

TOWN OF WARREN
SKETCH PLAN REVIEW APPLICATION
SUBDIVISION AND PUD

PERMIT APPLICATION

Permit Application No. 2016-20-SD

Parcel ID # 003 000 - 800

Application Requirements: The applicant shall submit to the Administrative Officer, at least 15 days prior to a regularly scheduled Development Review Board meeting, a subdivision, PRD/PUD application and associated fee. The application shall include, with the required fee, 1 original and 5 copies of a subdivision, PRD/PUD application, and 1 original and 5 copies of the proposed sketch plan that include the information for sketch plan applications specified in Table 6.2. Copies of the proposed sketch plan shall be 11" X 17" or smaller. Applicants are strongly urged to review the Town of Warren Land Use & Development Regulations Articles 6, 7 and/or 8 before submitting an application.

- Name of Landowner(s): MAD GAP CORPORATION
Address: P.O. BOX 303 WARREN VT Telephone: _____
- Applicant(s), if other than Landowner: _____
Address: _____ Telephone: _____
- Property Locations: 400 HINDLOW GAP RD.
Zoning District: RURAL RESIDENTIAL
- Does the proposed development contain Steep Slopes as outline in Article 3, §3.4, Erosion Control & Development on Steep Slopes? Yes No
Does the proposed development contain Critical Wildlife Habitat? Yes No
Is the proposed development within the Meadowland District? Yes No
Is the proposed development within the Flood Hazard District? Yes No
- Total acreage to be subdivided: 116 into 27.89 6. Total number of lots: 2
- Attached evidence of written notification to all adjacent property owners, together with a copy of the documentation sent to adjoining to explain the project (see Section 9.8).
- Attach a narrative describing the proposed subdivision (see Articles 6 & 7).
- Attach a complete sketch plan (see Table 6.2) of the project.
- To facilitate the subdivision, PRD/PUD approval process, the applicant should consult the Warren Fire Department before the initial meeting with the Development Review Board.

[Signature] Ronald Simpson
Signature(s) of Landowner(s) of Record

[Signature] Ronald Simpson
Signature(s) of Applicant(s)

Date Application Received: 04/04/2016

Fee Schedule	
Hearing Notification Fee:	
Minor	\$100.EA
Major	\$125.EA

Fee Received: 900.00

NARRATIVE - Application for Subdivision - Sketch Plan Review

Mad Gap Corporation is the owner of approximately 116 acres on the Lincoln Gap Road.

The residence at 420 Lincoln Gap Road is under contract for sale along with the 25 acre minimum to allow the house parcel to remain in the current use program. *2 acres + 25 acre*

420 Lincoln Gap Road was improved with a residence in 1992, including the existing driveway, with an addition to the dwelling in approximately 2006. There is also a detached garage.

There are no present plans for the approximately 89 acres to be retained by Mad Gap Corporation.

*116
-27
89 (2+25)*

TOWN OF WARREN
P.O. BOX 337
WARREN, VT 05674
PHONE (802) 496-2267
FAX (802) 496-2418

SUBDIVISION

Parcel 0030008
Permit Application 2016-20
Applicant: Mad Gap Corporation
Address: P.O. Box 303, Warren, VT 05674
Contact person: Mark Bannon, P.E., P.O. Box 1087, Waitsfield, VT

Mad Gap Corporation is the owner of approximately 116 acres on the Lincoln Gap Road.

The residence at 420 Lincoln Gap Road is under contract for sale along with the 25 acre minimum to allow the house parcel to remain in the current use program, 27 acre total for the lot to be sold.

420 Lincoln Gap Road was improved with a residence in 1992, including the existing driveway, with an addition to the dwelling in approximately 2006. There is also a detached garage.

There are no present plans for the approximately 89 acres to be retained by Mad Gap Corporation.

Supplementation following sketch plan review:

As the simple subdivision of a large parcel of land with a house, into two large parcels of land, the application is no change to the character of the land, and conforms with the town plan including density and lot layout concerns.

There is no change proposed for existing vegetation, with the existing house well back from the town road and adjacent properties.

The plan and survey will depict the riparian buffer area to be maintained along the western boundary of the 27 acre parcel. The plan will depict a building envelope. That property has the benefit of approval of water supply and wastewater disposal under State of Vermont, Agency of Natural Resources, Wastewater System and Potable Water Supply Permit WW-5-3844, for the existing three bedroom single family residence, with existing water supply and wastewater disposal system, and an approved replacement wastewater disposal system. The state wastewater permit will be amended to reflect that the three bedroom residence is on a 27 acre parcel as part of the subdivision process.

*** continued ***

The application does not propose development of the 89 acre parcel. The plan and survey will include the statement of a permit condition no that development occur on the 89 acre parcel of vacant land and forest without prior approval by the Town of Warren Development Review Board, with prescribed language and font type and size to be determined by the Board. The plan depicts the entirety of the property of the applicants. At the sketch plan meeting discussion was that the survey depict the 27 +\ - acre house parcel.

Access to the remainder of the 89 acres is to be reserved both over a logging road that is depicted on the engineering plan, and as reserved in a previous conveyance by Mad Gap Corporation and 968961 Ontario, Inc. to RW #1, LLC dated 11-17-06, which reserved rights in the road that is now called the Della Rich Road, including reserved rights to regain management of all portions of the road, further improve the road, and to create additional tenancies and easements for use of the Access Road, including for future possible development of the retained premises of the Grantors.

**TOWN OF WARREN
SUBDIVISION, PRD AND PUD
PERMIT APPLICATION**

Permit Application No. 2016-20

Parcel ID # 0030008

Application Requirements: The applicant shall submit to the Administrative Officer, at least 15 days prior to a regularly scheduled Development Review Board meeting, a subdivision, PRD/PUD application and associated fee. The application shall include, with the required fee, 1 original and 5 copies of a subdivision, PRD/PUD application, and 1 original and 5 copies of the proposed sketch plan that include the information for sketch plan applications specified in Table 6.2. Copies of the proposed sketch plan shall be 11" X 17" or smaller. Applicants are strongly urged to review the Town of Warren Land Use & Development Regulations Articles 6, 7 and/or 8 before submitting an application.

1. Name of Landowner(s): MAD GAP CORPORATION
Address: P.O. BOX 303, WARREN VT Telephone: _____
2. Applicant(s), if other than Landowner: _____
Address: _____ Telephone: _____
3. Property Locations: 420 LINCOLN GAP ROAD
Zoning District: RURAL RESIDENTIAL

4. Does the proposed development contain Steep Slopes as outline in Article 3, §3.4, *Erosion Control & Development on Steep Slopes*? Yes No EXISTING RESIDENCE
Does the proposed development contain Critical Wildlife Habitat? Yes No
Is the proposed development within the Meadowland District? Yes No
Is the proposed development within the Flood Hazard District? Yes No

5. Total acreage to be subdivided: 116 INTO 27± & 89± 6. Total number of lots: 2

7. Attached evidence of written notification to all adjacent property owners, together with a copy of the documentation sent to adjoining to explain the project (see Section 9.8).
8. Attach a narrative describing the proposed subdivision (see Articles 6 & 7).
9. Attach a complete sketch plan (see Table 6.2) of the project.
10. To facilitate the subdivision, PRD/PUD approval process, the applicant should consult the Warren Fire Department before the initial meeting with the Development Review Board.

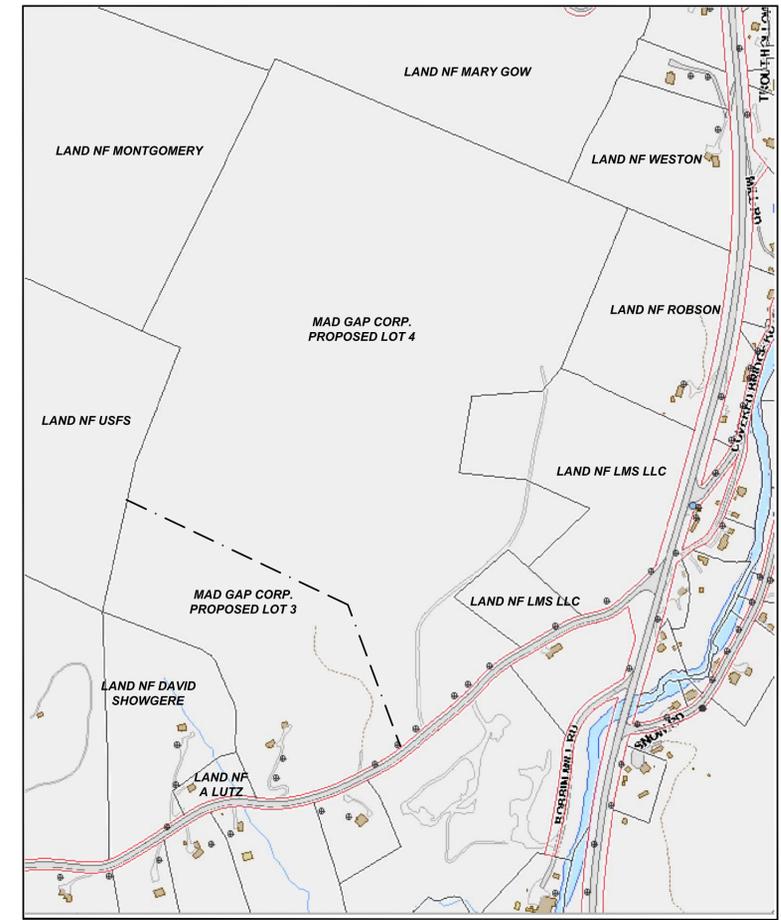
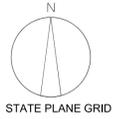
[Signature]
Signature(s) of Landowner(s) of Record

[Signature]
Signature(s) of Applicant(s)

Date Application Received: _____

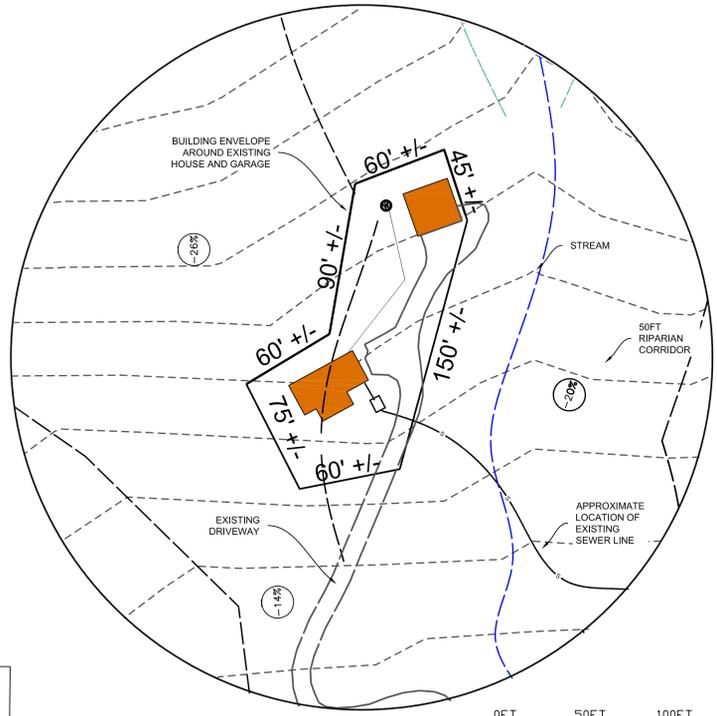
Fee Schedule	
Minor Subdivision	\$400/lot
Major Subdivision	\$800/lot
Lot Line Adjustment	\$300
PRD/PUD Review	\$800
Rev to AP ½ Base Fee	
Hearing Notification Fee:	
Minor	\$60.EA
Major	\$100.EA

Fee Received: _____



- NOTES -

1. CONTOURS AND SLOPES INTERPOLATED FROM USGS MAPPING. WETLANDS, LEDGE, SLOPES AND OTHER FEATURES SHOWN ARE BASED ON DATA SUPPLIED BY THE TOWN OF WARREN AND VERMONT AGENCY OF NATURAL RESOURCES. BOUNDARIES BASED ON TOWN OF WARREN GEOGRAPHIC INFORMATION SYSTEM.
2. BEST EFFORT WAS MADE TO PROVIDE A REASONABLE LEVEL OF DETAIL, TAKING INTO ACCOUNT PARCEL SIZE AND CHALLENGING SLOPES. USERS ARE WARNED THAT ADDITIONAL ANALYSIS AT TIGHTER SCALE MAY YIELD DIFFERENT RESULTS.
3. THIS PLAN WAS CREATED FOR THE PURPOSE OF COMPLETING THE CONTRACTED SCOPE OF WORK AND IS NOT TO BE USED FOR OTHER PURPOSES. THE PLAN IS LIMITED BY CONTRACTED SCOPE OF WORK AND IDENTIFIED REQUIREMENTS IN PLACE AT TIME OF COMPLETING CONTRACTED SCOPE.
4. USERS ARE RESPONSIBLE FOR ENSURING THAT ALL PERMITS ARE IN PLACE PRIOR TO CONSTRUCTION AND CONSTRUCTING THE PROJECT ACCORDING TO PERMITS. REGULATORY JURISDICTIONS AND ISSUES OUTSIDE THE CONTRACTED SCOPE OF SERVICES MAY APPLY.
5. THE PROPERTY LINES, EASEMENTS, AND OTHER REAL PROPERTY SHOWN ON THESE PLANS ARE FOR THE USE OF THE REGULATORS ONLY. THEY DO NOT DEFINE LEGAL RIGHTS OR MEET LEGAL REQUIREMENTS FOR A LAND SURVEY AS DESCRIBED STATUTE AND SHALL NOT BE USED IN LIEU OF A SURVEY AS THE BASIS OF ANY LAND TRANSFER OR ESTABLISHMENT OF ANY PROPERTY RIGHT. THIS MAP IS NOT A SURVEY.
6. DUE TO STEEP GRADES ON THE PROPERTY AND DESIRE FOR PLAN CLARITY, 10-FT CONTOUR LINES ARE SHOWN. WARREN ORDINANCE REQUESTS 5-FT CONTOURS. ACCEPTANCE OF 10-FT CONTOUR INTERVALS IS REQUESTED.



- LOT 3 BUILDING ENVELOPE -

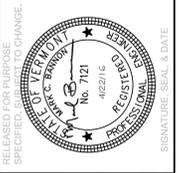


NOTE ON LOT NUMBERS: LANDS OF LMS, INC. WERE ORIGINALLY PART OF THE MAD GAP, INC. REFERRED TO AS LOT 1 AND LOT 2 IN PERMITS.

FOR CONSISTENCY, LOT NUMBERS WERE CARRIED FORWARD TO THIS PROJECT TO EASE REFERENCING EXISTING PERMITS.

LEGEND

[Symbol]	BUILDINGS
[Symbol]	SLOPE
[Symbol]	BUILDING ENVELOPE
[Symbol]	SOIL BORING OR TEST PIT
[Symbol]	PERCOLATION TEST
[Symbol]	SIGN
[Symbol]	STUMP
[Symbol]	WATER VALVE
[Symbol]	TRAVERSE POINT
[Symbol]	IRON ROD OR IRON PIN
[Symbol]	ROCK OUTCROP
[Symbol]	WELL
[Symbol]	UTIL. POLE
[Symbol]	GUY WIRE
[Symbol]	WOOD STAKE
[Symbol]	TREELINE
[Symbol]	WETLANDS
[Symbol]	BENCHMARK
[Symbol]	DECIDUOUS TREE
[Symbol]	EVERGREEN TREE
[Symbol]	STONEWALL
[Symbol]	WELL



REVISION LOG

0. 04/21/16 ORIGINAL DATE ISSUED FOR THE PURPOSE OF PRELIMINARY REVIEW BY CLIENT, CLIENT ATTORNEY & REALTOR

REVISIONS SUBMITTED FOR THE PURPOSE OF:

- CONCEPT PLANS
- PRELIMINARY PLANS
- LOCAL REVIEW
- FINAL PLANS
- AS-BUILT

BEFORE USING THESE PLANS, ENSURE THAT YOU HAVE THE LATEST REVISION.

BANNON ENGINEERING
 POST OFFICE BOX 1087
 WAITSFIELD, VT 05673
 802.728.6500
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PROJECT TITLE
MAD GAP CORPORATION, 420 LINCOLN GAP ROAD, WARREN VT

SHEET TITLE
TWO-LOT SUBDIVISION WARREN DRB MAP

SHEET NO.
S-1

NO DEVELOPMENT IS PROPOSED ON LOT #4 AS PART OF THIS PLAN.

APPROVAL BY THE WARREN DEVELOPMENT REVIEW BOARD IS REQUIRED BEFORE ANY DEVELOPMENT ON LOT #4.

ADDITIONAL LOCAL, STATE AND FEDERAL PERMITS MAY ALSO BE APPLICABLE.

WARRANTY DEED

000333

KNOW ALL PERSONS BY THESE PRESENTS, That

MAD GAP CORPORATION, a Vermont Corporation with principal place of business in Warren, Vermont, Grantor,
and

968961 ONTARIO, INC., a Canadian Corporation with principal place of business in Ontario, Canada, Grantor,

In consideration of Ten and More Dollars paid to their full satisfaction by

RW #1, LLC, a Vermont Limited Liability Company with principal place of business in Waitsfield, Vermont,
Grantee,

By these presents do freely GIVE, GRANT, SELL, CONVEY AND CONFIRM unto said Grantee, its successors
and assigns forever, certain lands and premises located in the Town of Waitsfield, County of Washington and State
of Vermont, described as follows, viz:

Being a portion only of the land and premises conveyed to Mad Gap Corporation and 968961 Ontario, Inc. by
Warranty Deed of John R. Kris, James W. Scanlan, Donald J. Moore, Preston H. Saunders and Robert S. Davis
dated various dates and recorded on 2-19-92 in Book 97 pages 64-66 of the land records of the Town of Warren.

Being a parcel of three acres, more or less, located westerly of the Lincoln Gap Road, and being more particularly
described as beginning at a #5 rebar set with identification cap (first rebar) that located in the westerly highway right
of way of Lincoln Gap Road and is a tie line distance S 56 degrees 50' 42" W 467.89 feet from the intersection of
the westerly edge of the right of way of Lincoln Gap Road with the westerly right of way of Route 100;

Thence proceeding in and along the westerly highway right of way of the Lincoln Gap Road in a southwesterly
direction approximately 324 feet to a #5 rebar set with identification cap (second rebar), which second rebar is a tie
line S 63 degrees 45' 34" W, 323.61 feet from the first rebar;

Thence deflecting sharply to the right and proceeding N 51 degrees 09' 21" W a distance of 396.43 feet to a #5 rebar
set with identification cap;

Thence deflecting sharply to the right and proceeding in a generally northerly direction approximately 344 feet along
the easterly sideline of the Access Road (the "Access Road" is the private road from Lincoln Gap Road proceeding
in a generally northerly direction, at one section dividing the Seven Unit PRD lot from the Dedicated Conservation
and Open Land lot, to a turnaround), a tie line N 51 degrees 28' 01" E, 343.19 feet to a #5 rebar set with
identification cap;

Thence deflecting sharply to the right and proceeding S 45 degrees 59' 18" E a distance of 125.54 feet to a #5 rebar
set with identification cap that is the southwesterly corner of the 15.8 acre PRD lot conveyed to the Grantee by the
within Grantors of even date hereof;

Thence continuing S 45 degrees 59' 18" E a distance of 334.09 feet, across the PRD Road (the "PRD Road" is the
private road that begins on the Access Road and proceeds in a generally easterly and northeasterly direction to the
approved Seven Unit PRD locations) to the #5 rebar set with identification cap that is the point or place of
beginning.

Included in this conveyance is a right of way and easement over the Access Road, for purposes of access both
pedestrian and by vehicles of all types, except as hereinafter limited, and for installation of utilities of all types

000334

installed underground. Use of the Access Road that is northerly of the intersection of the PRD Road shall be for pedestrian use only.

This conveyance includes an easement to dispose of wastewater for a residence not to exceed four bedrooms to be located on said three acre parcel, including associated pipeline rights, and with rights of entry for inspection, maintenance, repair and replacement, located on the Seven Unit PRD parcel of land conveyed to the within Grantee by the within Grantors by separate deed but of even date herewith.

This conveyance is subject to the rights of others to the use in common of a fire pond or fire tank to be established by Grantee on the subject premises.

While this conveyance does not convey the fee interest in the Access road to Grantee, Grantee, by acceptance of this deed, acknowledges that the road and reserved easement and right of way of Grantors fifty feet wide over the Access Road is for vehicles of all types as well as for pedestrian use, and for utilities and uses of all types, including changes in technology. Specifically also, but not as a limitation, Grantors reserve the right to regain management of all portions of the Access Road, to further improve the Road, and to create additional tenancies and easements for use of the Access Road, including for future possible development of the retained premises of the Grantors.

Grantee, its successors and assigns, or upon assignment, a home owners association shall be responsible for management of the fire pond or tank, and the Access Road to the most northwesterly most corner of the conveyed premises, but shall not be required to build, maintain or manage the extension of the Access Road beyond and northerly of the most northwesterly most corner of the within conveyed Three Acre Acre Lot. Grantors, for themselves and their successors and assigns, reserve the right to resume management of the Access Road.

This conveyance includes the right by easement to use of the Dedicated Conservation Land for recreational purposes provided such use complies with the rules and regulations for such use that have been established by the unit owners of the Seven Unit PRD.

This conveyance is subject to a perpetual obligation to contribute to the expenses of repair, replacement, maintenance of shared roads including plowing, fire pond or tank, and wastewater systems and any other shared resource used by such parcel. The proportional expense shall be equal to the fraction: one divided by the number of users of a particular resource. Use shall commence with the start of construction on a parcel.

Reference is made to "Property Subdivision of Land in Warren, Vermont, Belonging to Mad Gap Corp. on Vermont Route 100 & The Lincoln Gap Road," by Thomas C. Otterman, Sheets 1, 2 and 3, recorded as Map Numbers 522, 523 and 524 of Map Slide 272 of the land records of the Town of Warren.

This conveyance is subject to and with benefit of the following protective covenants, to run with the land:

1. Any building constructed on the within conveyed premises shall meet the same requirements as outlined for the Seven Unit PRD for underground utilities, roof pitch, exterior siding and colors, and the restrictions contained in the Warren Fire Department letter of 2/22/2006, its amendments or restatements.
2. All structures shall be constructed within the limits of the building envelope as depicted on the approved Plans referenced above.
3. Any buildings constructed on the 3 acre parcel shall be limited to:
 - a. One single-family residence having finished floor space at the time of occupancy (not including unfinished basement, attic space and porches or decks) of at least 2,500 square feet, unless specifically approved otherwise by the Grantor.
 - b. Buildings accessory to a single family residence, such as garage, barn or shed, provided such building is not used for business purposes, and provided the design of such structure complies with Sections B and C, below.

4. The 3 acre parcel shall not be further subdivided.
5. All structures and uses shall conform to the applicable building codes, regulations, permits and orders of state and local authorities in effect at the time of construction, such as but not limited to zoning regulations and the Vermont Residential Energy Code. It shall be the responsibility of the Owner to obtain all local building permits as well as any applicable State permits such as but not limited to a Construction General Permit #3-9001 for erosion prevention and sediment control from the Vermont ANR Water Quality Division.
6. No site or building construction shall commence prior to the receipt of approval by the Grantor of written and drawn plans and specifications. Grantor shall have ten days to notify the owner that the documents received are sufficiently complete to allow determination of compliance. Owner shall provide a document for Grantor to sign to verify approval. Typical architectural design submittals shall include floor plans for each floor level, elevations of all sides of all structures, all drawn to scale and dimensioned, and specification of all exterior building materials and colors. In the event the plans received are deemed incomplete, Grantor shall list the additional information required. Within twenty days of the receipt of a complete set of plans and specifications, Grantor shall approve or disapprove the design. If plans are rejected, Grantor shall state the reason(s) for disapproval in writing. Owner may then redesign and resubmit the plans, and Grantor shall act upon these revisions as soon as practical within the time frame limits stated above. Failure of the Grantor to act within these time frame limits shall constitute design approval. All notices hereunder shall be considered as given, starting the running of the time frames set forth above, on deposit in the mail by certified mail, return receipt requested, to the address most recently appearing in the Grand List of the Town of Warren. The intent of the Architectural and Site Plan Covenant and Restriction is to insure that all structures relate to each other in a visually consistent manner and that the spatial relationship between structures, present and future, and between the retained lands and premises of Grantor respects privacy and integrity to the greatest extent reasonably possible.
7. Upon commencement of construction, including any building site modifications, all landscaping, site improvements and building construction shall be completed within eighteen months.
8. Any structure destroyed or damaged by fire or natural disaster shall be restored or removed within one year of the date of occurrence, and the property shall be rendered clean and presentable within that time frame.
9. Site Design Approval
 - A. Site plans showing the location and relation to the approved building envelope of all structures, the driveway, electrical meter sockets, utilities, existing and proposed trees and shrubbery and other improvements shall be prepared to a scale of 1" = 40' or larger if necessary to show sufficient detail, and shall be submitted together with architectural designs for approval by the Grantor.
 - B. A fifty foot buffer of trees and undergrowth shall be maintained on all property lines in common with Grantors, consisting of a twenty-five foot buffer on the conveyed premises, and a twenty-five foot buffer on the premises retained by the Grantors, unless otherwise approved in writing by Grantor, except for dead or diseased specimen, which may be removed.
 - C. Exterior lighting shall be of a type that prevents glare and shall typically be of a downlight design.
 - D. No fences shall be installed without prior written approval of Grantors.
 - E. All utility lines shall be placed underground. Meters shall be mounted on the building or on meter pedestals located so as not to be visible from the Access Road or retained premises of Grantors.

10. Architectural Design Approval:

Grantor reserves the right to review, approve and disapprove of the design of the exterior appearance of all structures, including style, color and materials. A traditional style home design is intended for this subdivision. Traditional style shall mean styles characteristic of northeastern United States architecture during the period from the early 1700's through the end of the 1800's. However, log homes shall not be approved under architectural design approval.

Designs that are not identical to the period style homes referenced above may be approved by the Grantor if, in its opinion, the design contains sufficient elements of style derived from the above period styles, such as massing, form, proportion, scale, symmetry, placement of windows and doors, location of garage doors, roof pitch, siding and trim, and other elements so as to be consistent with the appearance of homes constructed or to be constructed within the subdivision, including those Grantor may intend in the future.

In addition, the minimum roof pitch of the residence's main structure shall be not less than 8:12. Exterior colors shall be traditional in attitude, such as those typical of the Williamsburg design color palette. Bright colors shall be discouraged as primary siding colors, trim and roofing colors. Exterior finishes shall be constructed with predominantly natural wood materials or realistic facsimiles.

This conveyance is subject to and with benefit of Agency of Natural Resources Wastewater System and Potable Water Supply Permit WW-5-3844 recorded in Book 184 page 484 of the land records of the Town of Warren, as now or hereafter amended.

This conveyance is subject to and with benefit of Vermont Department of Environmental Conservation Authorization to Discharge Permit No. 4263-9015, under General Permit 3-9105, Project ID number BR06-0227, recorded in Book ___ page ___ of the land records of the Town of Warren, and Construction General Permit NOI #4263-9601, all as now or hereafter amended.

This conveyance is subject to and with benefit of Town of Warren, Board of Selectpersons, Road Access Permit 2006-01.

This conveyance is subject to and with benefit of Town of Warren, Development Review Board, Notice of Decision #2005-03-PRD and 2005-13-SD, as now or hereafter amended.

Subject to and with benefit of rights, restrictions, covenants, terms, rights of way and easements referenced in the above mentioned deeds and instruments and their records, or otherwise of record in the Town of Warren land records, which are valid and enforceable at law on the date of this deed – not meaning by such language to renew or reinstate any encumbrance which is otherwise barred by the provisions of Vermont law.

Reference is made to the above mentioned deeds, documents and plans and their records, and to the Town of Warren land records, in further aid of this description.

TO HAVE AND TO HOLD said granted premises, with all privileges and appurtenances thereof, to the said Grantee,

RW #1, LLC,

Its successors and assigns, to its own use and behoof forever; and the said Grantors,

MAD GAP CORPORATION, and 968961 ONTARIO, INC.

Their successors and assigns, and her legal representatives, heirs and assigns, respectively, covenant with the said Grantee,

RW #1, LLC,

Its successors and assigns, that until the ensembling of these presents, they are the sole owners of the premises and have good right and title to convey the same in the manner aforesaid, that they are free from every encumbrance, except as aforesaid, and that Grantors, as to their respective conveyances, engage to warrant and defend the same against all lawful claims whatever, except as aforesaid.

Dated at Waitsfield (town), Vermont (state) this 17 day of November, 2006.

[Signature]

Witness

MAD GAP CORPORATION
[Signature]
By: ALICE N. OLENICK
Duly Authorized Agent

[Signature]

Witness

968961 ONTARIO, INC.
[Signature]
By: ALICE N. OLENICK
Duly Authorized Agent

State of Vermont, County of Washington, ss.

On this 17 day of November, 2006, personally appeared Alice N. Olenick duly authorized agent of Mad Gap Corporation and duly authorized agent of 968961 Ontario, Inc., and acknowledged this instrument, by ~~her~~ sealed and subscribed, to be ~~his~~ free act and deed, in said capacities. Before me

[Signature]
Notary Public

My commission expires: 2-10-2007

Vermont Property Transfer Tax
32 V.S.A. Cap. 231
- ACKNOWLEDGEMENT -
Return Rec'd - Tax Paid - Board of Health Cert. Rec'd.
Vt. Land Use & Development Plains Act. Cert. Rec'd.
Return No. 0115709
Signed [Signature] Clerk
Date 11-20-06

TOWN OF WARREN, VT
Received for Record Nov 20 20 06
at 3:40 o'clock P M and Received in
[Signature] Vol 185 Page 333-337
TOWN CLERK

000338

WARRANTY DEED

KNOW ALL PERSONS BY THESE PRESENTS; That

MAD GAP CORPORATION, a Vermont Corporation with principal place of business in Warren, Vermont, Grantor,
and

968961 ONTARIO, INC., a Canadian Corporation with principal place of business in Ontario, Canada, Grantor,

In consideration of Ten and More Dollars paid to their full satisfaction by

RW #1, LLC, a Vermont Limited Liability Company with principal place of business in Waitsfield, Vermont,
Grantee,

By these presents do freely GIVE, GRANT, SELL, CONVEY AND CONFIRM unto said Grantee, its successors
and assigns forever, certain lands and premises located in the Town of Waitsfield, County of Washington and State
of Vermont, described as follows, viz:

Being a portion only of the land and premises conveyed to Mad Gap Corporation and 968961 Ontario, Inc. by
Warranty Deed of John R. Kris, James W. Scanlan, Donald J. Moore, Preston H. Saunders and Robert S. Davis
dated various dates and recorded on 2-19-92 in Book 97 pages 64-66 of the land records of the Town of Warren.

Being a parcel of land consisting of 15.8 acres, more or less, described herein as the "Seven Unit PRD" and
including the "Dedicated Conservation and Open Land" lot;

Beginning at a drill hole located along the westerly edge of the highway right of way of Route 100 and being
approximately 619.81 feet northerly of the point where the northerly sideline of the Lincoln Gap Road intersects the
northerly sideline of said Route 100;

Thence proceeding N 63 degrees 20' 14" W a distance of 525.98 feet to a point;

Thence deflecting gently to the right and proceeding N 52 degrees 32' 40" W a distance of 56.65 feet to a point;

Thence deflecting gently to the left and proceeding N 67 degrees 03' 02" W a distance of 117.08 feet to an iron pipe;

Thence deflecting to the left and proceeding S 42 degrees 18' 04" W a distance of 140.00 feet to a #5 rebar set with
identification cap;

Thence deflecting gently to the right and proceeding across the Access Road (the "Access Road" is the private road
from Lincoln Gap Road proceeding in a generally northerly direction, at one section running through the Dedicated
Conservation and Open Land lot, to a turnaround) and continuing along the northerly bound of the Dedicated
Conservation and Open Land S 88 degrees 12' 24" W a distance of 335.46 feet to a #5 rebar set with identification
cap;

Thence deflecting to the left and proceeding along the westerly bound of the Dedicated Conservation and Open Land
S 11 degrees 48' 44" W a distance of 367.13 feet to a #5 rebar set with identification cap;

Thence deflecting to the left and proceeding along the southerly bound of the Dedicated Conservation and Open
Land S 81 degrees 53' 24" E a distance of 317.56 feet, crossing the Access Road, to a #5 rebar set with identification
cap;

Thence deflecting gently to the right and proceeding S 63 degrees 51' 36" E a distance of 336.28 feet to a #5 rebar set with identification cap;

Thence deflecting sharply to the right and proceeding along a gentle curve to the right, roughly parallel with and approximately forty five feet from the PRD Road (the "PRD Road" is the private road that begins on the Access Road and proceeds in a generally easterly and northeasterly direction to the approved Seven Unit PRD locations) a distance of approximately 458 feet to a point, which point is S 45 degrees 59' 18" E from a #5 rebar set with identification cap which is set in the easterly edge of the Access Road, and the tie line between the last two referenced points S 49 degrees 06' 08" W 404.80 feet;

Thence deflecting sharply to the left and proceeding S 45 degrees 59' 18" E a distance of 334.09 feet to a #5 rebar set with identification cap;

Thence deflecting gently to the left and proceeding along the northerly edge of the highway right of way of the Lincoln Gap Road approximately 477 feet, a tie line distance of N 56 degrees 50' 42" E, 467.89 feet, to its intersection with the westerly edge of the right of way of Route 100;

Thence deflecting gently to the left and proceeding along the westerly edge of the highway right of way of Route 100, N 17 degrees 22' 46" E a distance of 619.81 feet to the point or place of beginning.

Included in this conveyance is a right of way and easement over the Access Road, for purposes of access both pedestrian and by vehicles of all types, except as hereinafter limited, and for installation of utilities of all types installed underground. Use of the Access Road that is northerly of the intersection of the PRD Road shall be for pedestrian use only.

This conveyance is subject to an easement for the benefit of a three acre parcel of land conveyed to the within Grantee by the within Grantors by separate deed but of even date herewith, to dispose of wastewater for a residence not to exceed four bedrooms to be located on said three acre parcel, including associated pipeline rights, and with rights of entry for inspection, maintenance, repair and replacement. Included in this conveyance is the right to the use in common with others of a fire pond or fire tank to be established by Grantee on the said three acre parcel.

Grantors retain, for themselves and their successors and assigns, an easement and right of way fifty feet wide over the Access Road for vehicles of all types as well as for pedestrian use, and for utilities and uses of all types, including changes in technology. Specifically also, but not as a limitation, Grantors reserve the right to regain management of all portions of the Access Road, to further improve the Road, and to create additional tenancies and easements for use of the Access Road, including for future possible development of the retained premises of the Grantors.

Grantee, its successors and assigns, or upon assignment, a home owners association shall be responsible for management of the fire pond and the Access Road to the most northwesterly most corner of the Three Acre Lot, but shall not be required to build, maintain or manage the extension of the Access Road beyond and northerly of the most northwesterly most corner of the Three Acre Acre Lot. Grantors, for themselves and their successors and assigns, reserve the right to resume management of the Access Road.

Grantors retain an easement to use the Dedicated Conservation Land for recreational purposes provided such use complies with the rules and regulations for such use that have been established by the unit owners of the Seven Unit PRD. By acceptance of this deed, Grantee, for itself and its successors and assigns, covenants that the rules and regulations shall not contain language that would prohibit Grantors, their successors and assigns, from using the Dedicated Conservation and Open Land on the same terms as owners of the Seven Unit PRD.

This conveyance is subject to a perpetual obligation to contribute to the expenses of repair, replacement, maintenance of shared roads including plowing, fire pond or tank, and wastewater systems and any other shared resource used by such parcel. The proportional expense shall be equal to the fraction: one divided by the number of users of a particular resource. Use shall commence with the start of construction on a parcel.

000340

By acceptance of this deed, Grantee agrees, for itself and for its successors or assigns that, in the event it constructs or designates a walkway for access to the Village of Warren in the area between Unit 1 of the PRD and the Three Acre Lot, Grantors, their successors and assigns shall be entitled to use in common of said walkway, but only for pedestrian use, and only by those who own property within the land and premises depicted on the Plans referenced in this Deed. Notwithstanding anything to the contrary, Seller retains a pedestrian easement over the PRD Road for itself, its successors and assigns.

The Dedicated Conservation and Open Land is conveyed subject to the restrictions, running with the land, that there be no further subdivision of the parcel as conveyed; that a fifty foot buffer of trees and undergrowth shall be maintained on all property lines in common with Grantor, consisting of a twenty-five foot buffer on the conveyed premises, and a twenty-five foot buffer on the premises retained by the Grantors, unless otherwise approved in writing by Grantor, except for dead or diseased specimen, which may be removed; and that no structures, including but not limited to fences, be placed on the Dedicated Conservation and Open Land without the prior written consent of Grantors, their successors and assigns, who do not contemplate the existence of any structures on said parcel and that if approved, Grantors shall also have the rights to architectural and design approval as set forth in the Declaration of Restrictive Covenants by Mad Gap Corporation for Mad Gap Estates, a Seven Unit PRD, referenced herein and to be recorded herewith.

Reference is made to "Property Subdivision of Land in Warren, Vermont, Belonging to Mad Gap Corp. on Vermont Route 100 & The Lincoln Gap Road," by Thomas C. Otterman, Sheets 1, 2 and 3, recorded as Map Numbers 522, 523 and 524 of Map Slide 272 of the land records of the Town of Warren.

This conveyance is subject to and with benefit of Declaration of Restrictive Covenants by Mad Gap Corporation for Mad Gap Estates, a Seven Unit PRD, dated of approximately even date and to be recorded herewith in the land records of the Town of Warren.

This conveyance is subject to and with benefit of Agency of Natural Resources Wastewater System and Potable Water Supply Permit WW-5-3844 recorded in Book 184 page 484 of the land records of the Town of Warren, as now or hereafter amended.

This conveyance is subject to and with benefit of Vermont Department of Environmental Conservation Authorization to Discharge Permit No. 4263-9015, under General Permit 3-9105, Project ID-number BR06-0227, recorded in Book 184 page 683 of the land records of the Town of Warren, and Construction General Permit NOI #4263-9601, all as now or hereafter amended.

This conveyance is subject to and with benefit of Town of Warren, Board of Selectpersons, Road Access Permit 2006-01.

This conveyance is subject to and with benefit of Town of Warren, Development Review Board, Notice of Decision #2005-03-PRD and 2005-13-SD, as now or hereafter amended.

Subject to and with benefit of rights, restrictions, covenants, terms, rights of way and easements referenced in the above mentioned deeds and instruments and their records, or otherwise of record in the Town of Warren land records, which are valid and enforceable at law on the date of this deed - not meaning by such language to renew or reinstate any encumbrance which is otherwise barred by the provisions of Vermont law.

Reference is made to the above mentioned deeds, documents and plans and their records, and to the Town of Warren land records, in further aid of this description.

TO HAVE AND TO HOLD said granted premises, with all privileges and appurtenances thereof, to the said Grantee,

RW #1, LLC,

Its successors and assigns, to its own use and behoof forever; and the said Grantors,

MAD GAP CORPORATION, and 968961 ONTARIO, INC.

Their successors and assigns, and her legal representatives, heirs and assigns, respectively, covenant with the said Grantee,

RW #1, LLC,

Its successors and assigns, that until the ensembling of these presents, they are the sole owners of the premises and have good right and title to convey the same in the manner aforesaid, that they are free from every encumbrance, except as aforesaid, and that Grantors, as to their respective conveyances, engage to warrant and defend the same against all lawful claims whatever, except as aforesaid.

Dated at Watford (town), Vermont (state) this 17 day of November, 2006.

[Signature]
Witness

MAD GAP CORPORATION
[Signature]
By: Alice N. Olenick
Duly Authorized Agent

[Signature]
Witness

968961 ONTARIO, INC.
[Signature]
By: Alice N. Olenick
Duly Authorized Agent

State of Vermont, County of Washington, ss.

On this 17 day of November, 2006, personally appeared Alice N. Olenick, duly authorized agent of Mad Gap Corporation and duly authorized agent of 968961 Ontario, Inc., and acknowledged this instrument, by her sealed and subscribed, to be her free act and deed, in said capacities. Before me,

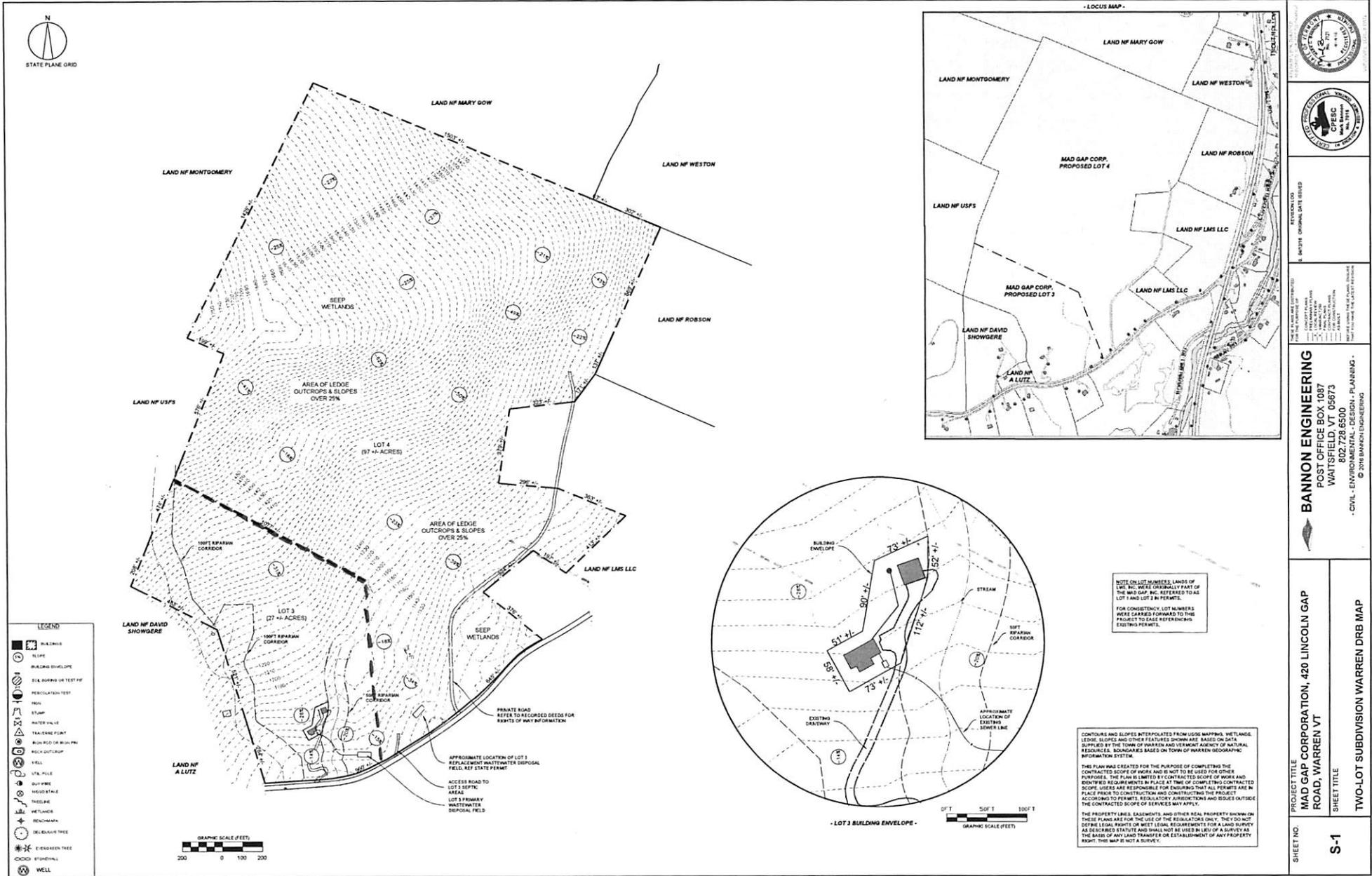
[Signature]
Notary Public

My commission expires: 2-10-2007

Vermont Property Transfer Tax
32 V.S.A. Cap. 231
- ACKNOWLEDGEMENT -
Return Rec'd - Tax Paid - Board of Health Cert. Rec'd.
Vt. Land Use & Development Plains Act. Cert. Rec'd.
Return No. 0115710
Signed [Signature], Clerk
Date 11-20-06

TOWN OF WARREN, VT
Received for Record Nov 20 2006
at 3:40 o'clock P M and Received in
[Signature] Vol 183 Page 338-341
TOWN CLERK

PRELIMINARY PLAN --- MAD GAP TWO LOT SUBDIVISION



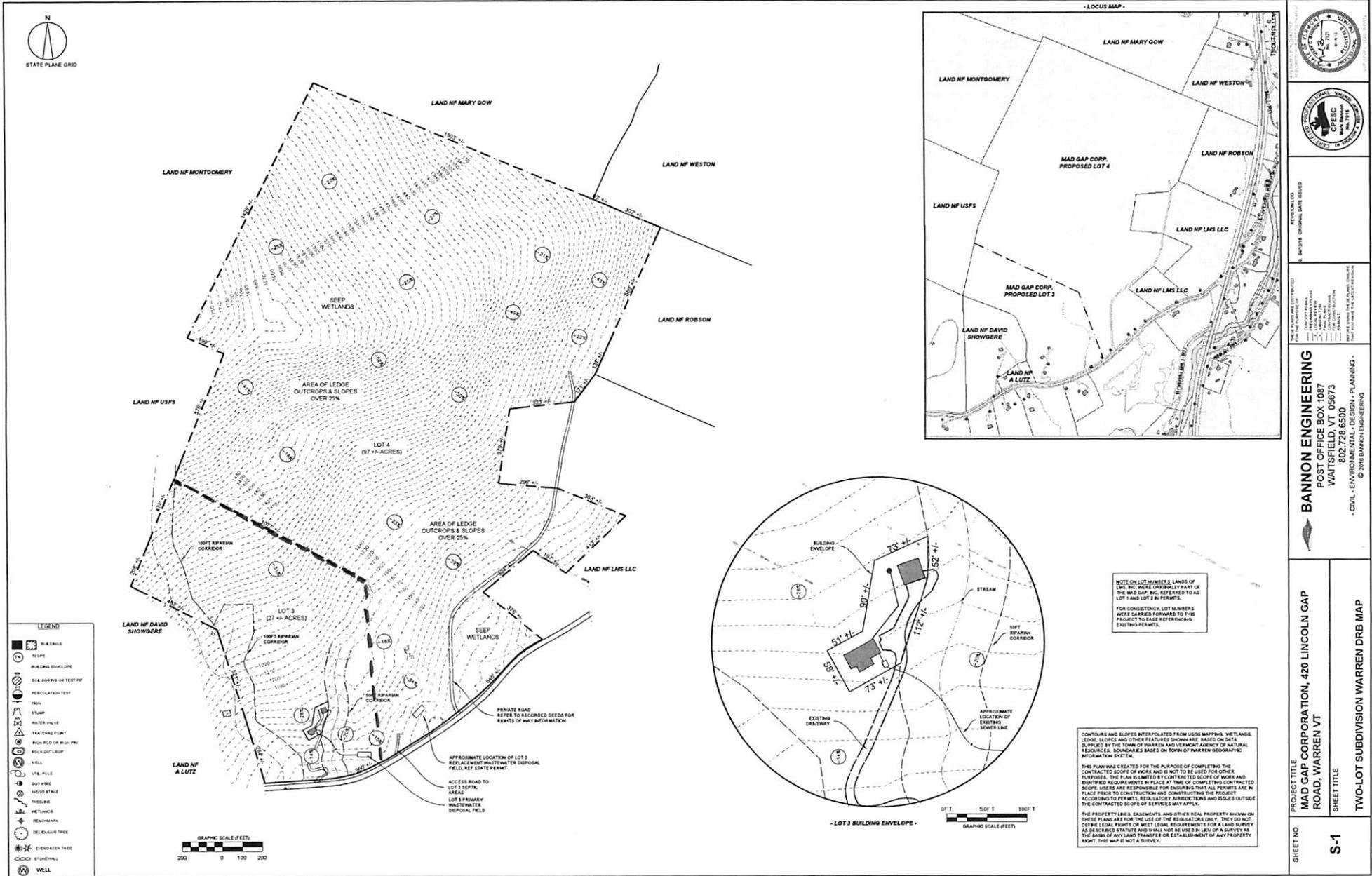
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POST OFFICE BOX 1087
WATTSFIELD, VT 05673
802.728.6500
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PROJECT TITLE
MAD GAP CORPORATION, 420 LINCOLN GAP ROAD, WARREN VT

SHEET TITLE
TWO-LOT SUBDIVISION WARREN DRB MAP

SHEET NO.
S-1

PRELIMINARY PLAN --- MAD GAP TWO LOT SUBDIVISION



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 TWO-LOT SUBDIVISION WARREN DRB MAP

SHEET NO.
 S-1