

EXHIBIT D

AUDUBON HILL CONDOMINIUMS
CONSERVATION RESTRICTION

Roy C. Smith, Trustee, High Street PCRC Trust, under Declaration of Trust, dated March 5, 1985, recorded in Middlesex South District Registry of Deeds, Book 18611, Page 409, ("TRUST"), hereby grants to The Inhabitants of The Town of Acton, a municipal corporation, a Conservation Restriction in perpetuity on a parcel of land situated in Acton, Massachusetts.

The following conservation restrictions are intended to retain the aforesaid area predominantly in its natural, scenic and open condition in order to protect the natural and watershed resources of the town of Acton and to preserve the area for outdoor recreational and scenic enjoyment.

The terms of the conservation restriction are as follows: That neither TRUST nor its successors or assigns will perform the following acts nor permit others to perform them on any portion of the land described as "Conservation Open Space" as shown as

"The land on the easterly side of High Street, in Acton, Middlesex County, Massachusetts, being shown as Lots E, N, R and S on a plan entitled, "Open Space Plan of Audubon Hill, in Acton, Mass.", Scale: 1 Inch = 40 Feet, August 1, 1988, revised to June 1, 1989, Acton Survey & Engineering, Inc., 277 Central Street, Acton, Mass., being sheets 39 through 42 of 46 sheets, to be recorded herewith in the Middlesex South District Registry of Deeds, reference to which plan may be had for a more particular description of said Lots.

"Lot E containing 72,414+ square feet, 1.6624+ acres; Lot N containing 1,235,084+ square feet, 28.3536+ acres; Lot R containing 56,066+ square feet, 1.287+ acres; and Lot S containing 1,739,835+ square feet, 39.9411+ acres, and being Lots E, N, R and S, as shown on said plan, however otherwise bounded, measured or described.

"There is excluded from the foregoing description the following named areas: A) Audubon Drive, Brewster Lane, and access drives and B) "Exclusive Residential Use" areas: Phase N-1 and N-2 containing 177,795 square feet, Phase N-3 containing 72,802 square feet, Phase S-1, S-2, S-3 and S-4 containing 341,529 square feet, Phase S-5 containing 76,162 square feet, and being Phases N-1, N-2, N-3, S-1, S-2, S-3, S-4 and S-5, however otherwise bounded, measured and described on the foregoing described plan."

hereby granting restrictions against all persons:

1. No building, sign, fence, utilities or other permanent structure will be constructed or permitted to remain on the area, without written approval from the Conservation Commission.
2. No soil, loam, peat, gravel, sand, rock or other mineral substance, refuse, trash, vehicles or vehicles parts, rubbish, debris, junk, waste or unsightly or offensive material will be placed, stored or dumped on the area.
3. No loam, peat, gravel, sand, rock or other mineral resource or natural deposit shall be excavated or removed from said parcel in such a manner as to affect the surface of the area permanently.
4. No trees or other vegetation shall be cut or otherwise destroyed, except that the grantor reserves for itself, its successors and assigns, the right to conduct or permit the following activities on the area:
 - a. The planting and cultivation of trees, shrubs, flowers and other vegetation.
 - b. The cutting or pruning of trees, brush, grass or other vegetation to improve the scenic view and to implement disease prevention measures, including the cultivation and harvesting of forest products in accordance with recognized forestry conservation practices.
 - c. The installation, use, maintenance, repair and replacement, of roads, paths and any underground utility lines and underground sewage disposal systems.
5. No poultry or livestock of any kind shall be raised or kept in said area.
6. This conservation restriction does not grant either the Town of Acton or the public any right to enter or use said parcel. However, there is granted to the Conservation Commission a permanent easement of access to enter said parcel for the purpose of inspecting the premises and enforcing the foregoing restrictions.
7. Nothing in the above shall prohibit or restrain reasonable recreational use of the premises by the owner(s) thereof. Examples of reasonable recreational use would be walking, hiking, bicycling, sailing, skating and related quiet sports. Motorized recreational vehicles are excluded in this area.

8. Nothing in this instrument shall be interpreted to prevent the Conservation Commission (upon the petition of the TRUST) from designating additional recreational areas upon which non-structural amenities such as jogging trails may be built for recreational use.
9. Nothing in this instrument shall be interpreted to prevent the TRUST from performing excavation and regrading activities reasonably necessary for the maintenance of existing trails, ponds, and drainage courses.
10. Notwithstanding the provisions of this Conservation Restriction, the Grantor, his successors or assigns may place a sign or signs, each of a size not to exceed three (3) feet by two (2) feet, on or about the granted premises for the purpose of indicating the ownership, and permitted or restricted use, of the premises. Such signs shall not be deemed in violation of this Conservation Restriction.
11. Notwithstanding the provisions of this Conservation Restriction, the Grantor shall not be prohibited from conducting such activities on the granted premises as are necessary or required in connection with the construction of the Residential Development under a Special Permit granted by the Town of Acton Planning Board under the PCRC By-Law, or any amendments to that By-Law, provided that such activities do not interfere with the permanent condition of the land for the purpose of this Conservation Restriction.

Signed and sealed this 12th day of June, 1989.

HIGH STREET PCRC TRUST

By: Roy C. Smith
Roy C. Smith, Trustee

COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX, SS.

June 12, 1989

Then personally appeared the above named Roy C. Smith, Trustee aforesaid and acknowledged the foregoing instrument to be the free act and deed of DGR Investment Realty Limited Partnership, before me.

Elizabeth M. Gringeri
Notary Public
Commission expires: Dec 16, 1994

Elizabeth M. Gringeri
Notary Public
My Commission Expires December 16, 1994

APPROVAL BY SELECTMEN

We, the undersigned Board of Selectmen of the Town of Acton, hereby certify that we approve the foregoing Conservation Restriction.

Nancy E. Tavernier
[Signature]
Donald R. Gilbert
[Signature]
[Signature]

Date 6/23/89
Date 6/23/89
Date 6/23/89
Date 6/23/89
Date _____

APPROVAL BY THE PLANNING BOARD

We, the undersigned Planning Board of the Town of Acton, hereby certify that we approve the foregoing Conservation Restriction.

[Signature]
[Signature]
Amy S. Mung
[Signature]
Douglas Cannahan
Mary J. Griggs

Date 6/22/89
Date 12 June 89
Date 12/June 89
Date 12 June 89
Date 12 June 89
Date _____

APPROVAL BY THE CONSERVATION COMMISSION

We the undersigned Conservation Commission of the Town of Acton hereby certify that we approve the foregoing Conservation Restriction.

[Signature]
Carol M. Place
[Signature]
[Signature]
Janet D. Resor

Date 6-21-89
Date 6-21-89
Date 6-21-89
Date 6-21-89
Date 6-21-89
Date _____
Date _____

HIGH STREET PCRC
AUDUBON HILL

LEGAL DESCRIPTION OF OPEN SPACE

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Lot R is to be used exclusively for recreational purposes by the residents of the exclusive residential-use areas, Phase N-1, N-2, N-3, S-1, S-2, S-3, S-4 and S-5 as shown on the above described plan.

Lot E is to be used exclusively by the Town of Acton, through its Council on Aging or other similarly constituted organization, as a recreation center for the elderly.

Lot N and S, exclusive of the "Exclusive Residential Use" areas as defined above, are subject to a Conservation Restriction from Audubon Hill North Condominium and Audubon Hill South Condominium to the Town of Acton, dated June 12, 1989, to be recorded herewith in said Deeds.

The premises are subject to an easement granted by Roy C. Smith Trustee, High Street PCRC Trust to the Inhabitants of the Town of Acton, Massachusetts, for access from and to High Street over Audubon Drive, Brewster Lane and a 40 foot wide access East to and from land of the Town of Acton southerly and easterly of Lot S.