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DECLARATION OF RESTRICTIONS

(Non-Wooded Meadow Buffer)

THIS DECLARATION OF RESTRICTIONS is made this 8TH day of May, 2007, by **Fieldstone Landing, LLC**, a Maine limited liability company, 106-10 Green Road, Fairfield, Somerset County, ME 04937, (herein referred to as the "Declarant"), pursuant to a permit received from the Maine Department of Environmental Protection under the Stormwater Management Law, to preserve a buffer area on a parcel of land near Shores Road in the City of Waterville and the Town of Oakland, Kennebec County, Maine.

WHEREAS, the Declarant holds title to certain real property situated in both Waterville and Oakland, Maine, described in a deed from Carroll Shores and Carlene Shores to Community Estates, LLC, now known as Fieldstone Landing, LLC, dated September 29, 2006 and recorded in Book 9105, Page 156 at the Kennebec County Registry of Deeds, herein referred to as the "property"; and

WHEREAS, Declarant desires to place certain restrictions, under the terms and conditions herein, over a portion of said real property (hereinafter referred to as the "Restricted Buffer") described as follows:

Two areas designated as "Buffer Area" as shown on the Plan entitled "Fieldstone Landing by Broken Stone Land Surveyors, dated March 12, 2007 and recorded in the Kennebec County Registry of Deeds in Book 2007, Page 0067, one of such areas being located just westerly of Units 1, 3, and 5 on said Plan and the other area being located in the easterly corner of said parcel. Said Buffer Areas are also shown on a Plan entitled "Fieldstone Landing, LLC, Fieldstone Landing - Phase I, Post-development Drainage Plan" by E-PRO, a reduced copy of which is attached hereto as Exhibit A. The Buffer Area in the easterly corner is designated as "Meadow Buffer Area B-1" on said Plan and the Buffer Area westerly of Units 1, 3, and 5 is designated as "Meadow Buffer Area B-2" on said Plan.

WHEREAS, pursuant to the Stormwater Management Law, 38 M.R.S.A. Section 420-D and Chapter 500 of rules promulgated by the Maine Board of Environmental Protection ("Stormwater Management Rules"), Declarant has agreed to impose certain restrictions on the Restricted Buffer Area as more particularly set forth herein and has agreed that these restrictions may be enforced by the Maine Department of Environmental Protection or any successor (hereinafter the "MDEP"),

NOW, THEREFORE, the Declarant hereby declares that the Restricted Buffer Area is and shall forever be held, transferred, sold, conveyed, occupied and maintained subject to the conditions and restrictions set forth herein. The Restrictions shall run with the Restricted Buffer Area and shall be binding on all parties having any right, title or interest in and to the Restricted Buffer Area, or any portion thereof, and their heirs, personal representatives, successors, and assigns. Any present or future owner or occupant of the Restricted Buffer Area or any portion

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thereof, by the acceptance of a deed of conveyance of all or part of the Covenant Area or an instrument conveying any interest therein, whether or not the deed or instrument shall so express, shall be deemed to have accepted the Restricted Buffer Area subject to the Restrictions and shall agree to be bound by, to comply with and to be subject to each and every one of the Restrictions hereinafter set forth.

1. Restrictions on Restricted Buffer Area. Unless the owner of the Restricted Buffer Area, or any successors or assigns, obtains the prior written approval of the MDEP, the Restricted Buffer Area must remain undeveloped in perpetuity. To maintain the ability of the Restricted Buffer Area to filter and absorb stormwater, and to maintain compliance with the Stormwater Management Law and the permit issued thereunder to the Declarant, the use of the Restricted Buffer Area is hereinafter limited as follows.

a. No soil, loam, peat, sand, gravel, concrete, rock or other mineral substance, refuse, trash, vehicle bodies or parts, rubbish, debris, junk waste, pollutants or other fill material will be placed, stored or dumped on the Restricted Buffer Area, nor may the topography or the natural mineral soil of the area be altered or manipulated in any way;

b. A dense cover of grassy vegetation must be maintained over the Restricted Buffer Area, except that shrubs, trees and other woody vegetation may also be planted or allowed to grow in the area. The Restricted Buffer Area may not be maintained as a lawn or used as a pasture. If vegetation in the Restricted Buffer Area is mowed, it may be mown no more than two times per year.

c. No building or other temporary or permanent structure may be constructed, placed or permitted to remain on the Restricted Buffer Area, except for a sign, utility pole or fence;

d. No trucks, cars, dirt bikes, ATVs, bulldozers, backhoes, or other motorized vehicles or mechanical equipment may be permitted on the Restricted Buffer Area, except for vehicles used in mowing;

e. Any level lip spreader directing flow to the Restricted Buffer Area must be regularly inspected and adequately maintained to preserve the function of the level spreader.

Any activity on or use of the Restricted Buffer Area inconsistent with the purpose of these Restrictions is prohibited. Any future alterations or changes in use of the Restricted Buffer Area must receive prior approval in writing from the MDEP. The MDEP may approve such alterations and changes in use if such alterations and uses do not impede the stormwater control and treatment capability of the Restricted Buffer Area or if adequate and appropriate alternative means of stormwater control and treatment are provided.

2. Enforcement. The MDEP may enforce any of the Restrictions set forth in Section 1 above.

3. Binding Effect. The restrictions set forth herein shall be binding on any present or future owner of the Restricted Buffer Area. If the Restricted Buffer Area is at any time owned by more than one owner, each owner shall be bound by the foregoing restrictions to the extent that any of the Restricted Buffer Area is included within such owner's property.

4. Amendment. Any provision contained in this Declaration may be amended or revoked only by the recording of a written instrument or instruments specifying the amendment or the revocation signed by the owner or owners of the Restricted Buffer Area and by the MDEP.

5. Effective Provisions of Declaration. Each provision of this Declaration, and any agreement, promise, covenant and undertaking to comply with each provision of this Declaration, shall be deemed a land use restriction running with the land as a burden and upon the title to the Restricted Buffer Area.

6. Severability. Invalidity or unenforceability of any provision of this Declaration in whole or in part shall not affect the validity or enforceability of any other provision or any valid and enforceable part of a provision of this Declaration.

7. Governing Law. This Declaration shall be governed by and interpreted in accordance with the laws of the State of Maine.

Fieldstone Landing, LLC

By: _____
Paul T. Lussier
Its Member, duly authorized

STATE OF MAINE
County of Kennebec, ss.

Personally appeared before me on this 8TH day of May, 2007, the above named Paul T. Lussier, Member of said limited liability company and acknowledged the foregoing Declaration to be his free act and deed in said capacity and the free act and deed of said limited liability company.

Before me,

_____
Notary Public

WILLIAM P. DUBORD
Attorney At Law
Notary Public
My Commission Expires 6/26/2008

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