**BARGAIN AND SALE DEED**

 **THIS INDENTURE** is made this \_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2014, by and between

 **CASELLA WASTE SERVICES OF ONTARIO LLC,** a New York limited liability company with offices at 803 Cascadilla Street, Ithaca, New York 14850,

as party of the first part, and

 **TOWN OF SENECA, NEW YORK,** a New York political subdivision with offices at 3675 Flint Road, Stanley, New York 14561,

as party of the second part.

 **WITNESSETH,** that the party of the first part, in consideration of ONE ($1.00) US DOLLAR, and other good and valuable consideration, paid by the party of the second part, the receipt and sufficiency of which is hereby acknowledged by the party of the first part, does hereby grant and release unto the party of the second part, its successors and assigns:

**ALL** that certain tract or parcel of land together with any buildings and improvements located thereon, situate, lying and being in the Town of Seneca, County of Ontario, State of New York, being more particularly bounded and described as follows:

**COMMENCING** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, containing \_\_\_\_ (\_\_) acres, more or less, of vacant land,

Being all of that certain tract or parcel of land conveyed to the party of the first part by that certain Warranty Deed, dated \_\_\_\_\_\_\_\_, \_\_\_\_, and recorded on \_\_\_\_\_\_\_\_, \_\_\_\_ in the Ontario County Clerk’s Office in Book \_\_\_\_, Page \_\_\_\_\_, and presently identified on the County of Ontario, State of New York tax assessment rolls as Tax Map Parcel No. \_\_\_\_\_\_\_\_\_\_\_\_\_\_.

**SUBJECT** to easements, restrictions, covenants and conditions of record, if any, including, without limitation, the reservations contained in that certain Warranty Deed, dated \_\_\_\_\_\_\_\_, \_\_\_\_, and recorded on \_\_\_\_\_\_\_\_, \_\_\_\_ in the Ontario County Clerk’s Office in Book \_\_\_, Page \_\_\_, providing for a royalty in the event said premises is used for the disposal of waste in connection with that certain landfill located adjacent to the premises, presently known as the Ontario County Solid Waste Management Facility( “**Landfill**”), and the continued use of certain portions of said premises for farming purposes.

**TOGETHER** with all appurtenances and all the estate and rights of the party of the first part in and to said premises.

**SUBJECT TO A RESTRICTIVE COVENANT** created hereby prohibiting, in perpetuity, the use of the premises for the disposal of solid waste (but expressly permitting the use of the premises as a soil borrow area for Landfill purposes).

**TO HAVE AND TO HOLD** the premises herein granted unto the party of the second part, its successors and assigns, forever.

 **AND** the party of the first part, in compliance with Section 13 of the Lien Law, covenants that the party of the first part will receive the consideration for this conveyance and will hold the right to receive such consideration as a trust fund to be applied first for the purpose of paying the cost of the improvement and will apply the same first to the payment of the cost of the improvement before using any part of the total of the same for any other purpose. The word “party” shall be construed as if it read “parties” whenever the sense of this document so requires.

 **IN WITNESS WHEREOF,** the party of the first part has caused its corporate seal to be hereunto affixed, and these presents to be signed by its duly authorized officer the day and year first above written.

 **CASELLA WASTE SERVICES OF ONTARIO LLC**

 **[Name/Title]**

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STATE OF NEW YORK )

 )SS.:

COUNTY OF \_\_\_\_\_\_\_\_\_\_\_\_ )

 On this \_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_, before me, the undersigned, a Notary Public in and for said State, personally appeared \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, being the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of Casella Waste Services of New York LLC, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is(are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Notary Public

RECORD AND RETURN TO:

4830-9644-9306, v. 1