shall it prohibit maintenance, construction, reconstruction or repair of stone walls, fences, walking trails, and such improvements or cutting as may be necessary for safety purposes or incidental to the maintenance, preservation and sound management of open space, pond, wetlands or forested land, which shall be permitted on the areas designated as Open Space.

9. Except as set forth below, no buildings, structures, billboards or signs may be constructed or erected in the areas designated as "Open Space" on the Preliminary/Final Development Plan. Notwithstanding the foregoing, buildings or structures required for the Avalon Pond Dam (including the spillway and emergency spillway), structures required by the water quality basin, the sewage pump station and all appurtenances adjacent to lots 31 and 45 and informational or street signs shall be permitted.

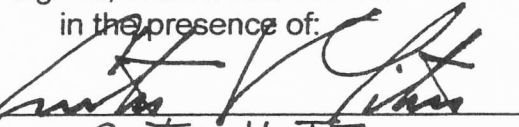
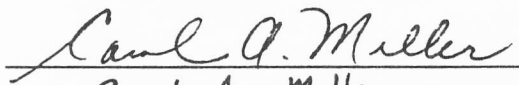
10. The Property and all buildings and structures thereon shall have unified consistent architectural design, which design has been presented to and approved by the Middlebury Planning and Zoning Commission and is on file in the office of said Commission. In addition, all buildings and structures erected on the Property shall be constructed by the Grantor and by no other person or entity, subject to the provisions of Section 22.10.3c(4) of the Zoning Regulations providing for Commission approval of a successor developer. The foregoing covenants and those covenants set forth in paragraphs 1 through 9 above shall be covenants running with the land.


11. As used herein the term "Middlebury Conservation Commission" means not only the Middlebury Conservation Commission as presently constituted and empowered but also includes any successor governmental agency having similar jurisdiction.

12. The Grantor reserves for itself, its successors and assigns and their respective successors in title to the Property or portions thereof all rights in and to the Property or portions thereof that are not inconsistent with the restrictions and covenants herein contained.

13. Subject to compliance with applicable law and, in particular, the Middlebury Zoning Regulations, and subject to the issuance of any necessary approvals of governmental agencies, the terms and conditions of these covenants and restrictions may be modified, clarified or supplemented by written agreement of the town of Middlebury and the Association (or prior to the time that the Association is formed, the Grantor) recorded on the Middlebury Land Records.

IN WITNESS WHEREOF, the Grantor has caused this Declaration of Covenants and Restrictions to be executed and delivered this 24TH day of November, 1999.

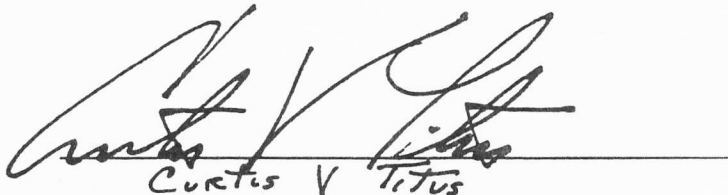
Signed, sealed and delivered
in the presence of:

Curtis V Titus

Carol A. Miller

AVALON FARMS LLC
By: 
Keith J. Sorensen, its Manager

STATE OF CONNECTICUT)
) ss: Southbury
COUNTY OF NEW HAVEN)

On this the 24th day of November, 1999, before me the undersigned officer, personally appeared Keith J. Sorensen, who acknowledged himself to be the Manager of Avalon Farms LLC, a Connecticut limited liability company, and that he as such officer, being authorized so to do, executed the foregoing instrument for purposes therein contained, by signing the name of the limited liability company by himself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand.


Curtis V Titus
Commissioner of the Superior Court
Notary Public

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All that certain piece or parcel of land together with any improvements thereon, situated on the northwesterly side of Southford Road a/k/a Route 188, the southerly side of Judd Hill Road, the easterly side of Christian Road with a portion of Long Meadow Road running through it, in the Town of Middlebury, County of New Haven and State of Connecticut and shown on a map entitled, "Perimeter Survey Map Prepared for International Business Machines Corporation Property at Christian Rd. - Judd Hill Rd. Long Meadow Rd. & Route 188, Middlebury, CT." dated August 16, 1996 and prepared by Bradford E. Smith & Son which map is on file in the Middlebury Land Records at Map Book 26 Page 26 and also on maps entitled, "Sheets 1-5 of 5 - Subdivision Map Prepared for Avalon Farms, LLC Southford Road, Middlebury, CT." dated June 1, 1999 revised to June 21, 1999 and prepared by Bradford E. Smith & Son which map will be filed in the Middlebury Land Records. Said parcel can be more particularly described as follows:

Beginning at an iron pin in the easterly street line of Christian Road. Said iron pin marks the southwesterly corner of land now or formerly of Helen Marie Della Pietra and a northwesterly corner of the parcel herein described. Thence proceeding N71°39'32"E 671.02' along the southerly line of land of said Helen Marie Della Pietra to a point. Said point marks the southeasterly corner of said Helen Marie Della Pietra and the southwesterly corner of land of Farpond Associates LLC. Thence N80°12'40"E 2.21' along the southerly line of land of said Farpond Associates LLC to an iron pin; thence N80°12'40"E 789.99' continuing along the southerly line of land of said Farpond Associates LLC to an iron pin. Said iron pin marks the southeasterly corner of land of said Farpond Associates LLC. Thence N09°20'11"W 400.06' along the easterly line of land of said Farpond Associates LLC to a granite monument. Said granite monument marks the northeasterly corner of land now or formerly of Farpond Associates LLC, a northwesterly corner of the parcel herein described and lies in the southerly street line of Judd Hill Road. Thence S84°45'02"E 496.10' along the southerly street line of said Judd Hill Road to a granite monument. Said granite monument marks the northwesterly corner of the portion of Long Meadow Road to be discontinued as shown on map entitled, "Sheet 5 of 5 - Subdivision Map Prepared for Avalon Farms, LLC Southford Road, Middlebury, CT." dated June 1, 1999 revised to June 21, 1999 and prepared by Bradford E. Smith & Son. Thence S84°45'02"E 7.76' along the northerly portion of Long Meadow Road to be discontinued as shown on said map to a concrete monument; thence S84°45'02"E 42.62' continuing along the northerly portion of Long Meadow Road to be discontinued to a concrete monument. Said concrete monument marks a northeasterly corner of the portion of Long Meadow Road to be discontinued and the southeasterly corner of the street line of Judd Hill Road. Thence N03°12'42"W 27.77' along the easterly street line of said Judd Hill Road to a concrete monument. Said concrete monument marks a northwesterly corner of the parcel herein described. Thence S82°18'32"E 269.97' along the southerly line of said Judd Hill Road as shown on map entitled, "Perimeter Survey Map Prepared for International Business Machines Corporation Property at Christian Rd. - Judd Hill Rd. Long Meadow Rd. & Route 188, Middlebury, CT." dated August 16, 1996 and prepared by Bradford E. Smith & Son, to a point; thence S85°08'34"E 53.89' continuing along the southerly line of said Judd Hill Road as shown on said map to a point. Said point lies in the southerly line of Judd Hill Road. Thence along a curve to the right having a radius of 30.37', an arc length of 60.33', a central angle of 113°48'39", a chord bearing of S27°58'53"E and a chord length of 50.89' along the southerly line of Judd Hill Road to a point. Said point lies in the

northwesterly street line of Route 188. Thence $S27^{\circ}45'41''W$ 106.82' along the northwesterly street line of said Route 188 to a point; thence along a curve to the right having a radius of 3175.00', an arc length of 244.31', a central angle of $04^{\circ}24'31''$, a chord bearing of $S29^{\circ}35'58''W$ and a chord length of 244.25' continuing along the northwesterly street line of said Route 188 to a concrete monument; thence $S31^{\circ}26'46''W$ 142.49' continuing along the northwesterly street line of said Route 188 to a granite monument. Said granite monument marks the intersection of Route 188 and the easterly street line of the portion of Long Meadow Road to be discontinued as shown on map entitled, "Sheet 5 of 5 - Subdivision Map Prepared for Avalon Farms, LLC Southford Road, Middlebury, CT." dated June 1, 1999 revised to June 21, 1999 and prepared by Bradford E. Smith & Son. Thence along a curve to the left having a radius of 1625.00', an arc length of 219.70', a central angle of $07^{\circ}44'47''$, a chord bearing of $S27^{\circ}58'18''W$ and a chord length of 219.53' along the northwesterly street line of Southford Road to a granite monument. Said granite monument is shown on map entitled, "Perimeter Survey Map Prepared for International Business Machines Corporation Property at Christian Rd. - Judd Hill Rd. Long Meadow Rd. & Route 188, Middlebury, CT." dated August 16, 1996 and prepared by Bradford E. Smith & Son. Thence $S26^{\circ}00'11''W$ 2.93' along the northwesterly street line of Route 188 as shown on said map to a Connecticut Highway Department monument. Thence continuing along the northwesterly line of Route 188 the following courses and distances: $S24^{\circ}27'37''W$ 343.55' to a point; thence along a curve to the right having a radius of 1175.00', an arc length of 193.33', a central angle of $09^{\circ}25'38''$, a chord bearing of $S28^{\circ}25'03''W$ and a chord length of 193.11' to a Connecticut Highway Department monument; thence $S32^{\circ}22'29''W$ 406.61' to a Connecticut Highway Department monument; thence $S32^{\circ}23'13''W$ 459.68' to a Connecticut Highway Department monument; thence $S32^{\circ}20'55''W$ 403.11' to a granite monument; thence along a curve to the left having a radius of 325.00', an arc length of 152.58', a central angle of $26^{\circ}53'55''$ and a chord bearing of $S18^{\circ}52'05''W$ and a chord length of 151.18' to a granite monument; thence $S05^{\circ}26'23''W$ 183.57' to a point; thence along a curve to the right having a radius of 195.00', an arc length of 72.73', a central angle of $21^{\circ}22'13''$, a chord bearing of $S16^{\circ}09'31''W$ and a chord length of 72.31' to a point; thence $S26^{\circ}50'21''W$ 110.24' to a point. Said point marks the southerly corner of the parcel herein described and lies in the northerly line of the intersection of Route 188 and Christian Road. Thence along the easterly line of Christian Road the following courses and distances: $N29^{\circ}56'48''W$ 594.42' to a point; thence $N20^{\circ}42'31''W$ 133.28' to a point; thence $N19^{\circ}42'26''W$ 79.16' to a point; thence $N12^{\circ}50'31''W$ 296.85' to a point; thence $N12^{\circ}49'46''W$ 263.27' to a point; thence $N10^{\circ}18'44''W$ 94.94' to an iron pin; thence $N24^{\circ}58'22''W$ 127.33' to a point; thence $N26^{\circ}05'21''W$ 253.75' to a point; thence $N25^{\circ}53'26''W$ 378.88' to the iron pin which marks the point or place of beginning.

Said parcel is bounded:

Northerly by land now or formerly of Helen Marie Della Pietra and by land now or formerly of Farmpond Associates LLC; and
Westerly by land now or formerly of Farmpond Associates LLC.
Northerly by Judd Hill Road;
Southeasterly by Route 188; and
Westerly by Christian Road;

Said parcel contains 60.6846 acres.

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