

OCT 15 PM 2:10

**FIRST AMENDMENT TO
STEWARDSHIP MEMORANDUM OF UNDERSTANDING
As Extended, Amended and Restated as of December 31, 2006
Effective October 13, 2015**

This First Amendment is entered into between the Vermont Land Trust, Inc., a Vermont nonprofit corporation ("VLT"), the Vermont Housing and Conservation Board, an instrumentality of the State of Vermont ("VHCB"), and the Vermont Agency of Agriculture, Food and Markets, an agency of the State of Vermont ("VAAFAM" and together with VLT and VHCB, the "Parties") effective October 13, 2015.

WHEREAS, the Parties entered into a Stewardship Memorandum of Understanding as Extended, Amended and Restated as of December 31, 2006 (the "MOU");

WHEREAS, the MOU at Section VII Approvals, incorporates an Exhibit A, which identifies a variety of clauses requiring the Grantor of an easement to secure prior consent of the Parties before taking identified action or prohibiting an activity without the Parties' written approval;

WHEREAS, the Parties desire to reclassify the approval clauses in Exhibit A to more efficiently and equitably administer stewardship responsibilities related to approvals;

NOW THEREFORE, the Parties agree to amend the MOU as follows:

1. Exhibit A, incorporated in Section VII of the MOU, is hereby deleted in its entirety and replaced with the Exhibit A attached hereto and incorporated herein.
2. In all other respects, the MOU is unchanged and remains in full force and effect.
3. This First Amendment contains the entire understanding among the Parties with respect to the subject matter contained herein. No amendment or modification hereof shall be effective unless it is in writing and signed by all Parties. This Amendment may be executed in counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same agreement.

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment to be effective as of the date first set forth above.

[Signatures follow on the next page]

VERMONT LAND TRUST, INC.

By: De. J. Co.
Duly Authorized Agent

[Signatures Continue on the Next Page]

VERMONT AGENCY OF AGRICULTURE, FOOD & MARKETS

By: *Dennis Babington*
Duly Authorized Agent

VERMONT HOUSING AND CONSERVATION BOARD

By: 
Duly Authorized Agent

[Signatures Continue on the Next Page]

EXHIBIT A CLASSIFICATION OF APPROVALS¹

Class A Approvals

Restricted Use §II(4) - (Sign Clause)	Erect signs.
Restricted Use §II(5) - (Dump Clause)	Collection, placement, storage of trash/waste.
Permitted Use §III(1)	Clearcuts of under 40 acres to establish field.
Permitted Use §III(2)	Review of forest management plans (excepting clear cuts exceeding (40) acres).
Permitted Use §III(3)	Construction of agricultural structures outside complex.
Permitted Use §III(4)	Construction of ponds.
Various Permitted Use §	Operation of home occupation.
Public Access	Notice to Grantor of responsible management entity.
Farm Labor Housing	Unit located outside farmstead complex but depicted on approved VHCB farm plan. Subdivision of property required by local zoning.
Reserved House Lot	Construction of house and subdivision if site depicted on original farm plan approved by VHCB.
Subdivision reserved right	Approval of a reserved right subdivision provided that the subdivision complies with the stated criteria in the conservation easement.
Cabin	Construction of a cabin in a pre-approved location.
Right of First Refusal	Any subordination to financing.
Option to Purchase	Any subordination to financing.
Notice only clauses	Ag building construction in a complex, historic preservation notice.
Interpretation letters	All interpretation requests.

Class B Approvals

Restricted Use §II(3) - (Right of Way Clause)	New or expanded roads, utilities, easements.
Permitted Use §III(1)	Clearcuts exceeding forty (40) acres to establish field.
Permitted Use §III(2)	Review of a forest management plan that permits clear cuts exceeding (40) acres.
Various Permitted Use §	Accessory uses and rural enterprises conducted outside the home Construction of rural enterprise structures.
Farm Labor Housing	Unit not depicted on VHCB approved farm plan. Relocation of unit.
Right of First Refusal	Any waiver or exercise.
Option to Purchase	Any waiver or exercise.
Management plans	Any management plan, amendment or update or IMP.
Waste water systems	Approval of wastewater systems outside of exclusions or complexes.
Cabins	Relocating an existing cabin or relocating a reserved cabin right.

¹ In general, section references pertain to 2013 and earlier versions of the co-held conservation easement template. Section numbers are provided for convenience only.

Class C Approvals

Various Restricted Use § – (Subdivision Clause)	Subdivision of property.
Various Restricted Use § – (Future Uses Clause)	Unanticipated use or activity inconsistent with Purposes.
Reserved House Lot	Construction and subdivision if location not depicted on VHCB approved farm plan. Enlargement or reconfiguration of lot.
Public Access	Limitation or restriction of public access in the public interest.
Any non-standard clause	Any approval under a non-standard clause.
Condemnation	Any condemnation proceeding or termination request by a government jurisdiction.
Cabin	Adding a new cabin right.