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MASSACHUSETTS QUITCLAIM DEED

The Town of Wayland, a municipal corporation duly established and existing under the laws of Massachusetts and having its usual place of business at 41 Cochituate Road, Wayland, Middlesex County, Massachusetts, for consideration paid, and in full consideration of one and no/100 (\$1.00) dollar, grants to the Wayland Housing Authority, a housing authority duly established and existing under Massachusetts General Laws Chapter 121B and having its usual place of business at 106 Main Street, Wayland, Middlesex County, Massachusetts 01778, for single-family affordable housing purposes, with **quitclaim covenants**,

the parcel of land, with the buildings thereon, in Wayland, Middlesex County, Massachusetts, known and numbered as 130 Plain Road, bounded and described as follows:

Southerly on the road from Weston to Sudbury known as "Plain Road"; Westerly on land now or formerly of Cuckson; Northerly on land now or formerly of Michael Rowan; Easterly on land now or formerly of James Coolidge; containing four and three-quarters acres, more or less, however otherwise said premises may be bounded or described.

Said parcel of land is shown as Assessors Map 25, Lot 95, "Town of Wayland Board of Selectmen" on a plan entitled "Plan of Land in Wayland, Massachusetts Prepared for The Wayland Housing Authority 130 Plain Road", dated January 17, 2001, prepared by the Town of Wayland Town Surveyor's Office and recorded with the Middlesex South Registry of Deeds herewith, reference to which plan is hereby made for a more particular description of said parcel of land.

The Town of Wayland hereby reserves to itself:

1. A perpetual trail easement in, on, over, across and through the area of said parcel of land shown as "12' TRAIL EASEMENT" on said plan; and

2. A perpetual conservation restriction on the area of said parcel of land shown as "CONSERVATION RESTRICTION" on said plan, which conservation restriction is described in Exhibit A attached hereto and incorporated herein. By accepting and recording this deed, the Wayland Housing Authority covenants and agrees for itself and its successors and assigns that said conservation restriction shall be deemed to be an "other restriction held by a governmental body" within the meaning of M.G.L. c. 184, § 26.

Plant # 963
SEE PLAN IN RECORD BOOK 33703 PAGE 341

Property Address: 130 Plain Road, Wayland, Massachusetts 01778

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Said trail easement and conservation restriction shall be held in the care, custody, management and control of the Conservation Commission of the Town of Wayland.

The grantee herein has fully complied with the provisions of M.G.L. c. 44, § 63A.

This deed is exempt from documentary stamp excise taxes pursuant to M.G.L. c. 64D, § 1.

For Grantor's title, see deed of Sudbury Valley Trustees, Inc. to the Town of Wayland dated August 26, 1999, and recorded with the Middlesex South Registry of Deeds in Book 30588, Page 93.

This conveyance was authorized by vote of the Special Town Meeting of the Town of Wayland held on November 17, 1999. A certified copy of said vote is recorded herewith.

In Witness Whereof the said Town of Wayland has caused its corporate seal to be hereto affixed and these presents to be signed, acknowledged and delivered in its name and behalf by its duly authorized Board of Selectmen this 24th day of September, 2001.

TOWN OF WAYLAND, by:

Patricia Abramson
Patricia Abramson

Mary M. Antes
Mary M. Antes, Chair

Brian T. O'Herlihy
Brian T. O'Herlihy

Susan W. Pope
Susan W. Pope

Linda L. Segal
Linda Segal

its Board of Selectmen

Approved as to form

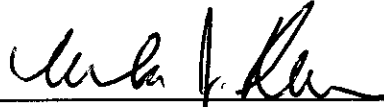
Mark J. Lanza
Mark J. Lanza, Town Counsel

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

September 24, 2001

Then personally appeared the above-named Patricia Abramson, Mary M. Antes, Brian T. O'Herlihy, Susan W. Pope and Linda Segal and acknowledged the foregoing instrument to be the free act and deed of the Town of Wayland, before me,



Mark J. Lanza, Notary Public
My Commission Expires: 3/8/2007

EXHIBIT A**CONSERVATION RESTRICTION
130 PLAIN ROAD, WAYLAND, MASSACHUSETTS****I. PURPOSES**

The Premises, which is subject to this Conservation Restriction, is a portion of a parcel of real property located at 130 Plain Road, Wayland, Middlesex County, Massachusetts (the "Premises"), which Premises is depicted on a plan entitled "Plan of Land in Wayland, Massachusetts Prepared for The Wayland Housing Authority 130 Plain Road," prepared by the Surveyor's Office of the Town of Wayland, dated January 17 2001, and recorded herewith (the "Plan"), which Premises contains approximately four acres of land, and contains wetlands and riverfront that have significant scenic, aesthetic, recreational, and wildlife habitat value in the present state thereof as natural area comprising woodlands, wetlands, flood plains, riverfront, steep slopes and wildlife habitat which have not been subjected to development incompatible with said features and resources; and constitute a unique and valuable Massachusetts landscape embodying the special character of the region in which the Premises are located, the protection of which in their predominately natural or open condition will provide valuable benefits to the public. The purpose of this restriction is to conserve the natural values of the Premises for the present generation and future generations.

For the purposes of this Conservation Restriction, the term "Commission" shall mean the Conservation Commission of the Town of Wayland and shall include the successors and assigns thereof. In addition, the term "Owner" shall refer to the Grantor and any subsequent successor or assign in title to the Grantor.

II. PROHIBITED ACTS AND USES

Except as provided in Section III herein, the owners of the land covered by this conservation restriction, their successors and assigns shall neither perform or permit others to perform any of the following activities or uses on the Premises and the Grantor hereby reserves to the Commission the right to enforce these restriction against all persons:

- (a) Constructing, placing or permitting to remain, any building, tennis court, landing strip, mobile home, swimming pool, fences, asphalt or concrete pavement, sign, billboard or other advertising display, antenna, utility pole, tower, conduit, line or other temporary or permanent structure or facility, on, below or above the ground on the Premises;
 - (b) Mining, excavating, dredging or removal of soil, loam, peat, gravel, sand, rock or other mineral substances or natural deposits except as herein provided in Section III;
 - (c) Placing, filling, storing or dumping on the Premises of soil, refuse, trash, vehicle bodes or parts, rubbish, debris, junk, waste or other substances or materials whatsoever or the installation of underground storage tanks;
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- (d) Cutting, removing or otherwise destroying trees, shrubs, grasses, or other vegetation, particularly in the 200-foot riparian buffer along Hayward Brook, except as permitted in Section III below;
- (e) The subdivision of the Premises within the meaning of the Subdivision Control law, Massachusetts General Laws Chapter 41, §§ 81K-81GG;
- (f) Activities detrimental to drainage, flood control, water conservation, erosion control, soil conservation, prevention of pollution, protection of ground water or wildlife habitat, including the withdrawing of groundwater or surface water from brooks and streams on the Premises for any purpose, except as provided elsewhere in Section III below;
- (g) Using motorized vehicles of any nature or kind, including but not limited to cars, trucks, motorcycles, all-terrain vehicles and ski mobiles, except such as may be necessary for maintenance, patrol or emergency use or as otherwise permitted in Section III hereto;
- (h) Commercial camping, hunting, fishing or trapping; and
- (i) Engaging in any other use or activity that would materially impair significant conservation interests unless necessary for the protection of the conservation interests that are the subject of this Conservation Restriction.

III. PERMITTED USES

All acts and uses not prohibited in Section II above are permissible and are reserved to Grantor, its successors and assigns. Further, notwithstanding any provisions of Section II above, the following acts and uses are also permitted, but only if such activities and uses are conducted in a manner that does not have a material deleterious impact upon the purposes of this Conservation Restriction. Where a permitted activity or use will materially alter the natural state of the Premises, thirty (30) days written notice of said activity or use must be provided to the Commission. For certain noted activities and uses, written permission must be obtained from the Commission before any activity occurs, such permission not to be unreasonably withheld, such permission may include any filings required under the Wetland's Protection Act.

- (a) Excavating and removing soil, gravel or other mineral resource or natural deposits from the Premises as may be incidental to the installation, maintenance, repair, replacement, relocation or removal of a sewage disposal system designed to accommodate a single-family home), provided, however, that the Owner shall restore the Premises to substantially the same condition existing prior to the exercise of the rights contained herein;
- (b) Prior to the installation of a sewage disposal system (the "Sewage Disposal System") on the Premises, the Commission must approve, in writing, the location of the leaching field, the design of the sewage disposal system, the scope of work and the route that the Sewage Disposal System must follow and the route construction equipment must follow for the purposes of constructing said Sewage Disposal System.

Prior to the removal of any trees from the Premises, the trees slated for removal must be tagged, inspected and approved by the Commission, such approval not to be unreasonably

withheld. Any remaining trees in the septic work area must be protected by snow fences during the work.

Prior to any work, all permits must be obtained including the required under the Wetland's Protection Act and the Board of Health.

Following the completion of any work on the Premises, the work area must be restored to as close to the original vegetative state as possible. Topsoil must remain on the premises and be used for any restoration required by the Commission. Before any work is considered completed, the Commission must review said work for final approval, such approval not to be unreasonably withheld. If the restoration work is not reasonably satisfactory to the Commission, additional work must be carried out at the Commission's direction.

- (c) The use of motor vehicles and construction equipment reasonably related to the maintenance, repair, replacement or relocation of the Sewage Disposal System. Except in emergency situations, the Commission must designate in writing, within a reasonable period of time after the written request therefor detailing the proposed route of access, the route that construction equipment and motor vehicles must follow in undertaking any repair, maintenance, replacement or relocation activity. In an emergency situation, the Owner shall notify the Commission of the emergency situation involved and, with the verbal permission of the Commission or its agent, which permission shall not be unreasonably withheld or delayed, is permitted to take any steps (the "Emergency Work") necessary to cure the emergency without prior written approval of the Commission. Notwithstanding the above, the Owner shall not be required to obtain the verbal permission of the Commission before commencing Emergency Work on the Premises where the timing of the emergency involved does not reasonably permit the Owner to obtain such permission or where the nature of the emergency is such that an immediate response is required. Following the completion of any Emergency Work, the Owner shall take any and all steps deemed necessary by the Commission to place the portions of the Premises impacted by the Emergency Work in the same condition as it was in prior to the commencement of the Emergency Work.
- (d) Withdrawing water from brooks for fire suppression
- (e) Selective cutting of trees by the Conservation Commission, in accordance with generally accepted forest management practices, pruning and cutting of trees to prevent, control or remove hazards, disease or insect damage, fire, or to recreate or maintain historical and/or existing views, or to otherwise preserve the present and natural condition of the Premises, including vistas, roads and trails;
- (f) Woodland management operations by the Commission carried on in accordance with sound silvacultural and horticultural practices (including but not limited to the selective cutting and planting of trees) and/or education with respect thereto.
- (g) Public access for passive and active outdoor recreation activities such as, but not limited to, hiking, skiing, snow-shoeing, nature study, bird watching and photography.
- (h) Placing of fences and boardwalks by the Commission that do not interfere with the conservation purpose of this Conservation Restriction;

- (i) Erecting signs by the Owner of the portion of the property located at 130 Plain Road not situated within the Premises, identifying the Commission as holder of this Conservation Restriction and educating the public about the conservation values protected and any limitations relating to public access.

In instances where the Commission's written permission is required for a certain use or activity, such permission shall not be unreasonably withheld or delayed.

IV. LEGAL REMEDIES OF THE TOWN OF WAYLAND

A. Legal and Injunctive Relief

The rights hereby reserved shall include the right to enforce this Conservation Restriction by appropriate legal proceedings and to obtain injunctive and other equitable relief against any violations hereof, including, without limitation, relief requiring restoration of the Premises to its condition prior to the time of the violation complained of (it being agreed that the Town of Wayland may have no adequate remedy at law), and shall be in addition to, and not in limitation of, any other rights and remedies available to the Town of Wayland. A civil monetary penalty of \$50.00 per violation will be assessed as well as reimbursement for any costs incurred during enforcement of this restriction and restoration.

B. Disclaimer of Liability

By its reservation of this Conservation Restriction, the Commission does not incur any liability or obligation relating to the condition of the Premises.

C. Severability Clause

If any provision of this Conservation Restriction shall to any extent be held invalid, the remainder shall not be thereby affected.

D. Non-Waiver

Any election by the Commission as to the manner and timing of its right to enforce this Conservation restriction or otherwise exercise its rights hereunder shall not be deemed to construed to be a waiver of such rights.

V. ACCESS

The Conservation Restriction hereby reserved provides to the Commission and the general public the right to enter upon and use the Premises from sunrise to sunset for active and passive outdoor recreational activities not involving motorized vehicles, in a manner consistent with Section IV above. The access to the Premises is to be granted to the public at no fee to the user, and as such the public shall use the Premises at its own risk. The liability of the Owner with respect to the public's use of the Premises shall be subject to the provisions of Massachusetts General Laws Chapter 21, Section 17C.

VI. ASSIGNABILITY**A. Running of the Burden**

The burdens of this Conservation Restriction shall run with the Premises in perpetuity, and shall be enforceable against the Owners and their successors in title and assigns holding any interest in the Premises.

B. The benefits of this Conservation Restriction shall be in gross and shall not be assignable by the Commission, except in the following instances and from time to time:

(i) as a condition of any assignment, the Commission requires that the purpose of this Conservation Restriction continue to be carried out, and

(ii) the assignee, at the time of the assignment, qualifies under Section 170(h) of the Internal Revenue code of 1986, as amended, and applicable regulations thereunder, and under Section 32 of Chapter 184 of the Massachusetts General Laws as an eligible donee to receive this Conservation Restriction directly; and

(iii) The Commission complies with Article 97 of the Amendments to the State Constitution.

VII. SUBSEQUENT TRANSFERS

The terms of this Conservation Restriction shall be incorporated in any deed or other legal instrument by which the Owners of the Premises divest themselves of any interest in all or a portion of the Premises.

VIII. ESTOPPEL CERTIFICATES

Upon request by the Owner of the Premises, the Commission shall within twenty days execute and deliver to such Owner any document, including an estoppel certificate, which certifies such Owner's compliance with any of the obligations contained in this Conservation Restriction.

IX. EFFECTIVE DATE

This Conservation Restriction shall be effective when it has been recorded with the Middlesex South Registry of Deeds.

XI. RECORDATION

Grantee shall file this instrument in timely fashion with the Middlesex South Registry of Deeds.

XII. AMENDMENT

If circumstances arise under which an amendment to, or modification of, this instrument would be appropriate, the Owner and the Commission, their successors and assigns, may jointly amend this instrument, provided that no amendment shall be allowed that will affect the qualification of this instrument under any applicable laws, including Massachusetts General Laws Chapter 184, Sections 31 through 33, and any amendment shall be consistent with the purpose of this instrument and shall not affect its perpetual duration. Any amendment shall be recorded in the Middlesex South Registry of Deeds or the Registry District of the Land Court, if appropriate, and shall not be effective prior to such recordation or registration. Nothing in this paragraph shall require the Owner or the Commission to agree to any amendment or to consult or negotiate regarding any amendment.

TOWN OF WAYLAND

MASSACHUSETTS
01778-2697

TOWN CLERK
JUDITH L. ST. CROIX, CMC
ASSISTANT TOWN CLERK
LOIS M. TOOMBS

TOWN BUILDING
41 COCHITUATE ROAD
TEL: (508) 358-3630
(508) 358-3631
FAX: (508) 358-3627

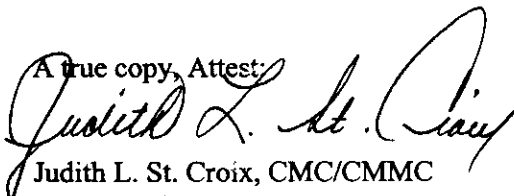
SPECIAL TOWN MEETING
VOTE CERTIFICATE

At a legal meeting of the qualified voters of the TOWN OF WAYLAND, held November 17, 1999, the following business was transacted under Article 8:

ARTICLE 8. TRANSFER AND CONVEY LAND AT 130 PLAIN ROAD

Voted that the Town (a) instruct the Board of Selectmen, with the approval of Town Counsel as to form, to transfer the care, custody, management, and control of the parcel of land, with the improvements thereon, known and numbered as 130 Plain Road, Wayland, Massachusetts, containing 4.6 acres, more or less, and described in a deed from Sudbury Valley Trustees, Inc. to the Town of Wayland dated August 26, 1999, and recorded with the Middlesex South Registry of Deeds on August 26, 1999, as Instrument No. 597, to the Board of Selectmen for the purpose of conveying said property to the Wayland Housing Authority for low-income family or affordable housing purposes; and (b) authorize the Board of Selectmen, with the approval of Town Counsel as to form, to transfer, convey and sell to the Wayland Housing Authority, for nominal consideration, all or any portion of the above-described property for low-income family or affordable housing purposes, subject to a conservation restriction and a trail easement on the portion of said parcel of land shown as "CONSERVATION RESTRICTION 4.3 Acres±" on a plan entitled "Plan of Land in Wayland, Massachusetts prepared for the Conservation Commission (Smith Parcel)" dated October 21, 1999, prepared by the Town of Wayland Town Surveyor's Office, a copy of which plan is on file in the Office of the Town Clerk.

VOTED: STANDING COUNT:
 IN FAVOR: 185
 OPPOSED: 5 MOTION CARRIED BY 2/3 MAJORITY

A true copy, Attest:

 Judith L. St. Croix, CMC/CMMC
 Town Clerk