

Caroline S. Conway, Esq.
P.O. Box 931
Plandome, NY 11030
(646) 533-7795
Sloane04@aol.com

June 16, 2012
Issuer Services
OTC Markets Group, Inc.
304 Hudson Street, Third Floor
New York, NY 10013

Re: Opinion letter re Company Full Disclosure

Gentlemen,

Please be advised that I have been retained by Green Mountain Development Corp. (trading symbol GMND), a Delaware Corporation, to provide this opinion letter to you. In connection therewith, the OTC Markets Group, Inc. is entitled to rely on the contents of this letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.

OTC Markets Group, Inc. has full and complete permission and rights to publish this letter with OTC Disclosure and News Service for viewing by the general public and regulators but no person other than OTC Markets Group, Inc. may rely upon said Opinion in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act of 1933.

The information contained in the Initial Company Information and Disclosure Statement, received by OTC Markets Group, Inc. on December 30, 2011, constitutes "adequate current public information" concerning the Securities and the Issuer and "is available" within the meaning of Rule 144(c)(2) under the Securities Act. It includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the securities under Rule 15c2-11 under the Securities Exchange Act of 1934 and complies as to form with the Guidelines for Providing Adequate Current Information which are located at <http://www.otcmarkets.com/content/doc/DisclosureGuidelines.pdf> and, the information has been posted in the OTC Disclosure and News Service.

Therefore, in accordance with your GMND disclosure requirements, the following is provided:

Counsel is a resident of New York and resides and practices law in that State in the United States of America. In connection therewith, I have examined such corporate records and other documents and such questions of law as counsel considered necessary or appropriate for purposes of rendering the letter including:

Type	Period End Date	Received
<u>Initial Company Information and Disclosure Statement</u>	June 30, 2011	Dec 30, 2011
<u>Annual Report</u>	Sept 30, 2010	Dec 30, 2011
<u>Annual Report</u>	Sept 30, 2009	Dec 30, 2011
<u>Quarterly Report</u>	June 30, 2011	Dec 30, 2011
<u>Quarterly Report</u>	Dec 31, 2011	Feb 6, 2012
<u>Quarterly Report</u>	March 31, 2012	April 30, 2012
GMND Corporate Bylaws in Appendix to Initial Company Information and Disclosure Statement	June 30, 2011	Dec 30, 2011

The address of the corporate offices of the Issuer is located at 6965 El Camino Real, Suite 105-279, Carlsbad, CA 92009.

The Company was incorporated under the laws of the State of Utah on January 30, 1986 and was re-domiciled in the State of Delaware in February, 2001 under the name of Covingham Capital Corporation ("Covingham"). On December 13, 2002, Covingham entered into a Capital Stock Exchange Agreement ("Agreement") with the stockholders of Sub Surface Waste Management, Inc. Following the consummation of the Capital Stock Exchange Agreement, on December 16, 2002, Covingham's name was changed to Sub Surface Waste Management of Delaware, Inc.

On March 7, 2008 the Company filed a certificate of amendment with the Secretary of State of Delaware, changing its name to Green Mountain Development Corp. On the same date the Company affected a five to one reverse stock split and increased its authorized common stock from 300,000,000 to 2,000,000,000 shares.

The authorized capital stock of the Company consists of 2,000,000,000 shares of Common Stock, \$.001 par value and 50,000,000 shares Preferred Stock, \$.001 par value. As of December 31, 2011 104,235,911 common shares were issued and outstanding.

The Fiscal Year End for the Issuer is September 30. Robert Brehm is responsible for the preparation of the quarterly and annual financial statements, and such financial statements are not audited. Mr. Brehm has a Master in Business Administration in Finance and Accounting and has worked as a CEO for public companies since 1997.

The Transfer Agent of the Issuer is Fidelity Transfer Company, 8915 S. 700 E. Suite 102, Sandy, UT 84070, Telephone: (801) 562-1300, Facsimile: (801) 233-0589. Fidelity

Transfer Company is registered under the Exchange Act and is an SEC approved transfer agent. The total outstanding common shares were verified with information provided by the transfer agent.

On information provided by management, there are no threatened or pending legal proceedings against the Issuer.

To the best of my knowledge, and after inquiry of management and the directors of the Issuer, neither the Company, nor its officers, directors, 5% holders, or counsel, is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

Counsel has personally met with or spoken with management and a majority of directors of the Issuer and reviewed the information as amended published by the Issuer on the OTC Disclosure and News Service and discussed the information with management.

This opinion and conclusions herein are based upon documentation and facts made available by the company and are based on the assumption of accuracy of those documents and facts. All such information is believed to be true. In the event the facts and information in all such documents and or other information provided by management are determined not to be true, this opinion shall be null and void. For purposes of this Opinion as to matters of fact I have relied upon information of public officials, officers of the Issuer and other sources and believe all such information to be reliable.

Thank you for your consideration of this matter, and please, do not hesitate to contact me if you have any further questions.

Very truly yours,

Arlene S. Conway Esq.