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Via Email

February 7, 2022

Ms. Kathleen Swington Ramsay
Town Manager
Town of Middlebury
Middlebury, Vermont 05753

Re: **Consultation** of The Dutton Family Revocable Trust Appraisal of the
44.5± acre (Lot #2) vacant land property located at 97 Seminary Street Extension
in Middlebury, Vermont

Dear Ms. Ramsay:

At your request, I have performed a cursory review of The Dutton Family Revocable Trust Appraisal prepared by Robert J. Hostetter, Certified General Appraiser and Christopher J. Loomis, Certified General Appraiser-Trainee, c/o Yankee Farm Credit, ACA, with an effective date of January 27, 2020. Specifically, **Lot #2**, consisting of **44.5± acres** of vacant land and the valuation as a separate salable tract of land. Please note this is a **consultation only** (not an appraisal).

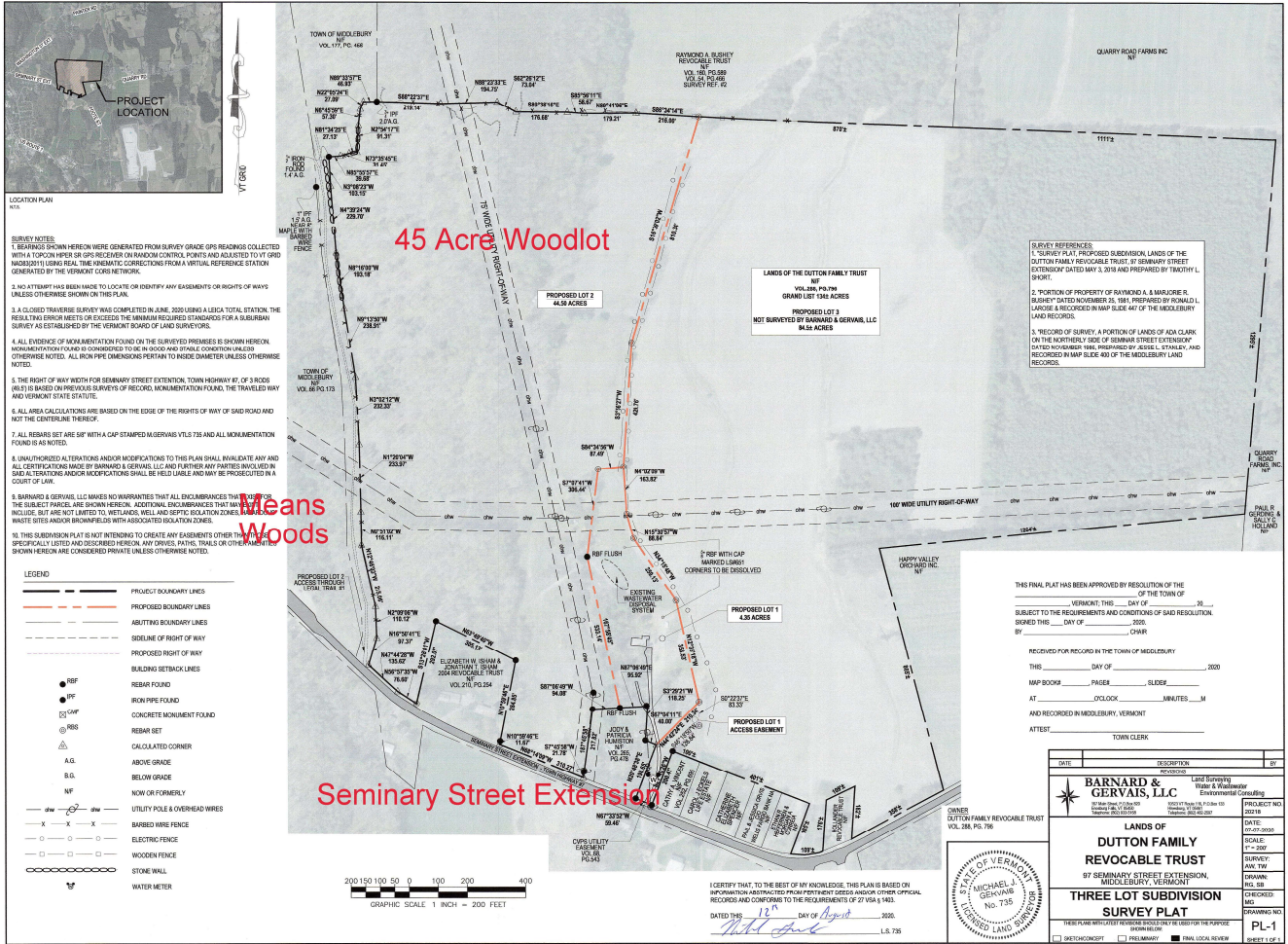
In addition, I have updated the vacant land residential lot sales in the market area (Middlebury, Cornwall and Weybridge). The Middlebury Zoning Department confirmed the possible residential development potential of the land. The Vermont Land Trust was contacted in reference to possible conservation options for the land since the subject land is adjacent to conserved property (see addenda for the likely number of residential lots possible).

Robert Hostetter's appraisal value of **Lot #2** consisting of **44.5± acres** of vacant land was **\$125,000** as of **January 27, 2020** (as a separate, subdividable parcel). Older land sales in the vacant land and residential market have seen significant appreciation in prices in the post-Covid environment and the inventory of vacant land and residential properties in the area have fallen to historic lows (see addenda). Demand is strong for residential and vacant land properties.

The highest and best use of the **44.5± acres** of vacant land is limited residential development (1 to 2 residential lots with the balance of the land left open and for protection). This use is subject to on-site soils capacity for septic systems and obtaining all State and local permits for a minimum of two (3) bedroom houses and being subdivided from the remaining Dutton Family Revocable Trust land. The land is currently undeveloped.

The following sales charts include many of the recent vacant land sales in Middlebury, Cornwall and Weybridge, Vermont. These sales are considered to be comparable market data for the subject land (most of the sales had been subdivided and included State and local permits to build a residence).

Subject Property Survey Map



Vacant Residential Land Sales - Smaller Vacant Lots (1± to 15± acres)**Middlebury, Vermont**

Date	Grantor	Grantee	Acres	\$/Acre	Price	Location
1/27/20	Bushey	Reeves	4.8±	\$22,917	\$110,000	Washington Street Extension
2/6/20	Callahan/Pratt	Klein/Miller	2.04±	\$62,500	\$127,500	Happy Valley Road
2/21/20	Bushey	Pham	7.5±	\$20,000	\$150,000	Washington Street Extension
9/18/20	Middle Road Ventures	Martocci	1.01±	\$98,020	\$99,000	411 South Ridge Drive
10/13/20	Middle Road Ventures	Smith	2.94±	\$52,041	\$153,000	239 Meadow Glen Drive
10/29/20	Middle Road Ventures	O'Dell/Racine	1.21±	\$82,845	\$100,000	34 Meadow Glen Drive
7/19/21	Middle Road Ventures	Deangelo	1.08±	\$131,481	\$142,000	South Ridge Drive
8/2/21	Middle Road Ventures	Brown	1±	\$125,000	\$125,000	South Ridge Drive
8/2/21	Middle Road Ventures	Brown	1.2±	\$124,167	\$149,000	South Ridge Drive
8/10/21	Middle Road Ventures	Bishop	1.03±	\$134,951	\$139,000	South Ridge Drive

The average sale price of the above sales is **\$129,450.**

Cornwall, VT - Bare Land Sales

Date	Grantor	Grantee	Acres	\$/Acre	Price	Location
7/22/20	Foote Farm VT, LLC	Esser	1.75±	\$40,000	\$70,000	Lot #8, Hornbeam Hill Road
8/7/20	Noonan	Gibson/Stockman	6.35±	\$22,365	\$142,000	Snake Mountain Road
8/24/20	Foote Farm VT, LLC	Andrews	3.09±	\$32,039	\$99,000	Lot #10, Foote Farm Road
9/23/20	Foote Farm VT, LLC	Jenson/Hensen	2.2±	\$40,455	\$89,000	Lot #11, Foote Farm Road
1/15/21	Foote Farm VT, LLC	Botz	1.83±	\$39,617	\$72,500	Lot #15, Burr Oak Lane
3/10/21	Kenyon	Deane	10.04±	\$24,900	\$250,000	Ridge Road
4/22/21	Hansen/Jenson	Van Dellen	2.2±	\$42,273	\$93,000	Lot 11, Foote Farm Road
6/11/21	5 Trillium Partners	Mahoney	5.75±	\$31,478	\$181,000	Cider Mill Road
6/24/21	Quesnel	Northern Cross LLC	5.91±	\$25,381	\$150,000	Lots 5 & 6, Samson Road
9/1/21	Kinthead	Schaefer	5.35±	\$36,449	\$195,000	West Street
9/10/21	Gibson/Stockman	Joseph/Panitz	6.35±	\$25,039	\$159,000	Snake Mountain Road
11/19/21	U-Phoria Property LLC	Hamel	4.76±	\$25,210	\$120,000	North Bingham Street

The average sale price of the above sales is **\$135,042.**

Weybridge, Vermont - Bare Land Sales

Date	Grantor	Grantee	Acres	\$/Acre	\$ Price	Location
6/9/20	Wolaver	Schine	1.06±	\$141,509	\$150,000	310 Pulp Mill Bridge Road
12/11/20	Borden/ O'Donohue	Hallonblad/Helling	5.17±	\$20,890	\$108,000	Snake Mountain Road
7/29/21	Caliandro/Drexel	Loker	0.8±	\$137,500	\$110,000	Lot #4, 165 Terrace Heights
8/18/21	Barnes	Singh	5.11±	\$19,569	\$100,000	Snake Mountain Road
10/29/21	Mack	Fernandez	11.82±	\$9,729	\$115,000	Lot #1 Quaker Village Road
11/15/21	Washington	--	13.41±	\$14,541	\$195,000	Perkins Road
1/7/22	Paquin	--	2.14±	\$58,411	\$125,000	Sheep Farm Road

The average sale price of the above sales is **\$129,000.**

Sale Data as of 1/7/2022

Vacant Residential Land Sales - Larger Vacant Lots (15± to 50± acres)

Middlebury, Vermont - Bare Land Sales

Date	Grantor	Grantee	Acres	\$/Acre	Price	Location
5/20/20	Ward	Dimuzio/Roberts	19.1±	\$13,000	\$248,300	Munger Street
2/26/21	Middle Road Ventures	Volk	22.24±	\$6,745	\$150,000	South Ridge Drive
6/30/21	Either/Welch/Wood	Aruzza	45.02±	\$1,444	\$65,000	Case Street

The average sale price of the above sales is **\$154,433**.

Cornwall, VT - Bare Land Sales

Date	Grantor	Grantee	Acres	\$/Acre	Price	Location
9/30/20	Hodges	Peterson	34.33±	\$14,244	\$489,000	1571 Sperry Road
3/12/21	MacFadden	Demong	29.12±	\$8,413	\$245,000	Andrus Pitch
9/1/21	Noble	Ewing	74.3±	\$2,961	\$220,000	Route #74
9/10/21	Gibson/Stockman	Joseph/Panitz	6.35±	\$25,039	\$159,000	Snake Mountain Road
9/27/21	West Street Properties LLC	Hetu/Nyein	15.45±	\$16,181	\$250,000	West Street
10/8/21	Fritz	Kinthead	32.56±	\$16,830	\$548,000	East of Bordeau Road

The average sale price of the above sales is **\$318,500**.

Weybridge, Vermont - Bare Land Sales

Date	Grantor	Grantee	Acres	\$/Acre	Price	Location
6/4/21	Prigo	D'Avella	40.25±	\$7,950	\$320,000	Morgan Horse Farm Road

The average sale price of the above sales is **\$320,000**.

Sale Data as of 1/7/2022

The above sales represent likely comparable land sales for the Dutton Family Revocable Trust valuation of vacant land situated on the fringe of Middlebury Village and demonstrate increasing prices of vacant land over the past 2 to 3 years. The average sale price of the above larger lot sales combined for the three towns is \$269,430.

**Vacant Land Competitive Listings on the Multiple Listing Service (MLS)
in the Middlebury, Cornwall and Weybridge Area
(5± to 75± acres)**

Location	Acres	Asking Price	Days on the Market	Comments
Route #7 South Middlebury, VT	55.8±	\$260,000	143 DOM	Mostly wooded parcel; recreation; development potential
North Bingham Street Cornwall, VT	19.46±	\$297,000	5 DOM	Building lot; septic permit in place; trails
Lot #2, Quaker Village Road Weybridge, VT	9.08±	\$125,000	329 DOM	Building lot; waste water permit in place; Otter Creek frontage

Note: These are the only 3 vacant land parcels currently on the market through the MLS in this area as of February 7, 2022.

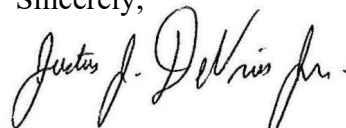
The above current market data analysis demonstrates the significant appreciation of land values since the January 27, 2020 effective date of the prior appraisal. Demand for vacant residential lots in the Middlebury market area is strong, buyers have purchasing power, and there is a very limited supply/inventory of lots available. There has also been a large volume of recent sales to support this conclusion.

Conclusions:

**The market value of the Dutton Family Revocable Trust
44.5± acres of vacant land (Lot #2) as of January 27, 2020 of \$125,000
is considered to be very outdated and not representative of the current market.**

Thank you for the opportunity to be of assistance on this project. If you should have any questions, please feel free to contact my office. Thank you.

Sincerely,



Justus J. DeVries, Jr., Appraiser
VT Lic. #080-0000111, Exp. 5/31/22

Coronavirus (COVID-19)

This appraisal consultation was performed during the COVID-19 pandemic which has begun to have widespread economic and health impacts throughout the United States. The analyses, conclusions and value opinion in this appraisal consultation are based on the data available to the appraiser at the time of the assignment and apply only as of the effective date indicated. No analyses or opinions contained in this appraisal consultation should be construed as predictions of future market conditions or value.

Due to the Coronavirus (COVID-19) pandemic which escalated in the United States in early March, 2020 and resulted in the declaration of a national state of emergency, substantial turmoil has occurred in financial markets, and due to the developing situation and the parties acknowledge that it is not reasonably possible at this time to quantify its long-term or short-term effects on real estate markets on the subject property. The value opinion contained in the appraisal consultation is based on findings of an analysis of market data available to the Appraiser at the time of the assignment. Client further acknowledges that under current conditions Appraiser may not be able to perform certain personal inspections of the subject property or comparable sales analyzed in the appraisal consultation. As an alternative, the Appraiser may have had to rely on records and documentation provided by the client, property owner and/or town records on the relevant physical characteristics of the property and/or comparable sales. If such reliance is necessary and the information obtained from these resources is incorrect, the assignment results on the appraisal consultation could be affected. The appraisal consultation shall include references to such alternative resources, if applicable, and will also describe any extraordinary assumptions on the property that may have been made. Most of the market and sales data used in this report is pre-COVID-19.

The parties acknowledge that the COVID-19 pandemic and associated government-prescribed limitations, which are beyond the parties' control, may result in unavoidable delays in Appraiser's ability to complete the appraisal consultation in a timely manner. Should this occur, the parties agree to work together in good faith to develop a mutually agreeable alternative timeline and payment schedule. Appraiser will ensure that all work is performed according to applicable CDC/public health guidelines and related guidance issued under applicable federal or state law and/or executive order.

The only purpose the appraiser intends for this appraisal consultation is to communicate a credible opinion of the market value of the subject property, as defined in this report, to the above referenced client. That client is the only user the appraiser intends of this report. The only use the appraiser intends for this appraisal consultation is to assist the client, as its sole intended use, with the client's internal decision-making purposes.

Payment for the appraisal consultation, either directly or indirectly, or receipt of a copy of the appraisal consultation by any other third party does NOT mean the party is an intended user of the appraisal consultation. If such parties require an appraisal consultation for their own use, the appraiser advises them to obtain an appraisal from an appraiser of their own choosing. This appraisal consultation shall not serve as the basis for any appraisal consultation contingency in a purchase agreement relating to the property or any property purchase decision.

This appraisal consultation is not a home inspection and should not be relied on to disclose faults, defects, or property condition problems present at the subject property. The appraiser is not a home inspector. A formal home inspection for the subject property was not provided to the appraiser. The appraiser does not guarantee or imply that the property is free from defects. A professional home inspection is recommended on all property purchase transactions.

Due to the limited extent of the appraiser's observation of the property, it is assumed that all major components of the subject, and comparables, are built to community standards typical of the era when the improvements were built or updated. I do not research building permits, well or sewage disposal information. I do not know if building permits were obtained or what building codes were in effect at the time of the improvement's construction or modification. No verification of building or land use permits is performed. I assume that all hidden components (including but not limited to framing, foundation, plumbing, electrical, insulation, HVAC systems) exist, were built to local standards and are in working order. Typically, crawl spaces and attics are not entered or viewed. It is assumed that there are no structural defects hidden by floor or wall coverings and that all mechanical equipment, appliances, electrical components, roofing are functional. It is an extraordinary assumption that there is adequate on-site sewage capacity on the property appraised and that any existing waste water system and septic systems are legally complying. If the client has any questions regarding these items, it is the client's responsibility to order the appropriate inspections. The appraisal consultation does not serve as a warranty on the complete condition of the property.

Addenda

Subject Property Photograph Addendum



Subject Property Photograph Addendum



Subject Property Photograph Addendum



Subject Property Photograph Addendum



Subject Property Photograph Addendum



Subject Property Photograph Addendum



REAL ESTATE MARKET CONDITIONS FOR ADDISON COUNTY, VERMONT

The Following is a Summary of Total Active Listings:

Date	Total Active Listings
1/4/22	88
1/19/21	183
10/14/20	204
7/28/20	251
4/1/20	290
1/1/20	281
10/1/19	363
7/9/19	381
4/24/19	361
1/10/19	384
10/16/18	426
8/8/18	424
1/9/18	379
10/30/17	483
7/24/17	492
3/29/17	432
1/16/17	411
10/4/16	496
7/13/16	578
3/31/16	456
12/31/15	450
6/10/15	584
2/2/15	436
10/21/14	593
7/8/14	631

88 active listings in Addison County as of **January 4, 2022**, with 34 residential, 39 land, 8 commercial and 7 multi-family (listings includes 35 pending sales, of which 24 are residential).

The Following is a Breakdown of MLS Sales by Property Type:

Year	Total Sales	Residential	Commercial	Multi-Family	Land
2020	583	456	6	19	102
2019	489	422	6	7	54
2018	459	375	11	12	61
2017	451	380	4	10	57
2016	410	346	5	7	52
2015	386	345	2	3	36
2014	383	334	4	6	39
2013	378	322	5	6	45
2012	297	260	7	0	30
2011	292	255	5	5	27

The Following is a Breakdown of Residential Sales by Price Ranges:

	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>
Properties Under \$100,000:	22	34	34	33	23	31	27	21	11
Properties \$100,000 - \$150,000:	33	40	38	37	26	36	31	32	17
Properties \$150,001 - \$200,000:	73	78	76	67	67	50	70	43	31
Properties \$200,001 - \$300,000:	117	127	111	124	149	120	143	136	128
Properties Over \$300,000:	<u>77</u>	<u>55</u>	<u>86</u>	<u>85</u>	<u>115</u>	<u>138</u>	<u>151</u>	<u>175</u>	<u>269</u>
Total Sales:	322	334	345	346	380	375	422	407	456

Note: The data analysis includes only active and closed listings in the Addison County Multiple Listing Service. All information has been obtained from the Northwest County Board of Realtors. The average days on the market in 2020 were 112 days; the average days on the market in 2021 were 57 days. The total volume of sales for 2021 increased from 2020. The 2021 volume of sales over \$300,000 has now reached beyond the levels of the 2005 and 2006. This shows a continued market recovery trend in the higher priced residential category. Residential and land inventory is declining and at record lows.

REAL ESTATE MARKET CONDITIONS FOR ADDISON COUNTY, VERMONT

The Following is a Summary of Total Active Listings:

Date	Total Active Listings
4/28/21	141
1/19/21	183
10/14/20	204
7/28/20	251
4/1/20	290
1/1/20	281
10/1/19	363
7/9/19	381
4/24/19	361
1/10/19	384
10/16/18	426
8/8/18	424
1/9/18	379
10/30/17	483
7/24/17	492
3/29/17	432
1/16/17	411
10/4/16	496
7/13/16	578
3/31/16	456
12/31/15	450
6/10/15	584
2/2/15	436
10/21/14	593
7/8/14	631
1/9/14	540

141 active listings in Addison County as of **April 28, 2021**, with 57 residential, 72 land, 9 commercial and 3 multi-family (listings includes 91 pending sales, of which 65 are residential).

The Following is a Breakdown of MLS Sales by Property Type:

Year	Total Sales	Residential	Commercial	Multi-Family	Land
2021*	140	105	1	0	34
2020	502	407	10	15	70
2019	489	422	6	7	54
2018	459	375	11	12	61
2017	451	380	4	10	57
2016	410	346	5	7	52
2015	386	345	2	3	36
2014	383	334	4	6	39
2013	378	322	5	6	45
2012	297	260	7	0	30
2011	292	255	5	5	27

* Year to date

The Following is a Breakdown of Residential Sales by Price Ranges:

	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>
Properties Under \$100,000:	32	22	34	34	33	23	31	27	21	6
Properties \$100,000 - \$150,000:	32	33	40	38	37	26	36	31	32	5
Properties \$150,001 - \$200,000:	57	73	78	76	67	67	50	70	43	9
Properties \$200,001 - \$300,000:	80	117	127	111	124	149	120	143	136	32
Properties Over \$300,000:	<u>59</u>	<u>77</u>	<u>55</u>	<u>86</u>	<u>85</u>	<u>115</u>	<u>138</u>	<u>151</u>	<u>175</u>	<u>53</u>
Total Sales:	260	322	334	345	346	380	375	422	407	105

Note: The data analysis includes only active and closed listings in the Addison County Multiple Listing Service. All information has been obtained from the Northwest County Board of Realtors. The average days on the market in 2020 were 112 days; the average days on the market in 2021 were 83 days. The total volume of sales for 2020 was increased from 2019. The 2020 volume of sales over \$300,000 has now reached beyond the levels of the 2005 and 2006. This shows a continued market recovery trend in the higher priced residential category. Residential and land inventory is declining and at record lows.

REAL ESTATE MARKET CONDITIONS FOR ADDISON COUNTY, VERMONT

The Following is a Summary of Total Active Listings:

Date	Total Active Listings
1/1/20	281
10/1/19	363
7/9/19	381
4/24/19	361
1/10/19	384
10/16/18	426
8/8/18	424
1/9/18	379
10/30/17	483
7/24/17	492
3/29/17	432
1/16/17	411
10/4/16	496
7/13/16	578
3/31/16	456
12/31/15	450
6/10/15	584
2/2/15	436
10/21/14	593
7/8/14	631
1/9/14	540

281 active listings in Addison County as of **January 9, 2020**, with 150 residential, 105 land, 14 commercial and 12 multi-family (listings includes 49 pending sales, of which 36 are residential).

The Following is a Breakdown of MLS Sales by Property Type:

Year	Total Sales	Residential	Commercial	Multi-Family	Land
2020	3	1	2	0	0
2019	489	422	6	7	54
2018	459	375	11	12	61
2017	451	380	4	10	57
2016	410	346	5	7	52
2015	386	345	2	3	36
2014	383	334	4	6	39
2013	378	322	5	6	45
2012	297	260	7	0	30
2011	292	255	5	5	27

**Year to Date (January 9, 2020)*

The Following is a Breakdown of Residential Sales by Price Ranges:

	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>
Properties Under \$100,000:	32	22	34	34	33	23	31	27	0
Properties \$100,000 - \$150,000:	32	33	40	38	37	26	36	31	1
Properties \$150,001 - \$200,000:	57	73	78	76	67	67	50	70	0
Properties \$200,001 - \$300,000:	80	117	127	111	124	149	120	143	0
Properties Over \$300,000:	<u>59</u>	<u>77</u>	<u>55</u>	<u>86</u>	<u>85</u>	<u>115</u>	<u>138</u>	<u>151</u>	<u>0</u>
Total Sales:	260	322	334	345	346	380	375	422	1

Note: The data analysis includes only active and closed listings in the Addison County Multiple Listing Service. All information has been obtained from the Northwest County Board of Realtors. The average days on the market in 2018 were 109 days; the average days on the market in 2019 were 107 days. The total volume of sales for 2019 showed an increase from 2018. The 2019 volume of sales over \$300,000 has now reached the levels of the 2005 and 2006. This shows a continued market recovery trend in the higher priced residential category. Residential and land inventory is declining.

Laura Jarvis

From: Laura Jarvis
Sent: Tuesday, February 1, 2022 11:06 AM
To: Justus DeVries
Subject: MLS
Attachments: MLS-Active Addison Co. 2-1-22.pdf

As of 2/1/22 morning, Addison County MLS.....active residential summary attached.

Residential MLS Addison Co.:

Active: 22
AUC: 16
Pending: 25
Closed 1/1/22 through 131/22: 25

Active in Ferrisburgh: 0
Active in Cornwall: 0
Active in Weybridge: 1
Active in Middlebury: 3

Land MLS Addison Co.:

Active: 30
AUC: 10
Pending: 5
Closed 1/1/22 through 131/22: 8



RESTRICTED APPRAISAL REPORT

of

Real Estate Owned by:
The Dutton Family Revocable Trust
97 Seminary Street Extension, Middlebury, VT 05735

As of
01/27/2020

Prepared for:
Robert Grant
Trustee

Prepared by:
Robert J. Hostetter – Certified General Appraiser
and
Christopher J. Loomis – Certified General Appraiser-Trainee
Yankee Farm Credit, ACA

Robert Grant, Trustee
The Dutton Family Revocable Trust
97 Seminary Street. Ext.
Middlebury, VT 05753

Mr. Grant,
Please find attached the Restricted Appraisal for the property under ownership of the Dutton Family Revocable Trust.

In response to your request I have inspected the subject real estate and have completed a restricted appraisal under Fee Simple ownership with the hypothetical condition that the 2.86 acre surveyed lot surrounding the dwelling at 97 Seminary Street Extension has been legally subdivided from the subject property. At your request, I have analyzed other potential scenarios under which additional value could be derived from the property in the near term. A second scenario employing an additional subdivision into a large residential property and an agricultural property was included, subject to a second hypothetical condition. Based on these two scenarios, I arrived at an estimated value for the property of **\$265,000 'as-if' only the 2.86 surveyed acres and dwelling have been removed (Scenario #1), and \$325,000 for the combined value of two further subdivided large lots with two different potential uses (Scenario #2), as of January 27, 2020.**

Scenario #2, as analyzed in the appraisal process is supported by legal permissibility of further subdivision, providing the 2.86 acre surveyed lot noted above has been approved at the municipal level and formally subdivided. Note that this lot does not have legally conforming road frontage for the zoning district, having only 60' of surveyed frontage while the district requires 200'. There is certainly the possibility that the municipal regulating body will accept this non-conforming lot, as it has a long pattern of use as a residential property, however there is the strong possibility that additional frontage will need to be added to this parcel in order for it to pass through the subdivision process and be approved. In the event that the 2.86 acre lot is re-configured to include additional frontage, it would likely jeopardize the potential to further subdivide the subject parcel in the configuration contemplated in Scenario #2 within this appraisal.

If, in fact the 2.86 acre lot is legally subdivided as configured, then Scenario #2 in the appraisal represents the potential for additional value to be captured from the property, providing the ownership is willing to endure the time to further subdivide and market the property. The marketing time estimates provided in the appraisal are valid beginning at the time at which any contemplated subdivision process is complete and the property is ready to be marketed. It should be understood that the process of subdivision is costly in terms of financial outlay for survey, permitting and representation, as well as from a "time value of money" standpoint while the process is occurring. This is addressed in the final reconciliation portion of the appraisal, which discusses the delta between the indicated values under the two contemplated scenarios.

As the subject parcel contains significant open land near the municipality of Middlebury, including being adjacent to town-owned public lands, it is pertinent to explore the potential to sell or donate a conservation easement or grant of development rights to a land trust or other qualified conservation organization. The unique position of the property, on the margin between developed population center and rural lands suggests it might be attractive to a conservation organization for protection of open spaces and productive forest and agricultural land. Neither the Middlebury Area Land Trust (MALT) nor the Vermont Land Trust (VLT) expressed interest in purchasing an easement when posed with the hypothetical availability of such a property. This may simply be a matter of timing or fund availability, but it is an indicator of the time and effort it would take to sell an easement on the property. Since the client has indicated a desire to protect the land from development into perpetuity, other solutions to contemplate include deed restrictions to either specifically limit the use of the property or a requirement that an easement be donated to a qualified conservation organization (which could provide a tax deduction). In the near term, it does not appear to be feasible to sell a conservation easement on the parcel.

Therefore, I estimate the value of the real estate owned by the Dutton Family Revocable Trust at **\$265,000 as of January 27, 2020.**

Please feel free to contact me with any questions which you might have with regards to this report.

Sincerely,

A handwritten signature in black ink, appearing to read 'R. Hostetter', with a long horizontal flourish extending to the right.

Robert J Hostetter
VT Certified General Appraiser
License # 080.0130265

Table of Contents

	<u>Page</u>
Summary of Salient Facts	1
Client	2
Intended Users/Uses of The Appraisal	2
Purpose of the Appraisal	2
Type of Report	2
Market Value Definition	2
Exposure/Marketing Time	3
Effective Date/Date of Inspection	3
Property Rights Appraised	3
Property Identification	3
Title Data and Sales History	4
Encumbrances/Easements	4
Fixtures Appraised	4
Hypothetical Conditions	4
Extraordinary Assumptions	5
Scope of Work	6
Area Description	7
Property Description	9
Highest and Best Use	17
Valuation Section	26
Analyses Applied	27
Sales Comparison Approach Process	28
Appraisal Analysis	36
Final Reconciliation	37
Certification Statement	38
Limiting Conditions and Assumptions	39
Addendum	41

Summary of Salient Facts

Report Type: Restricted Appraisal Report
Subject to two (2) Hypothetical Conditions on Page 4

Report Date: February 11, 2020

Interest Appraised: Fee Simple

Owners: Dutton Family Revocable Trust

Client: Dutton Family Revocable Trust

Intended Users: Client, their advisors

Intended Use: Financial Planning

Effective Date: January 27, 2020

Opinion of Market Value: \$265,000 'as-if' 2.86 acres and dwelling have been subdivided per hypothetical condition #1 (page 4)

Appraisers: Robert J. Hostetter
Certified General Real Estate Appraiser
VT Certification #080.0130265; Expires 05/31/20
and
Christopher J. Loomis
Certified General Real Estate Appraiser-Trainee
VT Certification #080.0134191-TRNE; Expires 10/31/2020

Appraisal Information

CLIENT

The client is The Dutton Family Revocable Trust.

INTENDED USERS/INTENDED USE

The Dutton Family Revocable Trust may rely upon this report for financial planning. This report has no other intended use and should not be relied upon by any other person or persons other than the listed intended users. This report does not contain all of the information used by the appraiser in the development of the value opinion and the opinions and conclusions set forth in this report may not be understood properly without additional information contained in the appraisal work-file.

PURPOSE OF THE APPRAISAL

The purpose of this appraisal is to provide an opinion of market value for the fee simple interest in the subject property. This report is prepared in accordance with the Uniform Standards of Professional Appraisal Practice (USPAP).

TYPE OF REPORT

The following appraisal is a Restricted Appraisal Report per Standards Rule 2-2 of USPAP.

MARKET VALUE DEFINITION

The definition of "Market Value", as defined by federal regulatory agencies in compliance with Title XI of FIRREA, Part § 614.4260 of the Farm Credit Administration Regulations, as well as by the Uniform Standards of Appraisal Practice as promulgated by the Appraisal Foundation, is as follows:

The most probable price which a property should bring in a competitive and open market under all conditions requisite to a fair sale, the buyer and seller each acting prudently and knowledgeably, and assuming the price is not affected by undue stimulus. Implicit in this definition is the consummation of a sale as of a specified date and the passing of title from seller to buyer under conditions whereby:

1. Buyer and seller are typically motivated;
2. Both parties are well informed or well advised, and acting in what they consider their own best interest;
3. A reasonable time is allowed for exposure in the open market;
4. Payment is made in terms of cash in U.S. dollars or in terms of financial arrangements comparable thereto; and
5. The price represents the normal consideration for the property sold unaffected by special or creative financing or sales concessions granted by anyone associated with the sale.

REASONABLE EXPOSURE / MARKETING TIME

In applying the market value definition to this appraisal, a reasonable exposure time of 12-24 months has been estimated. Exposure time is the estimated length of time the property interest being appraised would have been offered in the market prior to the hypothetical consummation of a sale at the market value on the effective date of the appraisal; exposure time is always presumed to precede the effective date of the appraisal.

Marketing time, however, is an estimate of the amount of time it takes to sell a property interest at the market value conclusion during the period after the effective date of the appraisal. An estimate of marketing time is not intended to be a prediction of a date of sale. It is inappropriate to assume that the value as of the effective date of appraisal remains stable during a marketing period. Additionally, the appraiser has considered market factors external to the appraisal report and has concluded that a reasonable marketing time for the property is 12-24 months.

Data indicates many properties in the subject market area are marketed less than one year prior to consummation of a sale, while some properties take extended marketing times, even when priced appropriately. The stated marketing time is the estimated time necessary to consummate a sale of all portions of the subject property, assuming it were marketed properly and priced near the appraised value.

EFFECTIVE DATE/DATE OF INSPECTION

The effective date of the appraisal is January 27, 2020. The subject property's site and improvements were inspected and photographed on January 27, 2020.

PROPERTY RIGHTS APPRAISED

The property rights appraised are the Fee Simple Estate which is defined in the *Dictionary of Real Estate Appraisal, 5th edition*, as: "Absolute ownership unencumbered by any other interest or estate, subject only to the limitations imposed by the governmental powers of taxation, eminent domain, police power, and escheat." The appraisers give no opinion of title ownership of real estate, water rights, minerals, zoning, or property boundaries.

PROPERTY IDENTIFICATION

The subject of this appraisal is all of the real property identified by the following municipal information:

Town	Parcel #	Parcel Name/Location	Acreage	Assessed Value	Current Use Reduction	Grand List	Taxes
Middlebury	005225.000	97 Seminary Street Extension	134.3	\$461,800	\$80,800	\$381,000	\$8,956.92

The appraisal includes the real estate as listed above, improvements made to this real estate including utilities, driveways, roads, ditches and drainage improvements as described in this report.

The appraisal **excludes** all personal property and other non-real estate assets, both tangible and intangible, which may exist on the subject property. Items excluded from the appraisal may be equipment, machinery, furniture, furnishings, rolling stock and any other personal property present on the property.

TITLE DATA AND SALES HISTORY

No title opinion was provided and it is assumed that the owner holds fee simple interest in the property with no atypical easements, encroachment or covenants unless otherwise noted in the report. To the best of the appraiser's knowledge the property is not listed for sale currently and has not sold within the three years prior to the effective date of the appraisal.

ENCUMBRANCES/EASEMENTS

There are typical utility and highway utilities present on the subject property. No other easements, encroachments or conditions were noted or reported and those present do not adversely affect marketability or value.

FIXTURES APPRAISED

No fixtures were appraised as part of this appraisal assignment.

HYPOTHETICAL CONDITIONS

A hypothetical condition is defined in the Uniform Standards of Professional Appraisal Practice (USPAP) as "that which is contrary to what exists but is supposed for the purpose of analysis." Hypothetical conditions assume conditions contrary to known facts about physical, legal, or economic characteristics of the subject property; or about conditions external to the property, such as market conditions or trends; or about the integrity of data used in an analysis. A hypothetical condition may be used in an assignment only if:

- Use of the hypothetical condition is clearly required for legal purposes, for purposes of reasonable analysis, or for purposes of comparison;
- Use of the hypothetical condition results in a credible analysis; and
- The appraiser complies with the disclosure requirements set forth in USPAP for hypothetical conditions.

The appraisal was developed subject to two hypothetical conditions:

In the Valuation Section:

Scenario #1 relies on the following:

1) A hypothetical condition that the 2.86 acre house site and dwelling, proposed for subdivision and shown on a survey plat prepared by Timothy L. Short, LS#651, has been legally subdivided from the subject and transferred to new ownership. A copy of this survey is included in the addendum of this report.

And

Scenario #2 relies on hypothetical condition #1 as well as the following:

2) A hypothetical condition that the subject property is further subdivided (beyond hypothetical condition #1) into a large residential lot (+/- 45 acres) and a remainder lot (+/- 86 acres) has been employed.

In the event that either or both hypothetical conditions are proven false, we reserve the right to amend the appraisal.

EXTRAORDINARY ASSUMPTIONS

An extraordinary assumption is defined in the Uniform Standards of Professional Appraisal Practice (USPAP) as “an assumption, directly related to a specific assignment, which, if found to be false, could alter the appraiser’s opinions or conclusions.” Extraordinary assumptions presume as fact otherwise uncertain information about physical, legal, or economic characteristics of the subject property; or about conditions external to the property such as market conditions or trends; or about the integrity of data used in an analysis. An extraordinary assumption may be used in an assignment only if:

- It is required to properly develop credible opinions and conclusions;
- The appraiser has a reasonable basis for the Extraordinary Assumption;
- Use of the Extraordinary Assumption results in a credible analysis; and
- The appraiser complies with the disclosure requirements set forth in USPAP for Extraordinary Assumption.

The appraisal was not prepared subject to any extraordinary assumptions

ENVIRONMENTAL ISSUES

No environmental issues were noted during the inspection. Visual inspection of the premises at the time of inspection did not reveal any obvious signs of environmental contamination. The value opinion stated for each property assumes that there are no environmental issues which would impact the value of the properties.

It was noted that there are multiple abandoned vehicles and other large debris in the area near the sugarhouse access road / intersection of utility line corridors. No visible signs of spills were noted, however as noted above, the appraisers are not qualified to assess environmental contamination. Properties of this type typically have some level of cleanup to complete based on the long term ownership and use, and would have some effect on the value, but would not be a major detriment to the marketability of the subject.

Scope of Work

This appraisal was prepared in compliance with the Uniform Standards of Practice (USPAP) promulgated by the Appraisal Foundation, and is considered an "Appraisal Report" as defined by the USPAP. This appraisal is based on the condition of the subject property as observed on January 27, 2020.

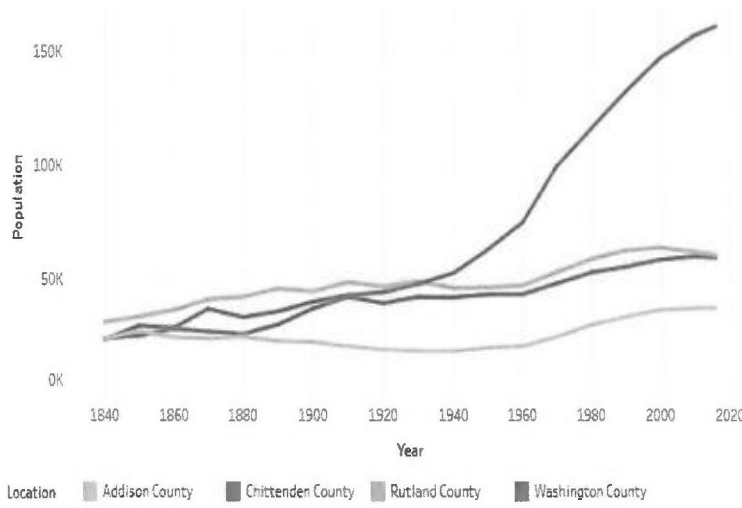
The region, area, community, and neighborhood were analyzed for both macro and micro economic influences on the subject property. The market investigation included a search for comparable sales properties, both improved and unimproved, and comparable rental data throughout the community.

A data search was performed to gather sales data to support the value of the subject's land and improvements. MLS data from the market area and privately marketed farm sales data from the Association database were analyzed to determine a supportable range of value for the contribution of the subject's land and other improvements to the overall property value.

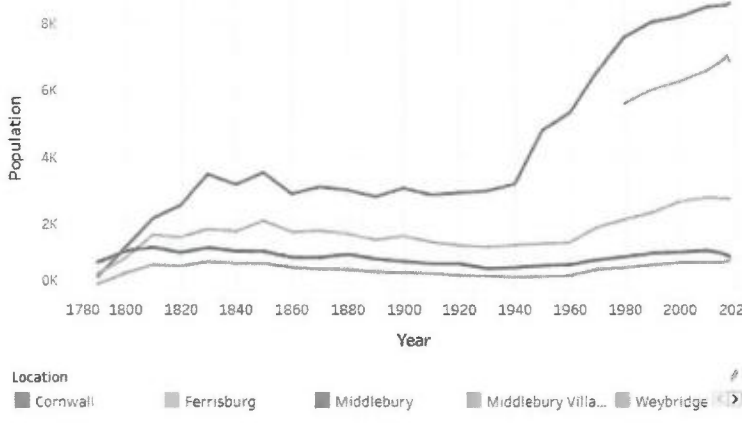
The approaches to value were analyzed for applicability and employed as appropriate. The data and analysis pertaining to these approaches is described within the appraisal report. Upon assembling and analyzing the data defined in this extent of the appraisal process, a final estimate of market value was made. The appraiser has not included all of the data pertaining to the analysis in the appraisal report, instead referring to the work file. This data is hereby incorporated into this report by reference. All due diligence was employed to arrive at the estimate of value.

The appraiser has gained competency through performing appraisals of similar properties in the area over the past decade. Thus, I have satisfied the requirements described in the Competency Rule in USPAP.

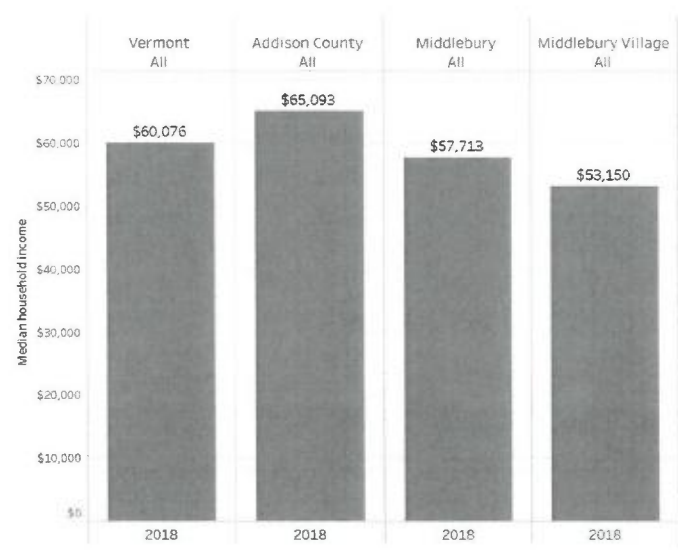
Area Description



The subject is located in the Town of Middlebury, Addison County, Vermont. Much of the following data is compiled from Housingdata.org. Addison County has a 2018 estimated population of 36,939, which is up slightly from the 2010 count of 36,821. The neighboring county to the south – Rutland- is similar to Addison County with generally stable populations over the past couple of decades. The neighboring county to the North - Chittenden - has experienced growth in the past several decades having tripled in population since 1940. Population is expected to remain stable in the coming decade in the region except in Chittenden County where population will likely continue to increase.



The town of Middlebury, including Middlebury Village, which has been reported separately since 1980, has an estimated population of 15,455, which is up slightly from the 2010 count of 15,084. Middlebury’s population is characterized as moderately increasing since about 2010, after a period of strong growth from 1940-1980. Middlebury’s recent population trajectory mirrors that of the region. Data for surrounding towns, which have a more rural character than the Middlebury population center, show moderate growth from the 1970s through about 2010 before leveling off. Population is expected to remain stable in the coming decade. Overall, the area is expected to experience stable to moderately



increasing population levels as the economy continues to transition from agriculture to a rural residential commuter economy. Many residents now travel to the larger job markets in Rutland and Burlington for work and many services. Median household income, at \$57,713 in Middlebury is about 4% lower than the Vermont State median and 12% lower than the Addison County median. This data is for all residents regardless of owner or renter status and indicates that higher earners in the Middlebury area typically live in surrounding towns.

The market area is in transition from an agricultural economy with small commercial districts in village centers supported by the town's farmers to a commuter economy with many residents traveling 30 minutes to 1 hour for work in the more populated job markets in the Rutland area and the Burlington area. These commuters often do much of their business in the commercial core areas where they work. The effect on the area has been stable population, stable real estate values generally, shrinking rural village commercial districts and vacant land for sale being purchased for non-agricultural uses in many cases. Middlebury in general has a robust town plan and zoning bylaws that support regulated growth, while maintaining a rural character on the outskirts of town and an historic downtown feel.

The subject's immediate neighborhood is comprised of a mix of residential and agricultural properties. The subject is bordered by public land to the west and has good access to the village, as well as being benefitted by the municipal water system and paved road access.

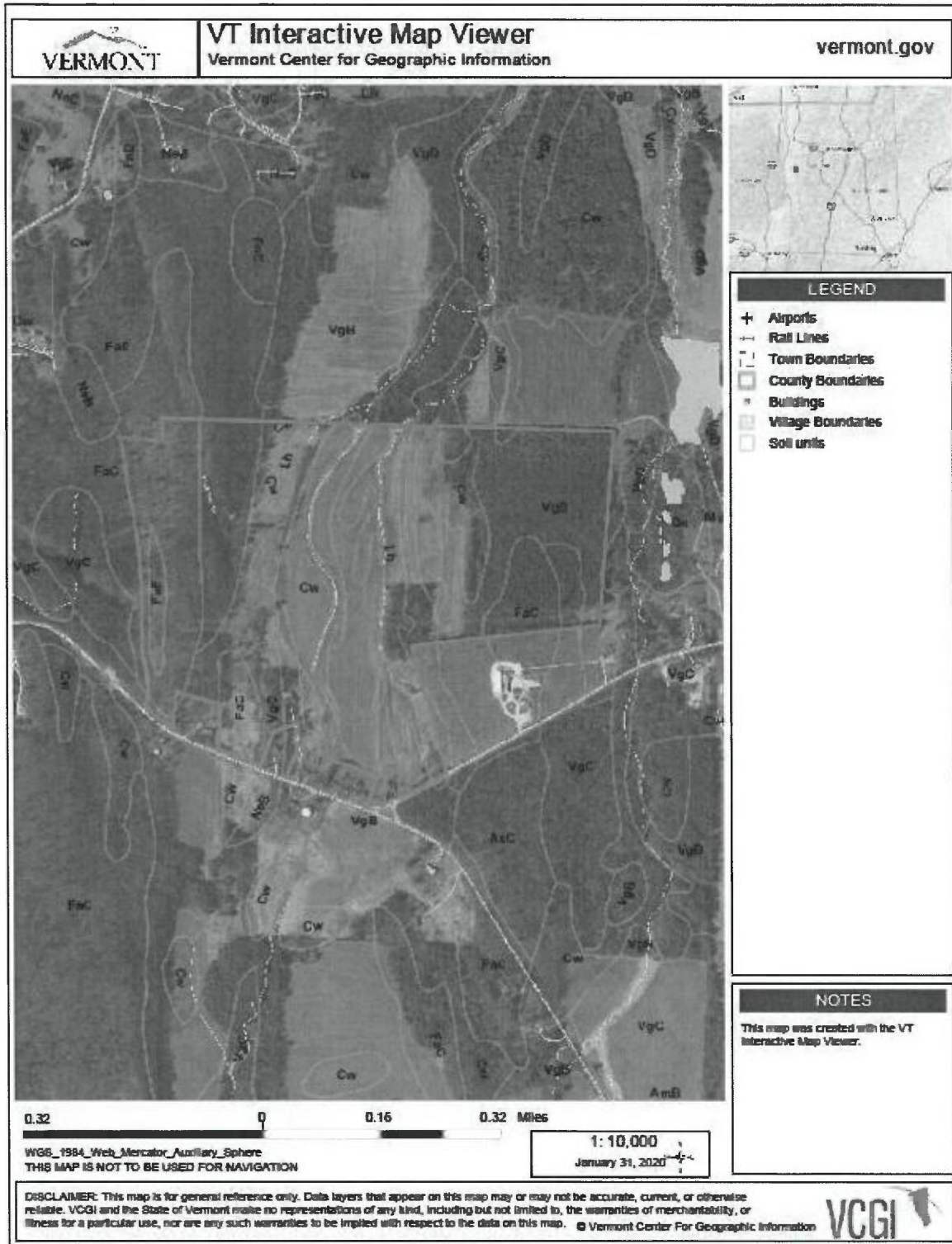
Property Description

The subject property as appraised is vacant except for a small sugarhouse.

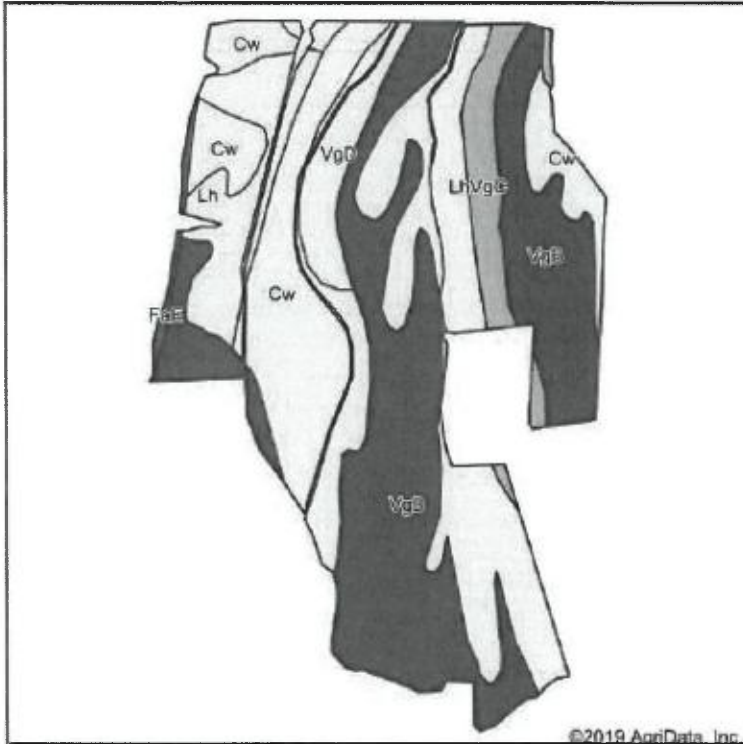
Aerial Map



Soils Map



Cropland Soils Map



State: **Vermont**
 County: **Addison**
 Location: **44° 0' 57.4, -73° 8' 34.82**
 Township: **Middlebury**
 Acres: **56.5**
 Date: **1/31/2020**



Maps Provided By
surety
CUSTOMER ONLINE MAPPING
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Soils data provided by USDA and NRCS.

Area Symbol: VI001, Soil Area Version: 22														
Code	Soil Description	Acres	Percent of field	Non-Irr Class Legend	Water Table	Restrictive Layer	Septic Limits	Foundation Limits	Soil Drainage	Non-Irr Class °C	Corn silage	Grass hay	*n NCCPI Overall	*n NCCPI Corn
VgB	Vergennes clay, 2 to 6 percent slopes	22,56	39,9%		2ft.	> 6,5ft.	very limited	very limited	Moderately well drained	Ile	15	4,5	52	52
Lh	Livingston clay	14,51	25,7%		0ft.	> 6,5ft.	very limited	very limited	Very poorly drained	Ivw		2,5	59	20
Cw	Covington and Panton silty clays	13,11	23,2%		0,7ft.	> 6,5ft.	very limited	very limited	Poorly drained	Ivw	10	3	35	33
VgC	Vergennes clay, 6 to 12 percent slopes	2,98	5,3%		2ft.	> 6,5ft.	very limited	very limited	Moderately well drained	Ile	13	4,5	51	51
VgD	Vergennes clay, 12 to 25 percent slopes	2,96	5,2%		2ft.	> 6,5ft.	very limited	very limited	Moderately well drained	Ive		3,5	45	45
FaE	Farmington extremely rocky silt loam, 20 to 50 percent slopes	0,38	0,7%		> 6,5ft.	1,5ft. (Lithic bedrock)	very limited	very limited	Somewhat excessively drained	Vile			8	8
Weighted Average											9	3,6	*n 49,1	*n 38,7

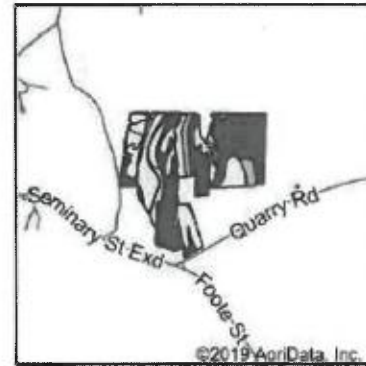
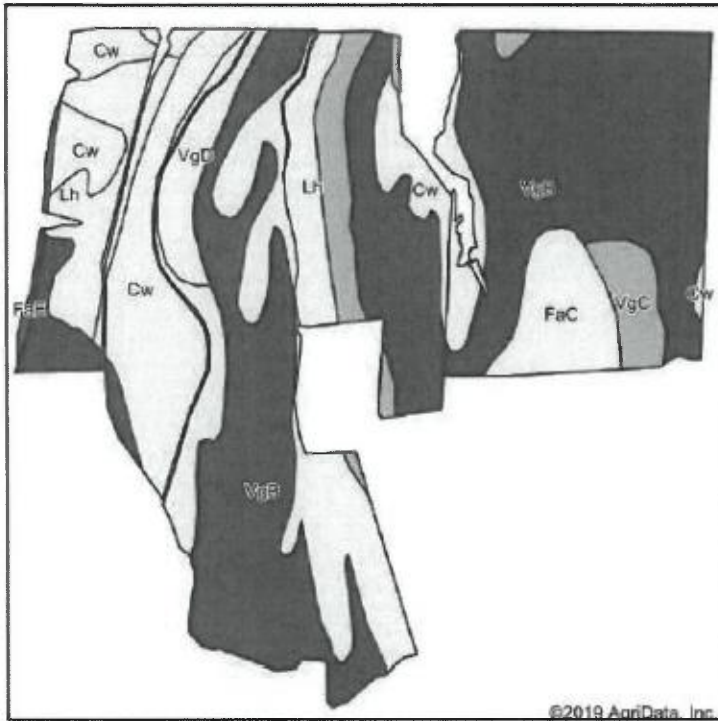
*n: The aggregation method is "Weighted Average using major components"

*c: Using Capabilities Class Dominant Condition Aggregation Method

Soils data provided by USDA and NRCS.

The map above shows the relevant features of the soils underlying the open land that either is currently or has recently been used to produce forage crops. This map is based on USDA Farm Service Agency data. Ditches, drainage and open land not in crop production are included in the total acreage reported.

Cropland Soils Map Including Pine Woodland



State: Vermont
County: Addison
Location: 44° 0' 57.4, -73° 8' 34.82
Township: Middlebury
Acres: 82.33
Date: 1/31/2020



Maps Provided By

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Soils data provided by USDA and NRCS.

Area Symbol: VT001, Soil Area Version: 22														
Code	Soil Description	Acres	Percent of field	Non-Irr Class Legend	Water Table	Restrictive Layer	Septic Limits	Foundation Limits	Soil Drainage	Non-Irr Class "c"	Corn silage	Grass hay	*n NCCPI Overall	*n NCCPI Corn
VgB	Vergennes clay, 2 to 6 percent slopes	40.61	49.3%		2ft.	> 6.5ft.	very limited	very limited	Moderately well drained	Ile	15	4.5	52	52
Cw	Covington and Panton silty clays	14.93	18.1%		0.7ft.	> 6.5ft.	very limited	very limited	Poorly drained	IVw	10	3	35	33
Lh	Livingston clay	14.51	17.6%		0ft.	> 6.5ft.	very limited	very limited	Very poorly drained	IVw		2.5	59	20
VgC	Vergennes clay, 6 to 12 percent slopes	5.11	6.2%		2ft.	> 6.5ft.	very limited	very limited	Moderately well drained	IIle	13	4.5	51	51
FaC	Farmington extremely rocky silt loam, 5 to 20 percent slopes	3.83	4.7%		> 6.5ft.	1.5ft. (Lithic bedrock)	very limited	very limited	Somewhat excessively drained	IVe			33	33
VgD	Vergennes clay, 12 to 25 percent slopes	2.96	3.6%		2ft.	> 6.5ft.	very limited	very limited	Moderately well drained	IVe		3.5	45	45
FaE	Farmington extremely rocky silt loam, 20 to 50 percent slopes	0.38	0.5%		> 6.5ft.	1.5ft. (Lithic bedrock)	very limited	very limited	Somewhat excessively drained	VIIe			8	8
Weighted Average											10	3.6	*n 48.8	*n 41.5

*n: The aggregation method is "Weighted Average using major components"

*c: Using Capabilities Class Dominant Condition Aggregation Method

Soils data provided by USDA and NRCS.

The map above shows the relevant features of the soils underlying both the currently open land and the land under the pine woodland. This illustrates the fact that the most productive soils on the subject lie under the main field and the pine woodland. Ditches, drainage and open land not in crop production are included in the total acreage reported.

Subject Photos



Subject Road Frontage on Seminary St. Ext.



Subject frontage on Seminary St. Ext from interior of property. This is used by VAST



Intersection of utility lines near sugarbush



Subject cropland and long range views from area near sugarbush

Below: Gated access road to sugarhouse.



Sugarbush to the left

Below: Typical sugarbush interior



Subject Photos



Cropland main field looking west. Sugarbush in the background.



Cropland main field looking south. Pine woodland to the left.



Campsite near pine woodland



Developed farm road running through the western portion of the pine woodland

Below: Pine woodland interior



Below: Eastern meadow looking north



Subject Photos



Cropland eastern field looking north. Pine woodland in the background.



Cropland eastern field. Ditch crossing in the foreground. Sugarbush in the background



Cropland main field looking south. Houses in the background are on Seminary St. Ext.



Road frontage along Quarry road at eastern end of property

Below: Municipal water service at frontage



near the intersection of Foote St. and Quarry Road. Main access to cropland can be seen.

Below: abandoned vehicles near



sugarbush access road and intersection of utility corridors.

Improvement Description



Sugarhouse: 720 SF Sugarhouse with additional wood storage space. The structure is benefitted by a farm road which has been improved with gravel over time. There is no developed electrical utility. The structure services a small area of developed maple taps on pipeline, totaling approximately 1,000 taps on approximately 25 acres of relatively steep woodland. This improvement does not contribute value to the subject as appraised as it suffers significant depreciation due to its age, functionality and external forces.



Highest and Best Use

As defined in Appraisal of Real Estate, 12th Edition, highest and best use is, “the reasonably probable and legal use of vacant land or improved property, that is physically possible, legally permissible, appropriately supported, financially feasible, and that results in the highest value” (page 305). The four tests applied to determine the highest and best use of real-estate are physically possible, legally permissible, financially feasible and maximally productive. The analysis of the highest and best use of a property is a study of the market forces in relation to the property.

The highest and best use analysis is considered one of the most important parts of the appraisal process, for it is in terms of highest and best use that market value is estimated. The analysis summarized below is based upon the criteria outlined above. Since the highest and best use of land can be limited or affected by the presence of improvements, the analysis is completed for the site “as vacant” and then “as improved” when applicable to determine the use which provides the greatest market value. A brief summary has been included below with additional supporting information retained in my work-file.

Current Use: Agricultural / Forestry

The subject property has road frontage on Seminary Street Extension and Quarry Road. This frontage is largely usable, with the exception of steep ground on the far west end and wet areas in the lowest elevations. The frontage is adequate for residential uses in the two zoning districts in which the subject lies. Access to the sugarhouse is currently gained via a developed driveway through the 2.86 acre dwelling lot, but could be easily accessed via an existing curb cut near the former farmstead. This is currently used by the VAST Snowmobile Trail under temporary agreement. The trail runs through the property from this point to a point at the northern boundary where it enters neighboring property. Agricultural use is for forage crops by a nearby dairy farm, through a typical lease arrangement. The cropland is accessed via a developed farm road on owned frontage at the intersection of Seminary Street Ext, Foote Street and Quarry Road. This farm road also provides access to the 28 acres of pine woodland in the northeast portion of the subject. Overall, access to the subject is considered adequate for the current use and likely suitable for residential use as well.

The property is enrolled in the UVA program, with both Forest land and Agricultural land designations. Other than utility easements, there are no known deeded encumbrances which would impact the potential uses of the subject. The two electrical utility easements encumbering the subject limit development in their ROW's and preclude those impacted acres from enrollment in the Use Value Appraisal Forestry program. The municipal water easement runs adjacent to the town highway and provides a benefit to the property in the form of a reliable water source.

Zoning regulations on the property are not more onerous than in other similar locations in the market area. Overall the subject is not more legally encumbered by legal restrictions than other similar parcels in the market area. According to Middlebury Zoning Maps, the western portion of the subject is in the FOR district and the remainder is in the AR district, thus two zoning districts apply. The zoning regulations treat properties of this nature proportionately, and specifically state that “Where a boundary line between districts divides a lot or parcel of land, the regulations of the

given district shall apply to that portion of the lot.” A copy of the Middlebury zoning map which pertains to the subject is included in the Addendum.

Zoning regulations require new lots in the AR district to contain a minimum of 1 acre of land and a minimum of 200’ of road frontage when they have Town water and On-Site Septic. New lots in the FOR district are required to contain a minimum of 25 acres and have a minimum of 600’ of road frontage.

Relevant zoning excerpts are included below:

Section 430 - Interpretation of District Boundaries

Zoning District boundaries shall be interpreted by the Administrative Officer in conformance with the purposes of the Zoning Ordinance and the Town Plan and the following:

1. Boundaries indicated as approximately following streets, highways, roads, railroads or utility lines shall be construed as following the center lines of the rights of way.
2. Boundaries indicated as following significant topographic features such as the contours of steep embankments, or ridges, rivers, streams or other drainage courses shall be construed to follow such features as they physically exist rather than scaling from the map.
3. Boundaries indicated as following contour lines shall be construed to follow the line of the elevation indicated as determined on the ground rather than scaling the map.
4. Boundaries indicated as following property lines or platted lot lines shall be construed as following such lines as they exist on the effective date of these regulations.
5. Boundaries indicated as approximately following Town limits or tax district boundaries shall be construed as following the legal limits or boundaries as of their effective date.
6. Boundaries indicated as being parallel to or extensions of lines or features described in the subsections above shall be construed as parallel to or extensions of such lines or features.
7. Boundaries indicated as lines perpendicular to lines or features described above shall be construed to proceed at right angles from such lines or features.
8. The abandonment or relocation of a right-of-way or roadway, or the change in a line or feature which references a district boundary line, after the effective date of these regulations, shall not affect the location of the Zoning District boundary line.
9. When a lot is partly in the Town of Middlebury and partly in an adjacent town, the regulations and restrictions of this Ordinance shall be applied to that portion of such lot within the Town of Middlebury in the same manner as if the entire lot were situated therein.
10. Where a boundary line between districts divides a lot or parcel of land, the regulations of the given district shall apply to that portion of the lot.
11. Divisions of land and subdivision boundaries shall, wherever possible, result in lot lines that coincide with Zoning District boundaries.
12. Any interpretation of district boundaries by the Administrative Officer may be appealed to the DRB as provided in Article X.

Section 610 - USES ALLOWED IN THE ZONING DISTRICTS

A person shall not use any land or structure within a Zoning District unless such use falls into one or more of the following categories and such use complies with all other applicable provisions of these regulations:

1. The use conforms to a type or classification listed as a permitted use in the applicable Zoning District, as set forth in the following tables. (Note: see definitions in Section 320.)
2. The use conforms to a type or classification listed as a conditional use in the applicable Zoning District, as set forth in the following tables, and the use has received approval pursuant to Section 540. (Note: see definitions in Section 320).
3. The use qualifies as an accessory use, as that term is defined in Section 320.
4. The use qualifies as a lawful nonconforming use, in which case it may be continued subject to the provisions of Article VIII.
5. The use is subject to limited zoning authority pursuant to 24 V.S.A. 4413, in which case the provisions of these regulations shall apply to the extent permitted by said Section 4413.

Any use not falling into one of the above categories shall be deemed prohibited. Defined uses shall be strictly construed under Section 320. *See Sections 670 and 680 for regulations concerning the Flood Hazard Area and the Aquifer/Wellhead Protection Area.*

I. Agricultural Rural (AR) Zone

Permitted Uses:

agriculture (see Section 780)
bed & breakfast house forestry (see
Section 780) home occupation (see
section 730) one family dwelling
camp
two family dwelling

Conditional Uses (Section 540): agricultural

business/industry (see Section 780)
agricultural storage warehouse animal
hospital and/or kennel
cemetery church,
library, museum
commercial greenhouse
commercial forestry operations: firewood/bark mulch processing, log storage yard commercial
fruit & vegetable stand (see Section 782) contractor storage yard and/or shop garden center
and/or nursery
governmental use and/or public utility substation
indoor/outdoor riding stable nursery school (child care)
6+ children nursing home/assisted living outdoor
recreation public park public or private school
rooming house sawmill, biomass processing
soil, sand, gravel extraction (see Section 786) quarrying (see
Section 788)
railspur and/or transload facility

Planned Unit Developments may include any of the uses allowable in the district and as provided in Section 550.

X. Forest (FOR) Zone

Permitted Uses

agriculture (see Section 780)
 forestry (see Section 780)
 camp

Conditional Uses (Section 540): commercial forestry operations: firewood/bark mulch processing, log storage yard governmental use
 home occupation (see Section 730)
 one family dwelling (see Section 742)
 outdoor recreation public park
 soil, sand, gravel extraction (see Section 786)

Section 620 – (Continued) Lot Dimension Requirements Table

District	Minimum LOT AREA	Minimum FRONTAGE	Maximum Structure HEIGHT	Maximum Building COVERAGE	Minimum SETBACKS		
					FRONT	SIDE	REAR
	(Per Dwelling Unit or Per Principal Building)	(or lot width at the principal building)	(See also Section 727)	(see definition Sec 620 I D)	Distance from structure to property lines or street centerline (CL) or to street right-of-way (ROW)Rear setback also applies to streams.		
FOR	25 AC (See Section 742 for maximum overall density)	600'	35'	NR	125' from CL	100'	100'
AR	Town Water & On-Site Septic-1 AC Well & On-Site Septic-2 AC (see also Schedule A below for maximum # lots / houses sites)	200' 200'	35'	NR	75' from CL	25'	50'

SECTION 620 (continued) - Schedule A - AR – Agricultural/Rural District Residential Density

Parcel Area (Acres)	Maximum permitted number of home sites (counting existing & new home sites)
0 - 3.9	1
4 - 24.9	2
25 - 49.9	3
50 - 74.9	4
75 - 99.9	5
100 - 124.9	6
125 - 149.9	7
150 - 174.9	8
175 - 199.9	9
Etc.*	Etc.*

*Each additional 25 acres is allotted an additional home site.

- A. "Parcel Area" shall be the acreage of a parcel on the effective date of this provision (July 28, 1987). Parcel means a separate tax map parcel as shown on the tax map (Note: farm parcels which are divided by roads and are combined for property tax and listing purposes shall be considered separate parcels for purposes of zoning. A set of property maps as of July 28, 1987 is on file in the Planning & Zoning Offices.
- B. This table limits the total number of home sites which are permitted, including existing and new home sites. The minimum lot size can be as small as one acre, with Town water; or as small as two acres, in the case of on-site water supply and septic system.
- C. Approval of lot size and layout are also dependent upon meeting other requirements, e.g.: onsite sewage, lot frontage/width, access, and other provisions of the Zoning and Subdivision Regulations. See also Section 650 regarding siting, view conservation and minimizing loss of open space and farm lands.
- D. This Schedule A was amended on 12/8/2008; prior subdivision approvals in ARR (*former name of AR district*) that specify or allocate development rights for home sites will be honored per specific approval orders/conditions.

Section 650 - Preservation of Farmland, Wildlife Habitat, and Scenic Views in AR and PHD

The purpose of this section is to prevent harm to the scenic and agricultural land resources in Middlebury.

- I. The subdivision of lots and the siting of non-agricultural buildings in the AR and PHD zones shall be subject to the following: While preserving the rights of the property owner to create the number of building sites allowable within the zone with adequate sewage disposal:
- A. lots shall be located and sized so as to preserve farm lands and wildlife habitat to the maximum extent possible; and

- B. buildings and other structures shall not generally be sited in the middle of open fields. Buildings and structures shall be located so as to preserve agricultural utilization, wildlife habitat, and scenic views and minimize the loss of open space to the extent possible.
- II. This section shall be implemented by the Administrative Officer for individual zoning permit applications, or by the DRB in the case of subdivisions or Planned Unit Developments.
- III. The DRB may allow a density bonus of an additional lot or building site, to compensate, only in unusual cases where the application of the above standards would create unreasonable additional costs upon the property owner.

The subject has the potential to be subdivided per the applicable zoning regulations in each of the two districts that apply. There is evidence of demand for residential properties in the subject's neighborhood.

Beyond zoning, state wastewater permitting has the most relevant impacts upon potential uses of much of the parcel. These are typical considerations in the rural real estate market. On-site septic capacity appears to be physically possible for the areas that are best suited to development. The following is based on available information from Town of Middlebury planning documents, which align with similar information available from State of VT services and does not substitute for an on-site soil evaluation, but is considered reliable and provides a point of reference for planning and assessment. Soils rated as *Marginally Suited* generally require engineered leach fields such as mound systems.

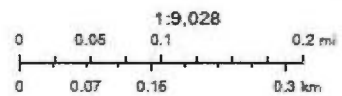
The map below shows the subject property, with on-site wastewater designations coded by color, showing the capacity of the property to support sewerage.

On-Site Wastewater Disposal Capacity Map



January 30, 2020

- Parcels
- Soil Septic Suitability
 - MARGINALLY SUITED
 - MODERATELY SUITED
 - NOT SUITED
 - NOT RATED



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Given the relevant factors, the subject property could likely be subdivided into multiple parcels with approvals. There is evidence of demand for similar large properties in the subject's market area for both residential development and for agricultural expansion. The subject's land mix, with 56 acres of open land, including cropland, ditches, drainage, fallow land and hedgerows (42%), 58 acres of forest land in two sections (44%) and the remaining +/- 17 acres in low-utility land is relatively diverse and thus challenging for market participants to assess. This indicates that prospective buyers of the property would likely discount the portions of the property that are less desirable for their use, in order to justify the value they place on the desirable portions of the property.

The three most likely potential uses of the property have been determined to be: 1) residential use; 2) agricultural use and; 3) forestry use. The inclusion of other permitted and conditional uses in this analysis would be speculative and thus deemed to be unreliable. Of the three uses considered, market participants would likely apply discounts to less desirable land as noted above, therefore subdivision of the property into land areas that provide the maximum financial benefit is considered to be the most likely highest and best use of the property as appraised. When considering subdivision, one must assess the cost of survey, permitting process and time to bring the divided property to market. Minimizing these costs through thoughtful analysis and research is critical to maximizing the value to be gained. A discussion of the three uses noted above follows:

Residential use: There is market evidence to support the marketability of the property as a large residential lot or "building lot", based on the subject's views, open land, proximity to the town center and municipal land and depending on siting, privacy. This use is further supported by the availability of municipal water at the road, adequate road frontage and at-road electrical utilities. The typical residential user would either continue to rent the fields for agricultural use in order to keep them open, or choose to let them go fallow. In either case, for residential use, outside of the building lot, the open land is an amenity. Similarly the typical residential user would see value in the woodland portion of the subject, but would not necessarily be concerned with the productive timber value of the woodland, rather they would typically focus on the aesthetics, wildlife benefits, recreation and privacy it affords. One exception to this is the small sugarbush, which could demonstrate an annual revenue stream either through owner-operation or rental.

Agricultural use: There is market evidence to support the marketability of the property for agricultural expansion. Based on the subject's soil productivity, access, topography, field size and proximity to active agricultural enterprises, the subject would be attractive to market participants. Currently, at 56 acres of fields including ditches and other open land, the excess land would be discounted by interested buyers. There is an opportunity to expand the property for field crops by converting the 28 acre pine stand in the easterly portion of the property to cropland. Soils in this portion of the property are on par and slightly superior to the current field soils, but the cost of conversion is a consideration and expansion buyers typically perform this work as they seek to capture the value of the soil. Market participants would also likely see some value in the sugarbush and the potential to subdivide or develop a home site where the most desirable residential potential exists.

Forestry use: There is no market evidence to support the marketability of the property specifically for forestry use. Timberland investors, which intend to generate income from the growth and

harvest of timber from a property would have little or no interest in the open land component of the subject and tend to be reluctant to speculate on residential use unless it can easily be subdivided and sold. The quality of the timber existing on the subject is not substantial enough to drive this buyer type to engage in this type of property. As a concurring use, forestry/timber management is relatively typical when residential or agricultural is the primary use.

It has therefore been determined that the highest and best use of the subject is subdivision into a large residential lot and a remainder lot which includes the currently active cropland, the pine stand which could be converted to cropland and other low-utility land. Market data supports the marketability of each of these units and the highest and best use conclusion.

Highest and best use as appraised:

Scenario #1 – subject property configured ‘as-if’ 2.86 acres and dwelling have been subdivided (per hypothetical condition #1 on page 4) and;

Scenario #2 –Further subdivision under a scenario which meets the demonstrated demand present in the market (employing hypothetical conditions #1 and #2 on page 4).

As appraised under both scenarios, the 134.1 acre property has been subdivided to remove 2.86 acres surrounding the current dwelling. This is noted in the hypothetical conditions on Page 4 of this appraisal.

In order to develop a credible valuation under Scenario #2, the appraisal assignment requires the appraiser to employ a hypothetical condition which supports the highest and best use analysis conclusion that further subdivision of the property into a large residential lot and an agricultural expansion lot is the highest and best use of the property. Thus, a hypothetical condition that the subject property is further subdivided (beyond hypothetical condition #1) into a large residential lot (+/- 45 acres) and a remainder lot (+/- 86 acres) has been employed. A graphic description of the suggested configuration of the subdivision of the subject is provided below:

Hypothetical Subdivision Configuration



Valuation Section

An appraisal is an opinion of value based on factual data. It is the appraisers' responsibility to gather all pertinent data regarding the property being appraised as well as that data relating to the sales selected for comparison. The opinion of value is typically reported in a written appraisal report which provides the client with the appropriate amount of support and reasoning for the valuation. An appraisal file is kept by the appraiser with any additional information necessary.

Professional rural appraisal requires consideration and application of three approaches to value: (1) cost approach; (2) income approach; and (3) sales comparison approach. All three approaches rely on information derived from the marketplace.

The cost approach involves an analysis of the component parts of the property being appraised and an estimation of what it would cost to replace them with components of like-utility in current markets. Improvements are valued based on replacement cost new, less depreciation. Depreciation is the loss in value caused by physical wear, functional obsolescence and/or economic obsolescence. The land resource is subrogated into its market classes with each class valued, based on costs found in the market.

The income approach is based on the capitalization of rent or net earnings when rental information is not available. The appraiser estimates annual net income based on typical use and management. Typical prices and expenses are used in the process. A capitalization rate is developed in the market by using typical net returns from similar recently sold properties or by using an investment approach when market data is insufficient. The capitalization rate is derived by dividing the net income by the sale price of the sale property. Because not all sales occur at the same point in time, adjustments must be made to ensure that meaningful and appropriate comparisons are made.

The sales comparison approach is developed through a direct comparison of recently sold properties to the subject property. Each sale is compared to the unit being appraised on a number of factors including: (1) time of sale; (2) location; (3) size; (4) land productivity; and (5) improvements. Since no two properties are exactly alike, the comparison is made by applying a plus or minus dollar value to each factor. (If the subject is better, a plus is used; if the sale is better a minus is used). This approach to value is based on the principle of substitution which is: "a prudent buyer will not pay more for an item than he would pay for a comparable item of equal utility." In this approach it is standard to identify comparable sales by the names of the grantor and grantee, and the date of sale.

The final step in the appraisal process is the correlation of values derived from the three approaches and selection of the approach or approaches that, in the appraiser's opinion, most accurately reflects market value.

Analyses Applied

A **sales comparison analysis** was developed. There was sufficient data available that a value opinion could be developed with a reasonable degree of confidence in the results. The analysis performed relies upon data gathered and verified by the appraiser or colleagues. The sales comparison approach provides a reliable indication of value for the subject and is relied upon solely to develop the value opinion.

A **cost analysis** was not developed because the property's only improvement is a small sugarhouse, which exhibits significant depreciation and there is limited data to develop reliable amounts of depreciation for this type of property. When buildings are older and suffer from significant depreciation, it is difficult to accurately quantify depreciation, thereby weakening a cost approach value indication. The subject's sugarhouse contributes minimal value to the property and thus is not worthy of analyzing within the cost approach. Overall, the cost approach would not provide a reliable indication of value for the subject properties and therefore was considered but was not developed.

An **income analysis** was considered but was not developed. Properties similar to the subject are typically purchased for owner-occupancy, not the generation of rental income. There is therefore insufficient rental data for this property type in the marketplace to develop a credible rental based income approach to value. The income approach was therefore considered but was not developed.

Sales Comparison Approach Process

Scenario #1 - Subject 'as-if' 2.86 acres and dwelling have been subdivided and removed (under hypothetical condition #1):

For the purposes of this analysis, the configuration of the subject property as appraised contains 131.4 acres according to the deed and Grand List data.

Sales of agricultural properties show evidence of market participants allocating value to various portions of the sale properties based on their utility for their purposes. Typically the Cropland portion of vacant parcels is considered first, as it has the most productive value and thus is the most desirable portion to the purchaser. Other land types are then allocated value based on their perceived utility or potential future use and essentially make up the difference between the Cropland and the agreed-upon sale price. The appraiser's sale verification process strives to allocate the various land types in the same way that the market participants allocate, however this is an imperfect process as there is a wide variety of participant sophistication when potential purchases are considered. The Yankee Farm Credit database contains a robust analysis of all sales, including specific allocation of value to the various land types included in the sale.

The subject has 44 acres of active cropland which, based on features such as soil type, drainage, access and topography has been considered to be Cropland B.

As appraised, the subject has an additional 87.4 acres of Woodland/Other land comprised of open, fallow cropland/pasture, pine woodland, hardwood sugarbush, and wetland/low utility ditches, hedgerows and utility corridors.

A search of Addison County agricultural sales from 2015 to present shows the following ranges for these two components:

Cropland B: \$2,025/acre to \$5,500/acre

Other (including Pasture, Woodland and Woods/Other): \$75/acre to \$1,500 per acre

Based on the features of the subject's Cropland B, and in consideration of its location within a strong market for agricultural expansion properties, we have reconciled slightly above the middle of the range at \$4,000/acre.

Based on the potential of the subject's "Other" land, which is relatively diverse, has residential development potential, potential for conversion to Cropland, and an existing hobby-sized sugarbush, we have reconciled near the upper end of the indicated range at \$1,000/acre.

Scenario #1 reconciliation:

Cropland B: 44 acres @ \$4,000 per acre -	\$176,000
Other: 87.4 acres @ \$1,000 per acre -	\$ 87,400
Total:	\$263,400
Rounded to:	\$265,000

Our reconciliation is further supported by two recent sales of agricultural / mixed use properties in Middlebury which bracket the subject's value as-is.

Sale #1 – Bushey to Parker. This property is directly adjacent to the subject's northern border, in the Town of Middlebury. It is a 106 acre mixed land type property with a 23 acre meadow and surrounding woodland. Overall this sale is superior to the subject in that it has more residential capacity owing to its long frontage and ability to utilize municipal wastewater system at its two frontage locations. This sale was purchased specifically for residential use for \$375,000 on 12/11/2019.

Sale #2 – Bascom to WAT. This property is on the south end of Middlebury in an area of active farm expansion. There is a mix of cropland and low utility woodland/wetland. The cropland had been rented for many years by a local farmer and when the property came on the market they were not willing to engage at a value near the asking price. The property was purchased by an organization which strives to protect land within waterfowl flyways and found this to be a very desirable property based on that criteria. The selling agent commented that the property would have eventually sold at a value of around \$1,500 per acre (\$204,000) for farm expansion had the specialized buyer not come forward. The property sold for \$260,000 on 9/28/2016.

These two sales serve to bracket the subject's value based on their position in the subject's market area and lend insight into the final valuation opinion under Scenario #1 of this Valuation Section.

Sales Comparison Approach Process

Scenario #2- Subdivision into two additional lots (under hypothetical conditions #1 and #2):

As described in the highest and best use analysis, and as analyzed under the hypothetical condition that the property has been subdivided further into two units. The configuration of the subject property as appraised is depicted below:



As shown in the graphic above, the appraisal considers two units:

Lot #1: A residential lot, containing +/- 45 acres (shown in green above), comprised of woodland/sugarbush and open land. This lot has 215' of frontage that exists in the FOR district and 317' of frontage that exists in the AR district, providing adequate frontage per the zoning regulations and;

Lot #2: An agricultural lot, containing +/- 86 acres, comprised of 44 acres of Cropland B, 28 acres of Woodland and approximately 14 acres of low utility land analyzed as "Other". This lot has 100' of frontage at the intersection of Quarry Road, Foote Street and Seminary Street Ext., as well as

370' of frontage on Quarry road. The 100' of frontage has a developed farm road that provides convenient access to the entire lot.

Lot #1- Valuation of the +/- 45 acre residential lot in the western portion of the property:

This potential residential lot has many attractive attributes for residential use, including: wide ranging mountain views to the west and locally pastoral views; undulating terrain allowing for private setting and which is conducive to reasonable driveway construction costs; a mix of open land and woodland, including a hobby-sized sugarbush; adjacency to public land (Means Woods), with additional access for management and recreation via the gated Means Woods access road (Town Trail); convenient access to downtown Middlebury; municipal water service at the road and; soils with likely suitability for an engineered on-site wastewater disposal system based on information gathered from online mapping software.

Residential lots that have more than 27 acres are typically eligible for enrollment in the Use Value Appraisal (UVA) Program, which provides tax benefits in exchange for a commitment to manage the land under approved guidelines. The reduction in taxes as compared to the full Grand List assessment makes these properties more affordable when carrying costs are considered. Typically a 2 acre homestead area (the minimum required exclusion) is excluded from the program and the remainder is enrolled. Other required exclusions include utility ROW's, since they cannot be managed for forest products (excluded from the UVA Forestry program but not from UVA Agricultural program). The hypothetical configuration of the subject's 45 acre residential lot considers this factor, as well as other aesthetic and functional aspects in order to arrive at a reasonably shaped and located parcel which conforms to applicable regulations and would be eligible for continued enrollment in the program (the land is currently enrolled as previously noted).

Market research indicates demand for this type of parcel in the subject's market area, which is determined to be Middlebury and Addison County towns with similar appeal. Realtor interviews indicate a desire by market participants to be in the Middlebury School District vs. surrounding districts, providing a slight premium to district towns.

A search of MLS listings that have the most similar features to the subject, 27-50 acres in size shows the following sales that have closed since January 2015:

MLS #	Type	Address	City	State	County	List Price	MLSListDt	Acres	Zoning	DOM	DtClosed	\$perAcre	PriceClsd
4647363	LAND	2443 US Route 7 Highway	Ferrisburg	VT	Addison	\$85,000	7/13/2017	36.8	Industrial,	316	6/12/2018	\$2,309.78	\$85,000
4229063	LAND	00 Monkton Road	Ferrisburg	VT	Addison	\$92,000	4/11/2013	30	RA-5	817	7/21/2015	\$3,266	\$92,000
4611964	LAND	1908 Route 7	Ferrisburg	VT	Addison	\$230,000	12/15/2016	32	RA-5	378	3/15/2019	\$7,187.50	\$230,000
4450392	LAND	560 South Ridge Drive	Middlebury	VT	Addison	\$290,000	9/11/2015	31.26	MDR	497	2/9/2017	\$9,133	\$290,000
4499733	LAND	TBD Upper Plains Road	Salisbury	VT	Addison	\$145,500	6/23/2016	43	Residenti	158	12/23/2016	\$3,837	\$145,500
4424378	LAND	3 Snake Mountain Road	Weybridge	VT	Addison	\$90,000	5/22/2015	34.92	PAR	557	4/3/2017	\$3,436	\$90,000
4466472	LAND	ID 2-19 Snake Mountain Road	Weybridge	VT	Addison	\$109,000	1/12/2016	27.7	MDR	58	4/12/2016	\$5,054	\$109,000

In this market segment, the average time to bring a sale to closure is 13 months. There are currently 5 active listings, indicating 66 month's supply. Properties on the higher end of the range have specific amenities that drive value, such as further subdivision potential, retail exposure, developed

municipal utilities, etc. Properties on the lower end of the range lack privacy but are similar to the subject other than distance to Town Center.

A search of the same towns, examining similar properties with smaller acreage (11-26 acres) in the same time frame shows the following sales:

MLS #	Type	Address	City	State	County	List Price	MLSListDt	Acres	Zoning	DOM	DtClosed	\$perAcre	PriceClsd
4746448	LAND	Rt 30 At Parkhill	Cornwall	VT	Addison	\$94,000	4/17/2019	26	LDR	21	8/2/2019	\$3,615.38	\$94,000
4488084	LAND	0 DeLong Road	Cornwall	VT	Addison	\$250,000	5/5/2016	21.93	LDR	494	10/20/2017	\$11,760	\$250,000
4624108	LAND	Westin Road	Ferrisburg	VT	Addison	\$67,500	3/28/2017	12.18	Residential	732	5/6/2019	\$5,541.87	\$67,500
4432496	LAND	2A Jockey Lane	Ferrisburg	VT	Addison	\$77,500	6/19/2015	13.64	Res	81	10/27/2015	\$6,231	\$77,500
4499730	LAND	000 Burnham Drive	Middlebury	VT	Addison	\$83,000	6/23/2016	18.75	Forest Dist.	92	10/13/2016	\$6,346	\$83,000
4509577	LAND	3005 Quarry Road	Middlebury	VT	Addison	\$130,000	8/10/2016	19.51	ARR	111	1/20/2017	\$7,124	\$130,000
4399861	LAND	Lot 1 Main Street	NewHaven	VT	Addison	\$94,500	1/16/2015	14.5	Res-Agr	168	11/9/2016	\$6,517	\$94,500
4623482	LAND	1 North Street	NewHaven	VT	Addison	\$110,000	3/23/2017	16	res	573	11/9/2018	\$6,875.00	\$110,000
4399866	LAND	Lot 2 Main Street	NewHaven	VT	Addison	\$68,500	1/16/2015	12.2	Miscellaneous	1495	7/29/2019	\$6,549	\$68,500
4742067	LAND	4284 Ethan Allen Highway	NewHaven	VT	Addison	\$90,000	3/22/2019	20.2	RES	286	1/31/2020	\$4,455.45	\$90,000
4509236	LAND	000 Columbus Smith Road	Salisbury	VT	Addison	\$100,000	8/8/2016	12	residential	69	11/18/2016	\$9,916	\$100,000
4689976	LAND	0 Sheep Farm Road	Weybridge	VT	Addison	\$300,000	5/3/2018	17.89	PAR 5 acre	6	5/25/2018	\$16,769.14	\$300,000

In this category, the average time to bring a sale to closure is 11 months. There are currently 6 active listings, indicating 69 month's supply. Properties on the higher end of the range have specific amenities that drive value, such as further subdivision potential, known desirable neighborhoods, privacy, wastewater permitting or developed municipal utilities, etc. Properties on the lower end of the range lack privacy but are similar to the subject other than distance to Town Center.

Analysis of these two segments of the subject's market area generates a similar range of value, suggesting that both segments provide good support for the subject's value as appraised. We estimate the marketing time for such a sale to be 6-18 months. The value opinion does not include estimates for the cost of survey, subdivision permitting, time to bring the property to market or realtor commission. Sales that were considered most similar and therefore given the most weight in the value conclusion were: 1) 19.51 acres on Quarry Road in Middlebury, sold for \$130,000 in 2017; 2) 27.7 acres on Snake Mountain Road in Weybridge, sold for \$109,000 in 2016 and; 3) 43 acres on Upper Plains Road in Salisbury, sold for \$145,500 in 2016. **Based on comparison of the most similar sales within these two datasets, we have reconciled at a value of \$125,000 for the 45 acre hypothetical residential lot.**

It should be noted that additional research into the segment of the market that includes parcels of 51 acres and larger revealed two (2) sales in the town of Middlebury which are relevant to this analysis but provide little support for the subject's value as appraised. These sales were included in Scenario #1 of this Valuation Section above.

Lot #2- Valuation of the +/- 86 acre agricultural lot in the eastern portion of the property:

The highest and best use analysis above includes three distinct components within the hypothetical agricultural lot which can be analyzed for their contribution to the overall value. In agricultural transfers, market participants typically assign values to these distinct components as they determine the fair price for the overall property. The Yankee Farm Credit sales database has been designed to assist with the analysis of these specific components and their impact on overall value of agricultural property types, as well as other rural property types. For the analysis of the subject's hypothetical Lot #2, we have relied on agricultural sales data for Addison County, as market participants for this property type are regional buyers and there is ample sales data to support the use of county-wide data for component valuation of agricultural properties.

Vacant Land Analysis

The following sales contained in the YFC database were considered in the valuation analysis:

Index	Grantor	Grantee	Address	City	State	County	Date	Price	Acres	\$/Acre	Property Type	Improved
15VT001.001	Marshall	WOME Properties, LLC	VT RT 125	Bridport	VT	Addison	2/11/2015	\$205,000	121	\$1,700.66	Agriculture	<input type="checkbox"/>
15VT001.011	Conway, et al	Elysian Fields Ag Land, LLC	Tottingham RD	Shoreham	VT	Addison	7/1/2015	\$120,000	50	\$2,414.49	Agriculture	<input type="checkbox"/>
15VT001.003	Reynolds	Elysian Fields Ag Land, LLC	North Cream Hill RD	Shoreham	VT	Addison	7/1/2015	\$130,000	130	\$1,029.23	Agriculture	<input type="checkbox"/>
15VT001.012	Abare	Treadway Dairy, LLC	Webster RD	Shoreham	VT	Addison	7/31/2015	\$60,000	24	\$2,500.00	Agriculture	<input type="checkbox"/>
15VT001.006	Devall Trust	Devall Farm (Livingston)	2165 Pearson	New Haven	VT	Addison	10/29/2015	\$1,100,000	362	\$3,042.29	Agriculture	<input checked="" type="checkbox"/>
16VT001.002	Long, et al	Nops Dairy, LLC	w/s Route 7	Middlebury	VT	Addison	2/22/2016	\$450,000	99	\$4,540.67	Agriculture	<input type="checkbox"/>
16VT001.003	Wagner	Madison	N. Cream Hill RD	Shoreham	VT	Addison	4/28/2016	\$251,800	96	\$2,622.92	Agriculture	<input type="checkbox"/>
17VT001.006	Foote	See Green Farm, LLC	West ST	Corneall	VT	Addison	7/26/2016	\$100,000	34	\$2,941.18	Agriculture	<input type="checkbox"/>
16VT001.017	Banni	Brown	519 Robbins Road	Corneall	VT	Addison	12/23/2016	\$1,045,000	231	\$4,523.61	Agriculture	<input checked="" type="checkbox"/>
17VT001.003	Choquette	Kayhart	Otter Creek Road	New Haven	VT	Addison	2/8/2017	\$195,000	61	\$3,223.14	Agriculture	<input type="checkbox"/>
17VT007.006	Stearns	Hol-Ket Farms LLC	293 Field Road	Ferrisburgh	VT	Addison	3/7/2017	\$400,000	125	\$2,962.96	Agriculture	<input checked="" type="checkbox"/>
17VT001.005	Denis Trust	Barnes Family Farms, LLP	Thompson Hill Road, VT RTE 23	Weybridge	VT	Addison	9/15/2017	\$930,000	371	\$2,237.20	Agriculture	<input type="checkbox"/>
18VT001.019	Benoit, Pete & Julia	Kansay, Michelle	677 Orchard Drive	Bridport	VT	Addison	2/16/2018	\$119,000	34	\$3,464.34	Agriculture	<input checked="" type="checkbox"/>
18VT001.004	Kelly, Mitchell	New Arnsden Farm, LLC	5459 VT Rte. 116	Starksboro	VT	Addison	4/23/2018	\$825,000	275	\$3,000.00	Agriculture	<input checked="" type="checkbox"/>
18VT001.011	Lemay	Troquois Acres NWA, LLC	481 Windy Valley Road	Bridport	VT	Addison	6/29/2018	\$860,000	345	\$2,464.16	Agriculture	<input checked="" type="checkbox"/>
18VT001.020	Harwood, Alden K	Dubois Farm Inc	VT Route 17 East	Addison	VT	Addison	9/4/2018	\$700,000	163	\$4,287.38	Agriculture	<input type="checkbox"/>
18VT001.023	Reed, Michael W.	Dubois Farm Inc.	4241 VT Route 17 W	Addison	VT	Addison	12/12/2018	\$1,100,000	347	\$3,174.60	Agriculture	<input type="checkbox"/>

A wider array of agricultural sales are available in the YFC database, however a number of them are encumbered to various degree by conservation easements or grants of development rights. The subject is not encumbered by any easements other than utility corridors, so while the full array of agricultural sales is informative in developing the value opinion, a more refined search is appropriate. The sales analyzed, with closing dates from January 2015 to present, are of agricultural properties which are not encumbered by conservation easements or other restrictions beyond state and local regulations.

The sales analyzed provide the following ranges of value for their land type components:

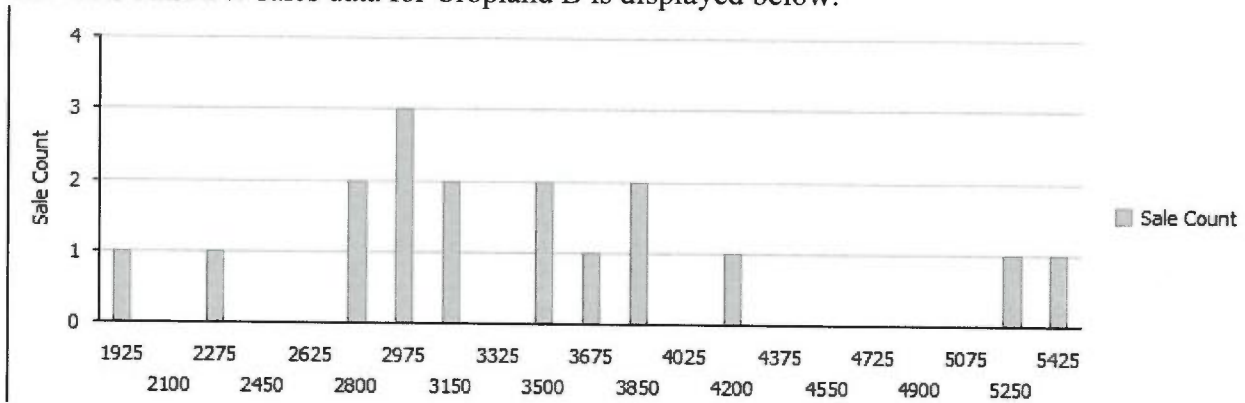
Land Use	Sale Count	Low	Average	Weighted Average	High	Total Acres
+ Cropland B Fee	17	2,025	3,509	3,645	5,500	1,800
+ Other	11	75	195	213	300	376
+ Woodland	7	400	617	692	850	362

The data analyzed provide the following range of values for the subject's land components:

- Cropland B Fee - \$2,025/acre to \$5,500/acre
- Other - \$75/acre to \$300/acre
- Woodland - \$400/acre to \$850/acre

Cropland B: The subject's cropland is currently rented by a nearby dairy farm. Field size and shape is considered average and the topography is slightly undulating. Soils shown in the agricultural soils map earlier in the report are typical for the area and provide adequate capacity to be desirable for forage crops. Access to the cropland is average to good, as there is a developed farm road leading in from paved town maintained road. Agricultural enterprises in the subject's neighborhood would find the cropland desirable, as evidenced by the current rental and similar rental and utilization of adjacent and nearby fields with similar characteristics.

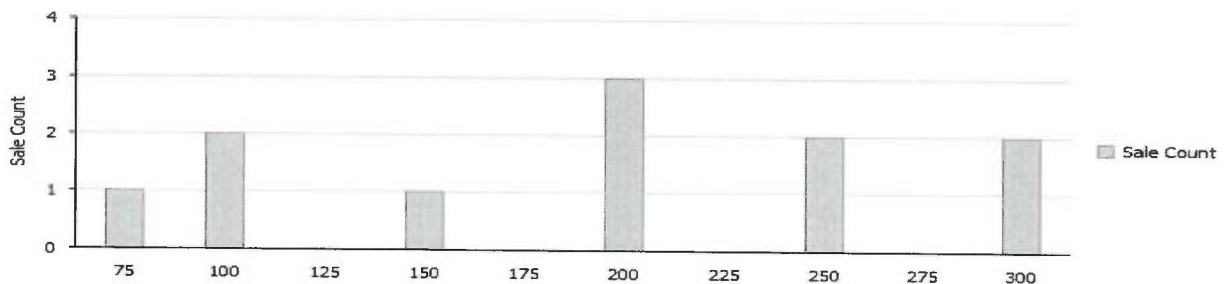
The distribution of sales data for Cropland B is displayed below:



Verification of these sales lends insight into the data on the lower and upper ends of the range: Small field size and marginal operability were key to the values on the lower end of the range. Proximity to the buyer's operation and history of rental were key to the values on the upper end of the range. The subject is well positioned for competition among nearby farms, but does suffer slightly from irregular and relatively small field sizes, therefore we have reconciled slightly above the middle of the range for this land type. Indicated value of Cropland B - \$4,000/acre.

Other: The subject's land considered "Other" for the purposes of this analysis is typical ditch, swale, wetland and low utility wooded or open land. Market participants typically allocate low value or little value to these acres, as they are essentially non-productive.

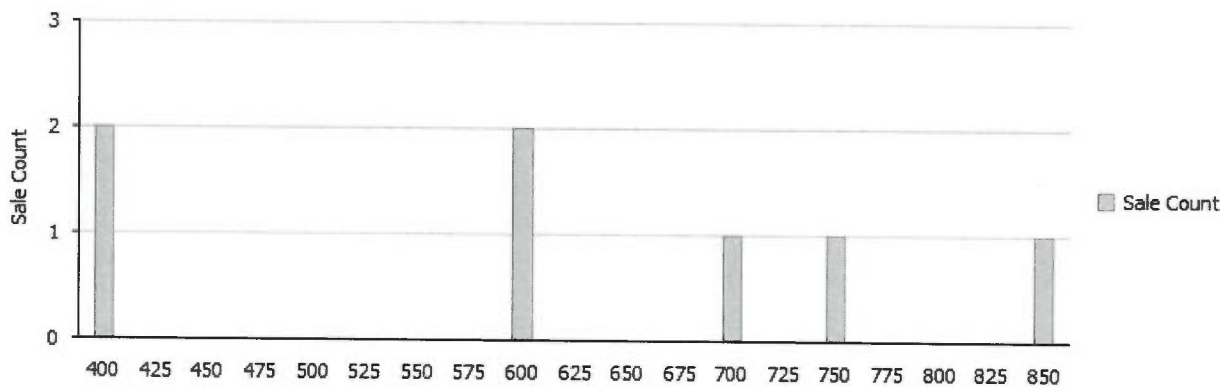
The distribution of sales data for Other land is displayed below:



While the percentage of "Other" land is notable (16%) this is a typical ratio in agricultural purchases. There are no other extraordinary factors associated with this land type and therefore we have reconciled near the middle of the range. Indicated value of Other land - \$200/acre.

Woodland: The subject's Woodland can be characterized as a young White Pine stand which was regenerated either from natural seeding or plantation some 50 years ago. The stand has been managed to some extent, but the quality is poor and the trees are generally small, crowded and have small live crowns with many dead branches running down the stems. There is very little marketable timber, though there is some potential for improvement of crop trees under intensive pre-commercial thinning and crop tree release. The Woodland is situated on soils that represent the highest quality soils on the subject property and thus, would logically be considered for conversion to cropland. Access is adequate via the existing farm roads and topography is similar to the adjacent fields.

The distribution of sales data for Woodland is displayed below:



Participants in the marketplace for agricultural land would consider conversion to cropland as a viable option for the subject's Woodland. While there are substantial costs associated with such conversion, once the work is completed it provides for productive and marketable land that provides a clear revenue stream. Based on the sales data presented above and the potential for conversion, we have reconciled at the top of the range. Indicated value for Woodland - \$850/acre.

Summary of Contributory Values for Lot #2:

Cropland B -	44 acres @ \$4,000/acre =	\$176,000
Other -	14 acres @ \$ 200/acre =	\$ 2,800
Woodland -	28 acres @ \$ 850/acre =	\$ 23,800
<hr/>		
Total land value:		\$202,600

Rounded to: \$200,000

Appraisal Analysis

Summary of Appraisal Results:

Scenario #1 of the Valuation Analysis, applies only hypothetical condition #1 and analyzes the property in its “as-is” configuration.

Indicated value of the subject “as-is” (Scenario #1): \$265,000.

Scenario #2 of the Valuation Analysis relies on the application of both hypothetical conditions #1 and #2. The value conclusion derived from this analysis supports the highest and best use determination that subdivision of the property would provide the maximally productive value of the subject. It must be understood that this is the summation of values after the subdivision and not the present value of the property as it exists today.

Summary of Scenario #2 Results:

The final step in the process is to summarize the values of the individual components which comprise the subject and take into consideration any discounting which might be required to account for the components’ contribution to the whole.

Lot #1 – Residential	\$125,000
Lot #2 – Agricultural	\$200,000

Indicated value of the subject under Scenario #2, after fully subdivided: \$325,000

This summary value is subject to the two hypothetical conditions noted on page #4 of the report, and applied to the subject as noted in the Valuation Analysis portion of the report. The reader is encouraged to determine estimates of the costs to legally subdivide the subject in the hypothetical configuration, and the time to prepare the property for marketing.

The delta between the two indicated values (\$265,000 for Scenario #1 and \$325,000 for Scenario #2) is \$60,000, which provides enough extra value to justify survey and subdivision permitting costs, realtor fees and time to bring the property to market and ultimately to sale.

Additionally, it should be noted that hypothetical condition #1 relies on a survey of a proposed subdivision which has 60’ of frontage in a zoning district that requires 200’ minimum frontage for new lots. While there is the possibility that this subdivision could be granted in this configuration, there is the potential that the division lines may need to be adjusted, which would affect the frontage on the remainder. Hypothetical condition #2 relies on the frontage provided on the western portion of the property in order to legally conform to minimum standards. If this frontage is negatively affected by adjustment to accommodate hypothetical condition #1, then the value opinion developed as appraised under both hypothetical conditions would be subject to revision.

Final Reconciliation

The process of reconciliation involves the analysis of each approach to value. The quality of data applied, the significance of each approach as it relates to market behavior and defensibility of each approach are considered and weighed. Finally, each is considered separately and comparatively with each other.

Value Indications

Income Approach:	Not Developed
Cost Approach:	Not Developed
Sales Comparison Approach:	\$265,000 'as-if' 2.86 acres and dwelling have been subdivided from the subject. <u>After proposed additional subdivision:</u> Residential 45 acre lot \$125,000 Agricultural 84 acre lot \$200,000

Cost Approach

As previously discussed in the appraisal, the cost approach was deemed not applicable and was not developed as a result.

Sales Comparison Approach

The sales comparison approach represents a probable estimate of market value given current market factors and conditions. The strength of this approach is that it recognizes current market conditions and best reflects the behavior of market participants. Overall, the sales comparison approach is considered a good indication of value for the subject, results in a reliable value indication for the subject and has been relied upon solely.

Income Approach

As previously discussed in the appraisal, the income approach was deemed not applicable and was not developed as a result.

Value Conclusion

Based on the data and analyses developed in this appraisal, we have reconciled to the following value conclusion, as of January 27, 2020, subject to the Limiting Conditions and Assumptions of this appraisal.

Reconciled Value(s):

Premise: Market Value, Subject to Two (2) Hypothetical Conditions

Interest: Fee Simple

Value Conclusion: \$265,000 'as-if' 2.86 acres and dwelling have been subdivided from the subject. (Hypothetical Condition #1)

After proposed additional subdivision (Hypothetical Conditions #1 and #2):

Residential 45 acre lot: \$125,000

Agricultural 84 acre lot: \$200,000

Certification Statement

I certify that, to the best of my knowledge and belief:

1. The statements of fact contained in this report are true and correct.
2. The reported analyses, opinions, and conclusions are limited only by the reported assumptions and limiting conditions and are my personal, impartial, and unbiased professional analyses, opinions, and conclusions.
3. I have no present or prospective interest in the property that is the subject of this report and no personal interest with respect to the parties involved.
4. I have performed no services, as an appraiser or in any other capacity, regarding the property that is the subject of this report within the three-year period immediately preceding acceptance of this assignment.
5. I have no bias with respect to the subject property that is the subject of this report or to the parties involved in this assignment.
6. My engagement in this assignment was not contingent upon developing or reporting predetermined results.
7. My compensation for completing this assignment is not contingent upon the development or reporting of a predetermined value or direction in value that favors the cause of the client, the amount of the value opinion, the attainment of a stipulated result, or the occurrence of a subsequent event directly related to the intended use of this appraisal.
8. My analyses, opinions, and conclusions were developed, and this report has been prepared, in conformity with the Uniform Standards of Professional Appraisal Practice.
9. I have made a personal inspection of the property that is the subject of this report.
10. No one provided significant appraisal assistance to the person signing this certification.
11. Appraisal fee: \$2,500



Robert J. Hostetter
Certified General Real Estate Appraiser
VT Certification #080.0130265; Expires 05/31/20



Christopher J. Loomis
Certified General Real Estate Appraiser – Trainee
VT Certification #080.0134191-TRNE; Expires 10/31/2020

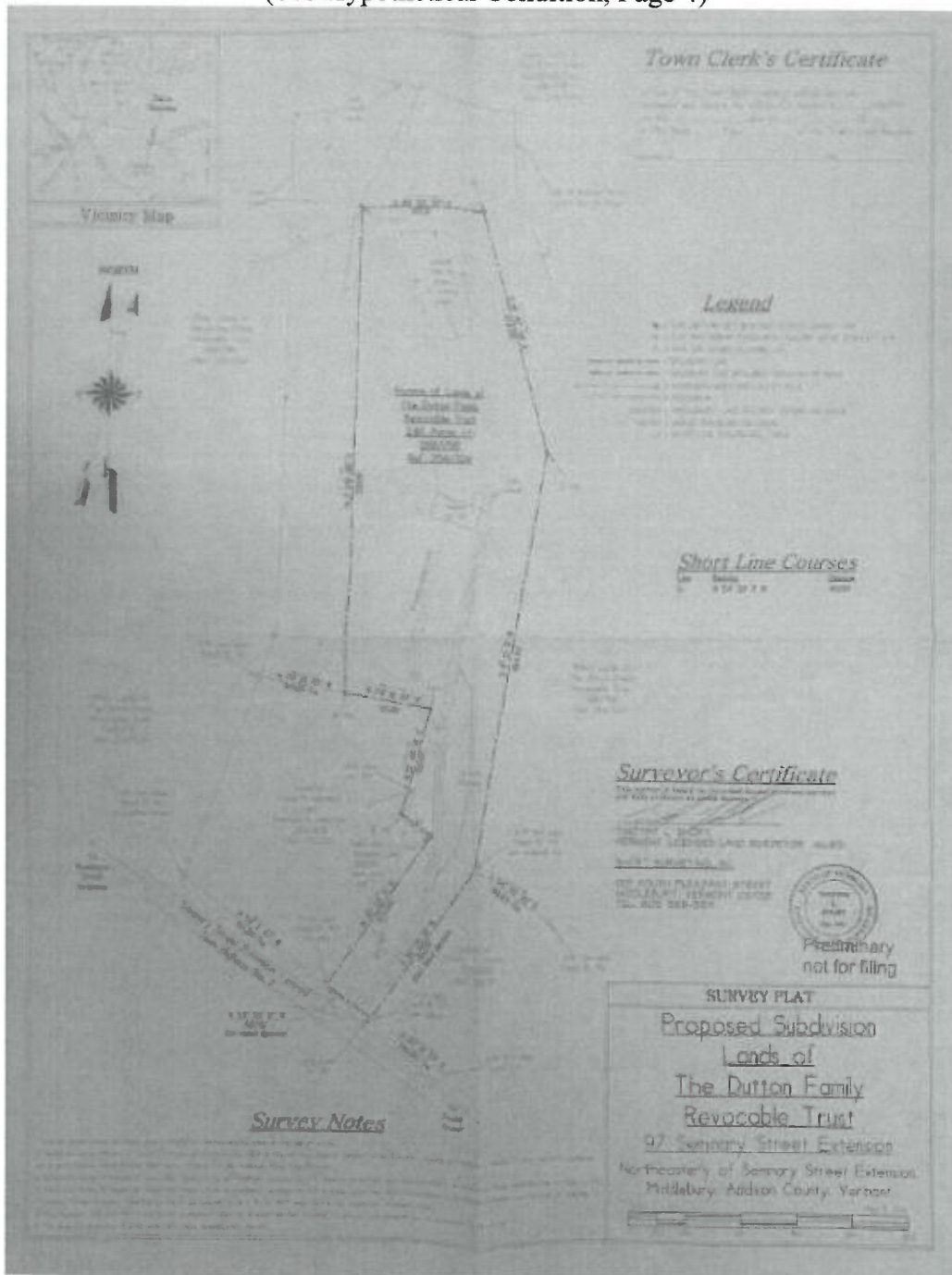
Limiting Conditions and Assumptions

The certification of the appraiser appearing in the appraisal report is subject to the following conditions and to such other specific limiting conditions as are set forth in the report. The client's acceptance of this report constitutes acceptance of all assumptions and limiting conditions contained in the report.

1. The appraiser assumes no responsibility of matters of a legal nature affecting the property appraised or the title thereto, nor does the appraiser render any opinion as to title, which is assumed to be good and marketable. The property is appraised as though under responsible ownership.
2. Sketches in the report may show approximate dimensions are included only to assist the reader in visualizing the property. The appraiser has made no survey of the property. Drawings and/or plats are not represented as an engineer's work product, nor are they provided for legal reference.
3. The appraiser is not required to give testimony in Court in connection with this appraisal. If the appraisers are subpoenaed pursuant to a court order, the client agrees to pay the appraisers their regular per diem rate plus expenses.
4. Any distribution of the valuation in the report applies only under the existing program of utilization. The separate valuations of components must not be used outside of this appraisal and are invalid if so used.
5. The appraiser has, in the process of exercising due diligence, requested, reviewed, and considered information provided by the ownership of the property and client, and the appraiser has relied on such information and assumes there are no hidden or unapparent conditions of the property, subsoil, or structures, which would render it more or less valuable. The appraiser assumes no responsibility for such conditions, for engineering which might be required to discover such factors, or the cost of discovery or correction.
6. Interior portions of the improvements were viewed and photographed, however, only the visible portions of the improvements were inspected, mechanical systems were not tested and no structural engineering report was obtained in order to determine integrity of the subject improvements. Therefore, while every effort was made to determine the condition of the subject improvements, the appraisal necessarily assumes that there are no undisclosed/unapparent conditions present which would impact value.
7. While the appraiser has inspected and have considered the information developed in the course of such inspection, together with the information provided by the ownership and client, the appraiser is not qualified to verify or detect the presence of hazardous substances by visual inspection or otherwise, nor qualified to determine the effect, if any, of known or unknown substances present. Unless otherwise stated, the final value conclusion is based on the subject property being free of hazardous waste contaminations, and it is specifically assumed that present and subsequent ownerships will exercise due diligence to ensure that the property does not become otherwise contaminated.
8. Information, estimates and opinions furnished to the appraisers, and contained in the report, were obtained from sources considered reliable and believed to be correct. However, no responsibility for accuracy of such items furnished the appraiser can be assumed by the appraiser.
9. Unless specifically stated, no value has been allocated to mineral rights or deposits.

10. Disclosure of the contents of this report is governed by applicable law.
11. Neither all nor any part of the report, or copy thereof, shall be used for any purposes by anyone other than the client specified in the report without the written consent of the appraiser.
12. The appraiser's liability is limited to the fee charged for the report and professional services.
13. It is assumed that all necessary State, Federal and local permits are in place thereby permitting the legal use of the property as described in the highest and best use section of this report.
14. Neither all nor any part of the contents of this appraisal (especially any conclusion as to value or the identity of the appraisers) shall be disseminated to the public through advertising media, public relations media, sales media, or any other public means of communication.
15. No qualified test results were available to determine the presence of lead based paint hazards in or on the subject property. The indicated value of the subject property assumes no adverse influence on value due to the presence of lead based paint or lead based paint hazards. If subsequent results, performed by a qualified expert reveal the presence of lead based paint or lead based paint hazards the indicated value of the subject property would be subject to change.
16. This report is prepared according to the specific technical needs of the client and intended users listed in this report. The report does not contain all the information the appraiser has concerning the subject property and casual readers are cautioned against possible misinterpretation of the information contained in this report. Yankee Farm Credit, ACA therefore strictly prohibits the use or reliance upon any information in this report by any other person, and all liability for such use or reliance is expressly disclaimed.
17. Persons possessing of a copy of this report as a result of disclosure requirements do not become party to any appraiser/client relationship nor do they become intended users unless they are specifically identified as such in this report.
18. The estimate of marketing time in this report is based on the assumption that marketing conditions will remain static during the marketing period.

**Survey of Property to be Subdivided and Transferred From Subject
Not Included in Value Estimate
(See Hypothetical Condition, Page 4)**



Planning/Zoning Map: Town of Middlebury, Vermont



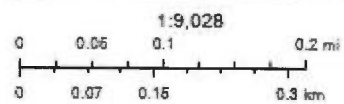
January 30, 2020

▭ Parcels

Zoning Districts

▭ (AR) Agricultural/Rural District

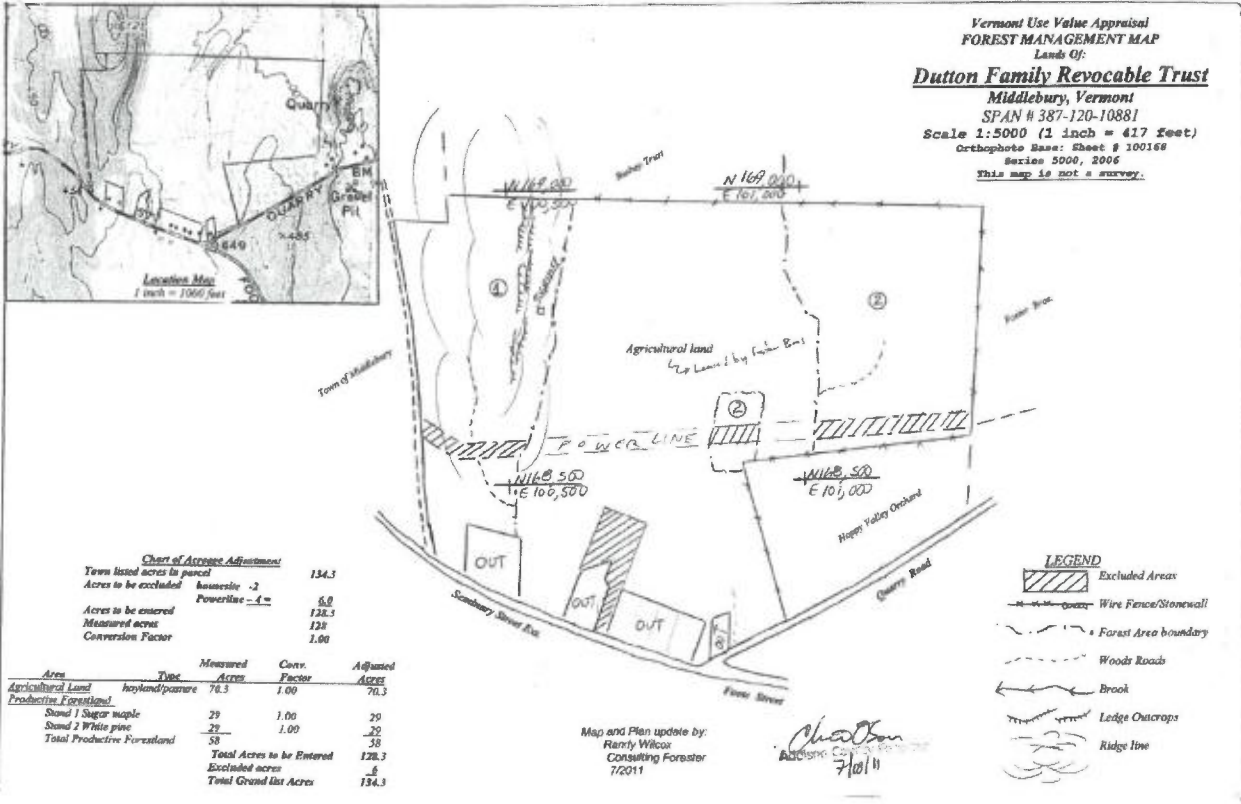
▭ (FOR) Forest District



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For planning purposes only. There is no guarantee to the accuracy of data.
© Mapbox, © OpenStreetMap |

Subject Use Value Appraisal Forest Management Map



Subject Deed

324
Page 1 of 4

TRUST DEED

KNOW ALL PERSONS BY THESE PRESENTS that DORIS MAY DUTTON of Middlebury, County of Addison and State of Vermont (the "Grantor"), for Ten and More Dollars (\$10.00+) and other valuable consideration received, receipt of which is hereby acknowledged, hereby GIVE, GRANT, SELL, CONVEY and CONFIRM an undivided one-half interest unto ROGER D. DUTTON, TRUSTEE w/va dated June 8, 2011, and an undivided one-half interest unto DORIS MAY DUTTON, TRUSTEE w/va dated June 8, 2011 each undivided one-half interest to be held as a tenancy in common with respect to the other one-half interest, their successors and assigns forever, certain lands, with any improvements thereon and appurtenances thereto, in the Town of Middlebury, County of Addison and State of Vermont (hereinafter called the "Premises") and described as follows:

Being all and the same lands and premises described in the Quit Claim Deed of Ada R. Clark to Ada R. Clark (now deceased) and Doris May Dutton dated August 8, 1988 and recorded in Book 126 at Page 63 of the Middlebury Land Records, and being thereon described as follows:

"PARCEL 1: Being all and the same lands and premises conveyed to Cecil R. Clark, now deceased, and Ada R. Clark by Warranty Deed of Oliver J. Menard and Mary P. Menard, dated April 26, 1945, recorded in Book 48 at Page 402 of the Middlebury Land Records.

EXCEPTING THEREFROM the lands and premises conveyed in the following deeds:

1. Warranty Deed from Cecil R. Clark and Ada Clark to Mitchell T. LaFayette and Isabell LaFayette, dated December 28, 1948, recorded in Book 50 at Page 583 of the Middlebury Land Records.
2. Warranty Deed from Cecil R. Clark and Ada Clark to Fred A. Baldwin and Anna M. Baldwin, dated September 11, 1950, recorded in Book 51 at Page 413 of the Middlebury Land Records.
3. Warranty Deed from Cecil R. Clark and Ada Clark to William A. Cobleigh and Leatrice Marie Cobleigh, dated July 6, 1953, recorded in Book 53 at Page 170 of the Middlebury Land Records.
4. Warranty Deed from Cecil R. Clark and Ada Clark to Carl J. Angier and Ange-Ammie Angier, dated March 14, 1962, recorded in Book 58 at Page 195 of the Middlebury Land Records.
5. Warranty Deed from Cecil R. Clark and Ada Clark to Oliver and Janet Orvis, dated December 7, 1962, recorded in Book 58 at Page 495 of the Middlebury Land Records.
6. Warranty Deed from Cecil R. Clark and Ada Clark to Richard LaFayette and Beverly LaFayette, dated July 1, 1963, recorded in Book 59 at Page 512 of the Middlebury Land Records.

60911
NEUSEL, DUNFEE &
PUTNAM, P.C.
ATTORNEYS AT LAW
ONE CROSS STREET
MIDDLEBURY, VERMONT
05750-1400

Book: 254 Page: 324 File Number: 64811 Seq: 1

7 Warranty Deed from Ada R. Clark to Roger D. Dutton and Doris May Dutton, dated February 23, 1971, recorded in Book 68 at Page 169 of the Middlebury Land Records.

8. Warranty Deed from Ada R. Clark to Abby Zito, dated December 8, 1986, recorded in Book 117 at Page 406 of the Middlebury Land Records

Estimated to contain 132 acres, more or less

PARCEL 2: Being all and the same lands and premises conveyed to Ada R. Clark by Warranty Deed of Roger D. Dutton and Doris May Dutton, dated March 31, 1975, recorded in Book 76 at Page 229 of the Middlebury Land Records

Estimated to contain 2 acres, more or less.

Together with seasonal dwelling now constructed on Parcel 2."

The above described lands and premises are not homestead as to the Grantor herein.

SUBJECT TO a lien on the real estate by virtue of inclusion in the Agricultural and Forest Land Use Value Appraisal Program, as indicated by Application recorded in Book ____ at Page ____ of the Middlebury Land Records.

TO HAVE AND TO HOLD said granted Premises to the Trustees, in fee simple, with the appurtenances thereunto belonging upon the trusts and for the uses and purposes set forth herein and in said Trust Agreements.

Full power and authority is hereby granted to the Trustees and their successors and assigns to protect and conserve the Premises; to sell, contract to sell and grant options to purchase the Premises and any right, title or interest therein on any terms; to exchange the Premises or any part thereof for any other real or personal property upon any terms, to convey the Premises by deed or other conveyance to any grantee, with or without consideration, to mortgage, pledge, or otherwise encumber the Premises or any part thereof; to lease, contract to lease, grant options to lease and renew, extend, amend and otherwise modify leases on the Premises or any part thereof from time to time, for any period of time, for any rental and upon any other terms and conditions, and to release, convey or assign any other right, title or interest whatsoever in the Premises or any part thereof.

No party dealing with the Trustees in relation to the Premises in any manner whatsoever, and (without limiting the foregoing) no party to whom the Premises or any part thereof or any interest therein shall be conveyed, contracted to be sold, leased, or mortgaged by the Trustees, shall be obliged (s) to see to the application of any purchase

ARLENE CAMPBELL &
PUTNAM, P.C.
ATTORNEYS AT LAW
ONE CROSS STREET
MIDDLEBURY VERMONT
05753-1446

money, rent or money borrowed or otherwise advanced on the Premises, (b) to see that there is compliance with the terms of the Trust Agreements, (c) to inquire into the authority, necessity or expediency of any act of the Trustees, or (d) be privileged to inquire into any of the terms of said Trust Agreements. Every deed, mortgage, lease or other instrument executed by the Trustees in relation to the Premises shall be conclusive evidence in favor of every person claiming any right, title or interest thereunder. (a) that at the time of the delivery thereof the Trust Agreements were in full force and effect, (b) that such instrument was executed in accordance with the trusts, terms and conditions hereof and the Trust Agreements and is binding upon all beneficiaries thereunder, (c) that the Trustees were duly authorized and empowered to execute and deliver every such instrument, and (d) if a conveyance has been made to a successor or successors in trust, that such successor or successors have been properly appointed and are fully vested with all the title, estate rights, powers, duties and obligations of the predecessor in trust.

The Trustees shall have no individual liability or obligation whatsoever arising from ownership, as Trustees, of the legal title to the Premises or with respect to any act done or contract entered into or indebtedness incurred by the Trustees in dealing with the Premises, or in otherwise acting as such Trustees, except only so far as the Premises and any trust funds in the actual possession of the Trustees shall be applicable to the payment and discharge thereof.

The interest of every beneficiary hereunder and under the Trust Agreements and of all persons claiming under any of them shall be only in the earnings, avails and proceeds arising from the rental, sale or other disposition of the Premises. Such interest is hereby declared to be personal property, and no beneficiary hereunder shall have any right, title or interest, legal or equitable, in or to the Premises, as such, but only in the earnings, avails and proceeds thereof as provided in the Trust Agreements.

Except as hereinabove noted, the Grantor, DORIS MAY DUTTON for herself and her heirs, executors and administrators, do covenant with the said ROGER D. DUTTON, TRUSTEE w/v/a dated June 8, 2011, and DORIS MAY DUTTON, TRUSTEE w/v/a dated June 8, 2011, their successors and assigns, that until the encoding of these presents she is the sole owner of the premises and has good right and title to convey the same in

HELEN E. GIBNEY &
PUTNAM, P.C.
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ONE CROSS STREET
MIDDLEBURY, VERMONT
05752-1542

manner aforesaid, that they are FREE FROM EVERY ENCUMBRANCE; except as aforesaid

AND she hereby engages to WARRANT AND DEFEND the same against all lawful claims whatever.

IN WITNESS WHEREOF, Grantor has hereto caused this instrument to be signed this 8th day of June 2011.

Doris May Dutton
DORIS MAY DUTTON

STATE OF VERMONT
ADDISON COUNTY, SS

At Middlebury, in said County, this 8th day of June 2011 personally appeared DORIS MAY DUTTON and she acknowledged this instrument, by her sealed and subscribed, to be her free act and deed.

Before me, Benjamin W. Adams
Notary Public
My Commission Expires: 2/10/15

Town Clerk's Office Middlebury, Vermont

13th day of June 20 11

10 o'clock 00 Minutes A.M.

Filed and recorded in Vol 254 Page 324-327

Attest [Signature] Town Clerk

Vermont Property Transfer Tax
22 V.S.A. Chap 227
-ACKNOWLEDGMENT-
Return Form - 500 Form

Return No. 11-091
Signed [Signature] Clerk
Date 6/13/11

HELENE GURNEY is
PUTNAM, P.C.
ATTORNEYS AT LAW
400 CROSS STREET
MIDDLEBURY VERMONT
802-248-0440

March 23, 2021

Kathleen Ramsay, Town Manager
Town of Middlebury
77 Main Street
Middlebury, VT 05753

Re: 44.5-acre parcel of land on Seminary Street Extension owned by the Dutton Family Revocable Trust

Dear Kathleen:

I am writing on behalf of Robert Grant, Trustee of the Dutton Family Revocable Trust, to summarize the Trust's proposal for the sale of the above-referenced property. The property is depicted as "Lot 2" on the enclosed survey map and is located immediately to the east of the Town's Means Woods natural area.

Mr. Grant administers the Trust for the benefit of longtime Middlebury resident Doris Dutton. The property is a portion of Mrs. Dutton's former family farm, which was purchased by her parents, Cecil and Ada Clark, in 1945 and operated as a dairy farm for many decades. Under the ownership of Mrs. Dutton and the Dutton Family Trust, the property has continued to be managed as a sugarbush and working forest even as nearby properties have been developed over the years.

The majority of the property is wooded, with a smaller area of open land running along the easterly side of the parcel from Seminary Street Extension to the northerly boundary. A VAST snowmobile trail runs across the property. The Means Woods Trail, a public right-of-way, borders the westerly boundary of the property, and the Trail Around Middlebury and an extensive network of associated public trails runs nearby through Means and Battell Woods.

Since the passing of her husband Roger in 2016, Mrs. Dutton has resided at Helen Porter Nursing Home. Although the Duttons' wish was to keep their property in the family as long as possible, Mr. Grant has reluctantly concluded that the Trust has no other option but to pursue the sale of real estate to generate funds to cover the significant costs associated with Mrs. Dutton's care.

In light of the family's decades-long stewardship of the land, Mr. Grant believes that Doris and Roger Dutton would have preferred to see this property remain as an intact natural area, rather than be subdivided and developed into private house lots. He also feels that the property's location next to existing Town conservation land presents a compelling opportunity for this piece of land to be made available for public use.

Kathleen Ramsay, Town Manager
Town of Middlebury
March 23, 2021
Page 2

For these reasons, Mr. Grant has chosen to offer the property first for sale to the Town, rather than listing it on the open market. At the same time, because he has a fiduciary duty to the Trust and its beneficiary, Mrs. Dutton, he is obligated to ensure that the property is sold for its full value. Thus, if a sale to the Town does not work out, Mr. Grant will have no choice but to pursue other options, which will likely result in the development of the property and the loss of a potential public resource.

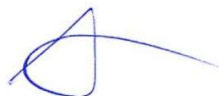
Mr. Grant's asking price for the property is \$250,000. He feels that this property holds particular value for the Town, since it is one of only a few sizable parcels of undeveloped woodland which are close to Middlebury Village and directly adjacent to existing Town-owned conservation lands. It offers the potential for expansion of the Town's trail network, as well as an established sugarbush and other natural areas which could serve as educational resources. The property has access from Seminary Street Extension, which may be further improved by Green Mountain Power in the near future and which could potentially serve as a parking and trailhead area. If the Town chooses not to acquire this property and it is sold and developed, this opportunity to expand the Battell Woods/Means Woods block of conserved land will be lost forever.

The most recent appraisal of the property was conducted by Yankee Farm Credit in January 2020. At the time, the appraiser concluded that the value of this property as a standalone parcel would be \$125,000. Since that time, the real estate market in our area has experienced an unprecedented increase in demand due to unanticipated ripple effects from COVID-19, among other factors. Mr. Grant believes that the value of this property has increased substantially since the date of the appraisal and will continue to rise as undeveloped land in proximity to downtown Middlebury becomes harder to find. In addition, the appraisal does not reflect the increased value that could be generated by the subdivision of the property into smaller lots, an outcome which Mr. Grant would prefer to avoid but which may become necessary if a sale to the Town does not come to fruition.

Based on the foregoing, Mr. Grant is hopeful that the Town will seriously consider his proposal and explore its options for funding a purchase. This would ensure that this special property will be preserved for the benefit of the public and serve as a lasting legacy of the Dutton and Clark families.

If the Town has any questions about the property or Mr. Grant's proposal, or if you would like to set up a site visit, please let me know, and I will arrange for Mr. Grant to respond at his earliest convenience.

Sincerely,



Benjamin W. Putnam
benj@pmlawvt.com

cc: Robert Grant, Trustee
Enclosure (survey map)

From: Jennifer Murray
Sent: Wednesday, October 06, 2021 2:26 PM
To: Kathleen Ramsay <KRamsay@TownOfMiddlebury.org>
Cc: David Wetmore <DWetmore@TownOfMiddlebury.org>
Subject: RE: Dutton Property

Adding to Dave's great analysis...

There is a total allocation of 6 home sites (5 remaining), usable across all lots created by this subdivision on a first-come first-served basis.

(Realistically Lot 1 is too small though).

Minimum lot size in the AR is 2 acres (private well and septic).

If you could get wells, septic and access, you could have five (5) 2-acre lots on the AR portion of Lot 2 without even using the FOR district lands.

Thanks,
Jen

From: David Wetmore
Sent: Wednesday, October 06, 2021 1:59 PM
To: Kathleen Ramsay <KRamsay@TownOfMiddlebury.org>
Cc: Jennifer Murray <JMurray@TownOfMiddlebury.org>
Subject: FW: Dutton Property

Hi Kathleen,

I have reviewed the Dutton subdivision and more specifically lot #2 that Justus is appraising. Lot #2 is a 44.5 acre parcel. Approx. 29 acres is located in the Forest District (FD) and the balance 14-15 acres is in the Agricultural Rural District (AR). The FD district is a 25 acre district where residential uses are conditional and require DRB approval. Based on the regulations it is my opinion that 1 home could be developed in the FD district.

Municipal water is located along Seymour St. Ext. and for that reason the AR district has a density requirement of 1 residential unit/1 acre. However, the AR district (Section 620A) limits the maximum number of home sites that can be permitted. The Dutton property as of 1987 was a 134+/- acre parcel. The Duttons have not subdivided the property since 1987. Based on Section 620 A the property has 6 home sites available. Currently only one has been used, leaving 5 remaining with either lot #2 or #3. It is my opinion that lot #2 and the acreage in the AR district would allow at least 1 additional home site and maybe more.

In summary, it is my opinion that lot #2 of the Dutton subdivision would likely be approved for at least 2 additional homes.

Hope this provides the information Justus needs.

Best regards,
Dave Wetmore, AZA

From: Jennifer Murray
Sent: Wednesday, October 06, 2021 12:16 PM
To: David Wetmore <DWetmore@TownOfMiddlebury.org>
Subject: FW: Dutton Property

Just checking to ask if you had looked at this already before I get into it...

Thanks!

Jen

From: Kathleen Ramsay
Sent: Wednesday, October 06, 2021 12:13 PM
To: Jennifer Murray <JMurray@TownOfMiddlebury.org>
Subject: Dutton Property

Hi Jen,

Just following-up on the following inquiry from Justus Devries, the appraiser we're working with, please:

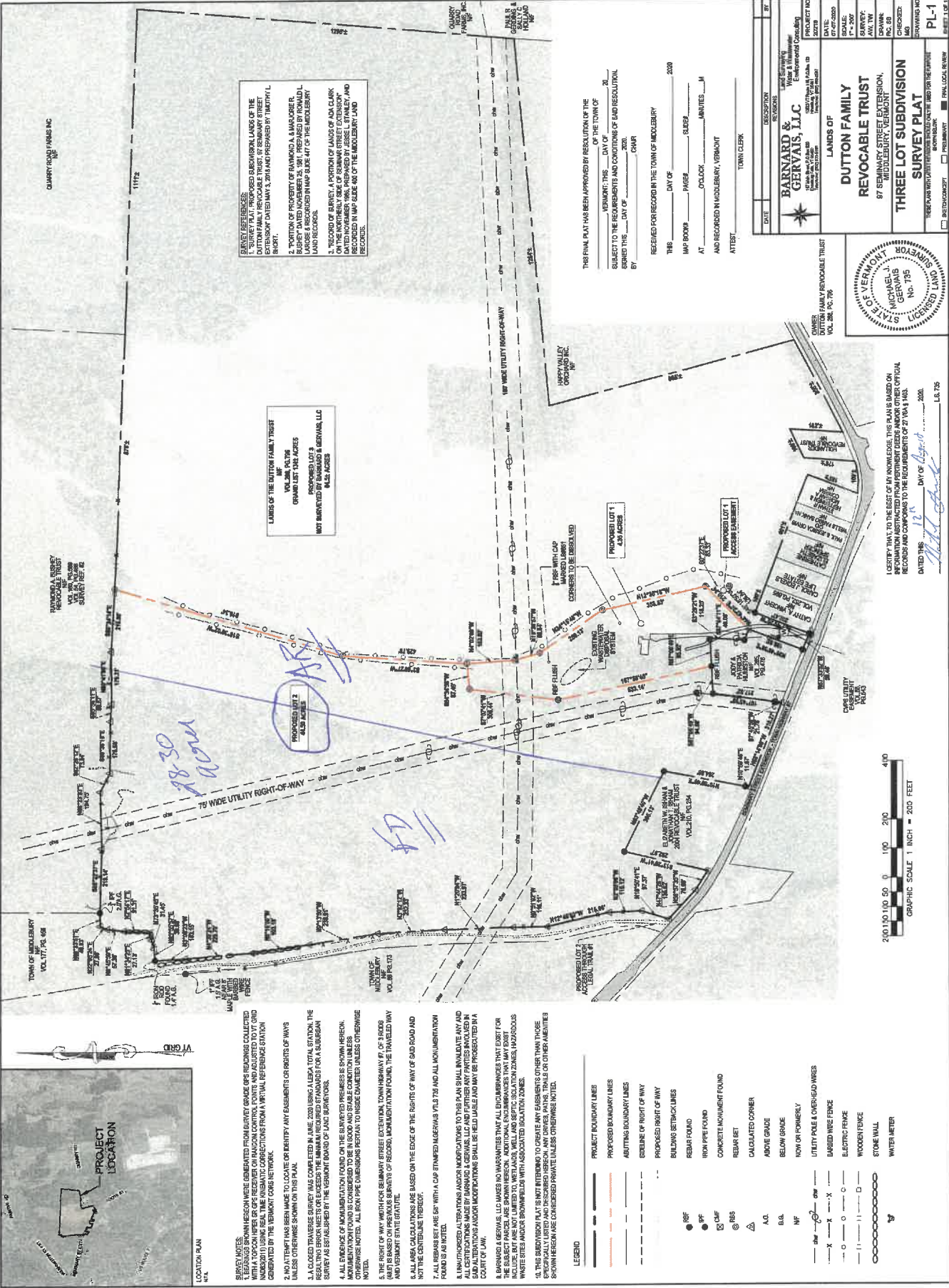
In order for us to use and analyze vacant residential sales, there would need to be a high likelihood you could obtain the DRB approval for the 2 houses OR if a Zoning change to a less restrictive zone (like houses) such as an ARR zoning change was pending or in the works.

If you are not able to comment on this, please let me know.

Would the DRB decision on this property be helpful in this regard?

Thanks,
Kathleen

15, 4.35 +



GENERAL NOTES:
 1. SURVEY PLAT, PROPOSED SUBDIVISION LANDS OF THE DUTTON FAMILY REVOCABLE TRUST, BY BARNARD & GERVAIS, LLC, DATED MARCH 3, 2020, AND PREPARED BY TOWN OF MIDDLEBURY, VERMONT.
 2. PORTION OF PROPERTY OF BARNARD & GERVAIS, LLC, 87 SEMINARY STREET, MIDDLEBURY, VERMONT, AS SHOWN ON MAP RECORDED IN MAP SIZE AND OF THE MIDDLEBURY LAND RECORDS.
 3. RECORD OF SURVEY, A PORTION OF LANDS OF ADA CLARK ON THE NORTHERN SIDE OF SEMINARY STREET EXTENSION, MIDDLEBURY, VERMONT, AS SHOWN ON MAP RECORDED IN MAP SIZE AND OF THE MIDDLEBURY LAND RECORDS.

LANDS OF THE DUTTON FAMILY TRUST
 VOLUME 2020
 GRANTOR LIST 134 ACRES
 PROPOSED LOT 3
 NOT IMPOSED BY BARNARD & GERVAIS, LLC
 2.5 ACRES

THIS FINAL PLAT HAS BEEN APPROVED BY RESOLUTION OF THE TOWN OF MIDDLEBURY, VERMONT, THIS DAY OF _____, 2020.
 SUBJECT TO THE REQUIREMENTS AND CONDITIONS OF SAID RESOLUTION.
 BY _____ CHAIR

RECEIVED FOR RECORD IN THE TOWN OF MIDDLEBURY
 THIS _____ DAY OF _____, 2020
 MAP BOOK _____ PAGE _____ CLERK _____
 AT _____ O'CLOCK _____ MINUTES _____ AM
 AND RECORDED IN MIDDLEBURY, VERMONT
 ATTEST: _____ TOWN CLERK

BARNARD & GERVAIS, LLC
 87 SEMINARY STREET
 MIDDLEBURY, VERMONT 05750
 (802) 442-1111
 www.barnardgervais.com

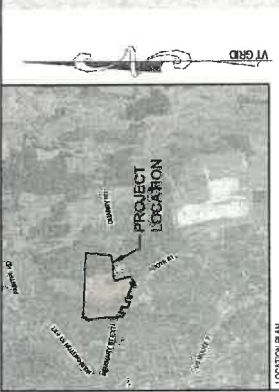
DUTTON FAMILY REVOCABLE TRUST
 VOL. 2020, P. 795

LANDS OF DUTTON FAMILY REVOCABLE TRUST
REVOCABLE TRUST
 87 SEMINARY STREET EXTENSION,
 MIDDLEBURY, VERMONT
THREE LOT SUBDIVISION
SURVEY PLAT

PROJECT NO. 2020-03
 SCALE: 1" = 200'
 SURVEY: 07-07-2020
 DRAWN: R.C.B.
 CHECKED: M.S.
 DRAWING NO. PL-1
 SHEET 1 OF 1



I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE, THIS PLAN IS BASED ON INFORMATION SUPPLIED BY THE CLIENT AND THAT I AM A LICENSED PROFESSIONAL LAND SURVEYOR IN THE STATE OF VERMONT.
 DATED THIS 21st DAY OF August, 2020.
 Michael A. Gervais, L.S. 735



- LEGEND**
- PROJECT BOUNDARY LINES
 - PROPOSED BOUNDARY LINES
 - ABUTTING BOUNDARY LINES
 - BOUNDARY OF RIGHT OF WAY
 - PROPOSED RIGHT OF WAY
 - BUILDING SETBACK LINES
 - REBAR FOUND
 - IRON PIPE FOUND
 - CONCRETE MONUMENT FOUND
 - REBAR NET
 - CALCULATED CORNER
 - ABOVE GROUND
 - BELOW GROUND
 - NOW OR FORMERLY
 - UTILITY POLE / OVERHEAD WIRES
 - EMBED WIRE FENCE
 - ELECTRIC FENCE
 - WOODEN FENCE
 - STONE WALL
 - WATER METER
- SYMBOLS:**
 REF: REFERENCE POINT
 PF: IRON PIPE FOUND
 CMF: CONCRETE MONUMENT FOUND
 RB: REBAR FOUND
 A.G.: ABOVE GROUND
 B.G.: BELOW GROUND
 NF: NOW OR FORMERLY
 X: UTILITY POLE / OVERHEAD WIRE
 -X-: EMBED WIRE FENCE
 -O-: ELECTRIC FENCE
 -||-: WOODEN FENCE
 -□-: STONE WALL
 -○-: WATER METER

START NOTES:
 1. ALL DIMENSIONS SHOWN ON THIS SURVEY WERE OBTAINED BY MEASUREMENTS MADE IN THE FIELD BY THE SURVEYOR. DIMENSIONS WERE OBTAINED BY MEASUREMENTS MADE IN THE FIELD BY THE SURVEYOR. DIMENSIONS WERE OBTAINED BY MEASUREMENTS MADE IN THE FIELD BY THE SURVEYOR.
 2. NO ATTEMPT WAS MADE TO LOCATE OR IDENTIFY ANY EASEMENTS OR RIGHTS OF WAY UNLESS OTHERWISE SHOWN ON THIS PLAN.
 3. A CLOSED TRAVERSE SURVEY WAS COMPLETED IN LINE 2020 USING A LEICA TOTAL STATION. THE RESULTING ERROR PERCENTS OR EXCEEDS THE MINIMUM REQUIRED STANDARD FOR A SUBSTRAN SURVEY AS ESTABLISHED BY THE VERMONT BOARD OF LAND SURVEYORS.
 4. ALL EVIDENCE OF MONUMENTATION FOUND ON THE SURVEYED PREMISES IS SHOWN HEREIN. MONUMENTATION FOUND IS CONSIDERED TO BE IN GOOD AND STABLE CONDITION UNLESS OTHERWISE NOTED. ALL IRON PIPE DIMENSIONS PERTAIN TO THESE DIMENSIONS UNLESS OTHERWISE NOTED.
 5. THE RIGHT OF WAY BOUNDARY BETWEEN EXISTING EXISTING TOWN HIGHWAY # 47, 62 & 63, (AUG 1890) IS BASED ON PREVIOUS SURVEYS OF RECORD, MONUMENTATION FOUND, THE TRAVELED WAY AND VERMONT STATE STATUTE.
 6. ALL AREA CALCULATIONS ARE BASED ON THE EDGE OF THE RIGHTS OF WAY OF SAID ROAD AND NOT THE CENTERLINE THEREOF.
 7. ALL REBAR NETS ARE SIX WITH A CAP STAMPED MIDDLEBURY VTL 724 AND ALL MONUMENTATION FOUND IS AS NOTED.
 8. UNLAWFUL ALTERATIONS AND/OR MODIFICATIONS TO THIS PLAN SHALL INVALIDATE ANY AND ALL CERTIFICATIONS MADE BY BARNARD & GERVAIS, LLC AND FURTHER ANY PARTIES INVOLVED IN SAID ALTERATIONS AND/OR MODIFICATIONS SHALL BE HELD LIABLE AND MAY BE PROSECUTED IN A COURT OF LAW.
 9. BARNARD & GERVAIS, LLC MAKES NO WARRANTIES THAT ALL DIMENSIONS THAT EXIST FOR THIS SURVEY WERE OBTAINED BY MEASUREMENTS MADE IN THE FIELD BY THE SURVEYOR. DIMENSIONS WERE OBTAINED BY MEASUREMENTS MADE IN THE FIELD BY THE SURVEYOR. DIMENSIONS WERE OBTAINED BY MEASUREMENTS MADE IN THE FIELD BY THE SURVEYOR.
 10. THIS SUBDIVISION PLAT IS NOT INTENDING TO CREATE ANY EASEMENTS OTHER THAN THOSE SPECIFICALLY LISTED AND RECORDED HEREON ANY OTHER RIGHTS, TRAILS OR OTHER INTERESTS SHOWN HEREON ARE CONSIDERED PRIVATE UNLESS OTHERWISE NOTED.

From: Justus Devries <jjdinc@together.net>
Sent: Monday, June 21, 2021 6:48 AM
To: Kathleen Ramsay <KRamsay@TownOfMiddlebury.org>
Cc: lj Jarvis@together.net
Subject: RE: Dutton Family Trust

Dear Kathleen,

I am finally getting back to you. My apologies for the delay again.

We are interested in working on the project.

I have looked at the Dutton report and the land from the road. The market for land that can be developed has seen appreciation since the date of the Dutton YFC report.

We would be able to do some **consulting only** on this project and submit new land sales for your review.(it would NOT be an appraisal)

We would need until August 11 th, 2021 to complete the work.

Our consulting fee is \$ 200/hour. Once we establish the scope of the project, we can agree on a cap for the total cost.

If this is satisfactory, please let me know and we can confirm the scope of the project.

Thank you for your patience.

Regards,

Justus DeVries

From: Kathleen Ramsay
Sent: Tuesday, May 18, 2021 12:33 PM
To: 'Justus Devries' <jjdinc@together.net>
Subject: RE: Dutton Family Trust

Thanks so much, Justus!

From: Justus Devries <jjdinc@together.net>
Sent: Tuesday, May 18, 2021 12:28 PM
To: Kathleen Ramsay <KRamsay@TownOfMiddlebury.org>
Cc: lj Jarvis@together.net
Subject: RE: Dutton Family Trust

Hi Kathleen,

I have only briefly reviewed the report, but will get back to you by the end of the week.

I appreciate your patience.

Regards,

Justus

From: Kathleen Ramsay
Sent: Tuesday, May 18, 2021 11:53 AM
To: 'jrdinc@together.net' <jrdinc@together.net>
Cc: 'ljarvis@together.net' <ljarvis@together.net>
Subject: RE: Dutton Family Trust

Hi Justus,

I hope this e-mail finds you well.

Just checking in about the Dutton Property.

Thanks!
Kathleen

From: Kathleen Ramsay
Sent: Friday, April 09, 2021 10:18 AM
To: 'jrdinc@together.net' <jrdinc@together.net>
Cc: 'ljarvis@together.net' <ljarvis@together.net>
Subject: Dutton Family Trust

Hi Justus,

Good to talk to you this morning! I appreciate your suggestion that perhaps we could do something less than a full appraisal on the Dutton Family Trust piece to reconcile the \$125,000 January 2020 appraisal for the woodlot vs. the \$250,000 asking price (see Attorney Benj Putnam's letter attached for more detail).

Thanks again!
Kathleen

Kathleen Swingleton Ramsay
Town Manager
Town of Middlebury
77 Main Street
Middlebury, VT 05753
kramsay@townofmiddlebury.org
802-388-8100 ext. 201
802-458-8000 (direct)
802-989-4704 (mobile)

APPRAISER'S QUALIFICATIONS

Justus J. DeVries, Jr.
25 Cedar Ridge Drive
Cornwall, Vermont 05753

Professional

Experience: State of Vermont Licensed Certified General Real Estate Appraiser
License #080-0000111, Expiration Date: 5/31/22

Justus J. DeVries, Jr., Inc. Self-Employed Real Estate Appraising
Middlebury, Vermont, July, 1983 to present

Residential, agricultural, land and small commercial property, including small office buildings, mixed commercial and residential appraisals in Addison County, Vermont. Additionally, conservation restricted easement properties in Addison, Southern Chittenden, and Northern Rutland Counties, Vermont and other counties in Vermont and New York.

- Performance of all listers duties for the Town of Ferrisburgh, VT.
- Farmers Home Administration Assistant County Supervisor, U.S. Department of Agriculture, Middlebury, VT. October 1978 to July 1983.
- Farmers Home Administration Assistant County Supervisor, U.S. Department of Agriculture, Essex Junction, VT. April, 1977 to September, 1978.
- Big Green Farms Dairy Farm. Proprietor: Donald Hanks. Salem, NY. September 1976 to April 1977.
- Peace Corps Volunteer. Umarizal, R.N., Brazil, S.A. July 1975 to April 1976.

Education: University of Vermont, Burlington, Vermont. B.S. Plant and Soil Science. May 1975.
Fort Lewis College, Durango, Colorado. Botany Major. September 1971 to December 1972.
Burr and Burton Seminary, Manchester, Vermont. Graduated 1971.

Professional

- Single Family Housing Residential Appraisal, 101, July 1982
- Applied Residential Property Valuation, Course 102, November 1985
- Treasurer, Society of Real Estate Appraisers, April 1986
- Introduction to Income Capitalization, 1988
- Secretary, Society of Real Estate Appraisers, Vermont Chapter #206, July 1989 to December 1990
- Appraising Conservation Easements, January 1990
- Capitalization Theory and Techniques "A," October 1992; Capitalization Theory and Techniques "B," October 1992
- Fundamental Principles of Land Valuation, November 1992
- Marshall and Swift Cost Approach, March 1997
- Litigation Skills for the Real Estate Appraiser, September 1998
- Valuation of Conservation Easements, March 2002
- Environmental Contamination: Considerations for Vermont Appraisers, November 2002
- Road and Access Law in Vermont, November 2004
- Appraising Vacant Land, April 2005
- Conservation Easement Valuation and Case Studies, April 2006
- Uniform Appraisal Standards for Federal Land Acquisitions (Yellow Book Course), September 2006
- Conservation Easement Appraisal and Internal Revenue Service Requirements for Charitable Donations Seminar, November 2007
- Valuation of Conservation Easements Certification Course, January 2008
- National USPAP Update, May 2009
- Business Practices and Ethics, December 2010
- Environmental Awareness for Real Estate Appraisers, April 2011
- National USPAP Update Equivalent, April 2011
- Land and Site Valuation, April 2011
- Ad Valorem Tax Consultation, May 2011
- National USPAP Update, January 2012
- IRS Appraisals Webinar, July 2012
- National USPAP Update, January 2014
- Introduction to Legal Descriptions, May 2014
- Environmental Issues for Appraisers, May 2014
- Conservation Easement Valuation Workshop, June 2014
- USPAP Update Course, December 2015
- Appraisal Refresher-Covering the Bases, May 2016
- Essential Elements of Disclosures and Disclaimers, May 2016
- Land and Site Valuation, May 2016
- USPAP Update Course, December 2017
- Valuation Resources for Solar Photovoltaic Systems, February 2018
- Adjustment Support for Residential Appraisers, March 2018
- Work File: Your Best Defense Against an Offense, March 2018
- Analyze This! Applications of Appraisal Analysis, March 2018
- Introduction to Expert Witness Testimony for Appraisers: To Do or Not to Do, March 2018
- USPAP Update Course, December 2019
- Live Webinar: Be Compliant and Competitive with Restricted Appraisal Reports, April 2020
- Live Webinar: A Review of Disciplinary Cases, April 2020
- Live Webinar: Adjustment Support for Residential Appraisers, May 2020
- Zoom Webinar: Appraisers-Better Safe Than Sorry, May 2020
- Live Webinar: Issues in Appraiser Liability, May 2020



State of Vermont

Real Estate Appraisers
Certified General Real Estate Appraiser

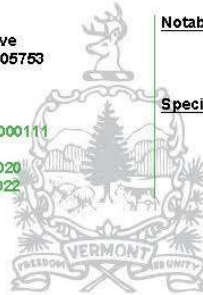


Justus J De Vries
25 Cedar Ridge Drive
Cornwall, Vermont 05753

Notable Persons

Specialties

Credential #: 080.0000111
Status: Active
Effective: Jun 01, 2020
Expires: May 31, 2022



James C. Condes
Secretary of State

For the most accurate and up to date record of licensure, please visit <http://609.vermont.gov/appraisals-services/>