

BARGAIN AND SALE DEED

This indenture, made the 20th day of April, Two Thousand Sixteen between Horseheads Central School District, f/k/a Central School District No. 1 of the Towns of Horseheads, Big Flats, Veteran, Erin, Catlin, Baldwin, Chemung County; Cayuta County, Schuyler County, having its offices at One Raider Lane, Horseheads, New York 14845, a central school district organized and existing under the provisions of Article 37 of the Education Law of the State of New York, hereinafter referred to as "School District" and Pathways, Inc., a New York not-for-profit corporation with an address of 33 Dennison Parkway West, Corning, New York 14830, hereinafter referred to as "Pathways".

WITNESSETH, that the School District, in consideration of \$900,000.00 lawful money of the United States, paid by Pathways does hereby grant and release unto Pathways its successors and assigns forever, ALL THAT TRACT OR PARCEL OF LAND described on Exhibit A attached hereto and made a part hereof.

Together with the appurtenances and all the estate and rights of the School District in and to said premises.

To have and to hold the premises herein granted unto Pathways its successors and assigns forever. And the School District covenants that it has not done or suffered anything whereby the said premises have been encumbered in any way whatsoever.

In compliance with Lien Law Section 13, the School District will receive the consideration for this conveyance and will hold that right to receive such consideration as a trust fund to be applied first for the purpose of paying the cost of

the improvement made by the School District and will apply the same first to the payment of the cost of the improvement made by the School District before using any part of the total of the same for any other purpose.

IN WITNESS WHEREOF the School District has caused its corporate seal to be hereunto affixed and these presents to be signed by the members of the Board of Education of the School District the day and year first above written.

SEAL

James Jacobus, President

Karen Boulas, Vice-President

Lisa Christiansen

Warren Conklin

Kristine Dale

Doug Johnson

Brian Lynch

David Sadler

Pam Strollo

EXHIBIT A

ALL THAT TRACT OR PARCEL OF LAND, situate in the Village of Horseheads, County of Chemung and State of New York, bounded and described as follows:

Beginning at a point marked by a set iron pin on the northerly boundary of West Broad Street at its intersection with the dividing line between the lands now or formerly owned by Thomas D. Seyler (L. 778, p. 352) on the east and lands now or formerly owned by the grantor (L. 464, p. 146) on the west;

Thence S 89° 53' 00" W, along the aforesaid boundary of West Broad Street, a distance of 832.09 feet to an existing iron pin;

Thence N 04° 37' 09" E, along the easterly boundary of lands now or formerly owned by St. Mary's Roman Catholic Church Society of Horseheads, New York (L.498, p. 340), (L.496, p. 305) and (L.163, p. 399), a distance of 649.03 feet to a set iron pin;

Thence S 89° 55' 18" E, along the southerly boundary of said lands now or formerly owned by St. Mary's Roman Catholic Church Society of Horseheads, New York a distance of 313.51 feet to a point at the southwesterly corner of lot 5 as shown on a map of "Subdivision 2, Lands of Ernest W. and June K. Taylor", filed in the Chemung County Clerk's Office on November 2, 1953 as Case Map No. 1260;

Thence N 89° 24' 51" E, along the southerly boundary of the previously mentioned lot 5 and along the southerly terminus of Hullett Avenue and along the southerly boundary of lots 6, 7, 8, 9 and 10 of Case Map No. 1260, a distance of 496.99 feet to a point marked by an existing iron pin at the southeast corner of lot 10, said point also being at the southwest corner of lot 8 as shown on a map of "Iroquois Manor", filed in the Chemung County Clerk's Office on June 24, 1954 as Case Map No. 1305;

Thence N 88° 18' 08" E, along the southerly boundary of said lot 8, a distance of 20.56 feet to a set iron pin;

Thence S 04° 30' 00" W, along the westerly boundary of the first above mentioned lands now or formerly owned by Thomas D. Seyler, a distance of 852.50 feet to the point of beginning; containing 12.354 acres, more or less. Said premises are shown on a survey map by Hunt Engineers dated November 12, 2014, and designated Job No. 1923-018.

This transfer is subject to public utility easements and right of way agreements of records.

Being the same premises conveyed to Central School District No. 1 of the Towns of Baldwin, Big Flats, Catlin, Erin, Horseheads and Veteran, Chemung County, and Cayuta, Schuyler County, New York by Margaret E. Collins by deed dated February 27, 1956 and recorded in the Chemung County Clerk's Office on February 29, 1956 in Liber 464 of Deeds at page 146.

Pursuant to the provisions of Education Law §315, the legal name of the School District formerly known as Central School District No. 1 of the Towns of Horseheads, Big Flats, Veteran, Erin, Catlin, Baldwin, Chemung County; Cayuta, Schuyler County was changed to Horseheads Central School District, effective April 4, 1973, as shown by a certificate of the Commissioner of Education executed on March 5, 1973, recorded in the Chemung County Clerk's Office on March 3, 2003 as Instrument 200318425.

This deed is given pursuant to an adoption of the resolution of sale on Oct 29
2015. Thirty days have passed and no petition has been received to submit this matter to a vote by the qualified voters of the District in accordance with Education Law §1804 (6)(c).



Combined Real Estate Transfer Tax Return, Credit Line Mortgage Certificate, and Certification of Exemption from the Payment of Estimated Personal Income Tax

Recording office time stamp

See Form TP-584-1, Instructions for Form TP-584, before completing this form. Print or type.

Schedule A -- Information relating to conveyance

Grantor/Transferor <input type="checkbox"/> Individual <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Estate/Trust <input type="checkbox"/> Single member LLC <input checked="" type="checkbox"/> Other	Name (if individual, last, first, middle initial) (<input type="checkbox"/> check if more than one grantor) Horseheads Central School District Mailing address One Raider Lane City State ZIP code Horseheads NY 14845 Single member's name if grantor is a single member LLC (see instructions)	Social security number Social security number Federal EIN Single member EIN or SSN
Grantee/Transferee <input type="checkbox"/> Individual <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Estate/Trust <input type="checkbox"/> Single member LLC <input type="checkbox"/> Other	Name (if individual, last, first, middle initial) (<input type="checkbox"/> check if more than one grantee) Pathways, Inc. Mailing address 33 Dennison Parkway West City State ZIP code Corning NY 14830 Single member's name if grantee is a single member LLC (see instructions)	Social security number Social security number Federal EIN Single member EIN or SSN

Location and description of property conveyed

Tax map designation – Section, block & lot (include dots and dashes)	SWIS code (six digits)	Street address	City, town, or village	County
58.12-2-60	073401	800 W. Broad	Horseheads	Chemung

Type of property conveyed (check applicable box)

1 <input type="checkbox"/> One- to three-family house 2 <input type="checkbox"/> Residential cooperative 3 <input type="checkbox"/> Residential condominium 4 <input type="checkbox"/> Vacant land	5 <input type="checkbox"/> Commercial/Industrial 6 <input type="checkbox"/> Apartment building 7 <input type="checkbox"/> Office building 8 <input checked="" type="checkbox"/> Other former school district property	Date of conveyance <table style="width: 100%; border: 1px solid black;"> <tr> <td style="width: 33%; text-align: center;">month</td> <td style="width: 33%; text-align: center;">day</td> <td style="width: 33%; text-align: center;">year</td> </tr> </table>	month	day	year	Percentage of real property conveyed which is residential real property <u>100</u> % (see instructions)
month	day	year				

Condition of conveyance (check all that apply)

- | | | |
|---|--|--|
| a. <input type="checkbox"/> Conveyance of fee interest

b. <input type="checkbox"/> Acquisition of a controlling interest (state percentage acquired _____ %) | f. <input type="checkbox"/> Conveyance which consists of a mere change of identity or form of ownership or organization (attach Form TP-584.1, Schedule F)

g. <input type="checkbox"/> Conveyance for which credit for tax previously paid will be claimed (attach Form TP-584.1, Schedule G)

h. <input type="checkbox"/> Conveyance of cooperative apartment(s)

i. <input type="checkbox"/> Syndication

j. <input type="checkbox"/> Conveyance of air rights or development rights

k. <input type="checkbox"/> Contract assignment | l. <input type="checkbox"/> Option assignment or surrender

m. <input type="checkbox"/> Leasehold assignment or surrender

n. <input type="checkbox"/> Leasehold grant

o. <input type="checkbox"/> Conveyance of an easement

p. <input type="checkbox"/> Conveyance for which exemption from transfer tax claimed (complete Schedule B, Part III)

q. <input type="checkbox"/> Conveyance of property partly within and partly outside the state

r. <input type="checkbox"/> Conveyance pursuant to divorce or separation
s. <input checked="" type="checkbox"/> Other (describe) former school property |
|---|--|--|

For recording officer's use	Amount received Schedule B., Part I \$ _____ Schedule B., Part II \$ _____	Date received	Transaction number
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Schedule B – Real estate transfer tax return (Tax Law, Article 31)

Part I – Computation of tax due

1	Enter amount of consideration for the conveyance (if you are claiming a total exemption from tax, check the exemption claimed box, enter consideration and proceed to Part III) <input type="checkbox"/> Exemption claimed	1.	900000	00
2	Continuing lien deduction (see instructions if property is taken subject to mortgage or lien)	2.	0	00
3	Taxable consideration (subtract line 2 from line 1)	3.	900000	00
4	Tax: \$2 for each \$500, or fractional part thereof, of consideration on line 3	4.	3600	00
5	Amount of credit claimed for tax previously paid (see instructions and attach Form TP-584.1, Schedule G)	5.	0	00
6	Total tax due* (subtract line 5 from line 4)	6.	3600	00

Part II – Computation of additional tax due on the conveyance of residential real property for \$1 million or more

1	Enter amount of consideration for conveyance (from Part I, line 1)	1.	0	00
2	Taxable consideration (multiply line 1 by the percentage of the premises which is residential real property, as shown in Schedule A)	2.	0	00
3	Total additional transfer tax due* (multiply line 2 by 1% (.01))	3.	0	00

Part III – Explanation of exemption claimed on Part I, line 1 (check any boxes that apply)

The conveyance of real property is exempt from the real estate transfer tax for the following reason:

- a. Conveyance is to the United Nations, the United States of America, the state of New York, or any of their instrumentalities, agencies, or political subdivisions (or any public corporation, including a public corporation created pursuant to agreement or compact with another state or Canada) a
- b. Conveyance is to secure a debt or other obligation b
- c. Conveyance is without additional consideration to confirm, correct, modify, or supplement a prior conveyance c
- d. Conveyance of real property is without consideration and not in connection with a sale, including conveyances conveying realty as bona fide gifts d
- e. Conveyance is given in connection with a tax sale e
- f. Conveyance is a mere change of identity or form of ownership or organization where there is no change in beneficial ownership. (This exemption cannot be claimed for a conveyance to a cooperative housing corporation of real property comprising the cooperative dwelling or dwellings.) Attach Form TP-584.1, Schedule F f
- g. Conveyance consists of deed of partition g
- h. Conveyance is given pursuant to the federal Bankruptcy Act h
- i. Conveyance consists of the execution of a contract to sell real property, without the use or occupancy of such property, or the granting of an option to purchase real property, without the use or occupancy of such property i
- j. Conveyance of an option or contract to purchase real property with the use or occupancy of such property where the consideration is less than \$200,000 and such property was used solely by the grantor as the grantor's personal residence and consists of a one-, two-, or three-family house, an individual residential condominium unit, or the sale of stock in a cooperative housing corporation in connection with the grant or transfer of a proprietary leasehold covering an individual residential cooperative apartment j
- k. Conveyance is not a conveyance within the meaning of Tax Law, Article 31, section 1401(e) (attach documents supporting such claim) k

*The total tax (from Part I, line 6 and Part II, line 3 above) is due within 15 days from the date conveyance. Please make check(s) payable to the county clerk where the recording is to take place. If the recording is to take place in the New York City boroughs of Manhattan, Bronx, Brooklyn, or Queens, make check(s) payable to the **NYC Department of Finance**. If a recording is not required, send this return and your check(s) made payable to the **NYS Department of Taxation and Finance**, directly to the NYS Tax Department, RETT Return Processing, PO Box 5045, Albany NY 12205-5045.

Schedule C – Credit Line Mortgage Certificate (Tax Law, Article 11)

Complete the following only if the interest being transferred is a fee simple interest.

I (we) certify that: (check the appropriate box)

1. The real property being sold or transferred is not subject to an outstanding credit line mortgage.
2. The real property being sold or transferred is subject to an outstanding credit line mortgage. However, an exemption from the tax is claimed for the following reason:
 - The transfer of real property is a transfer of a fee simple interest to a person or persons who held a fee simple interest in the real property (whether as a joint tenant, a tenant in common or otherwise) immediately before the transfer.
 - The transfer of real property is (A) to a person or persons related by blood, marriage or adoption to the original obligor or to one or more of the original obligors or (B) to a person or entity where 50% or more of the beneficial interest in such real property after the transfer is held by the transferor or such related person or persons (as in the case of a transfer to a trustee for the benefit of a minor or the transfer to a trust for the benefit of the transferor).
 - The transfer of real property is a transfer to a trustee in bankruptcy, a receiver, assignee, or other officer of a court.
 - The maximum principal amount secured by the credit line mortgage is \$3,000,000 or more, and the real property being sold or transferred is not principally improved nor will it be improved by a one- to six-family owner-occupied residence or dwelling.

Please note: for purposes of determining whether the maximum principal amount secured is \$3,000,000 or more as described above, the amounts secured by two or more credit line mortgages may be aggregated under certain circumstances. See TSB-M-96(6)-R for more information regarding these aggregation requirements.

 - Other (attach detailed explanation).
3. The real property being transferred is presently subject to an outstanding credit line mortgage. However, no tax is due for the following reason:
 - A certificate of discharge of the credit line mortgage is being offered at the time of recording the deed.
 - A check has been drawn payable for transmission to the credit line mortgagee or his agent for the balance due, and a satisfaction of such mortgage will be recorded as soon as it is available.
4. The real property being transferred is subject to an outstanding credit line mortgage recorded in _____ (insert liber and page or reel or other identification of the mortgage). The maximum principal amount of debt or obligation secured by the mortgage is _____. No exemption from tax is claimed and the tax of _____ is being paid herewith. (Make check payable to county clerk where deed will be recorded or, if the recording is to take place in New York City but not in Richmond County, make check payable to the NYC Department of Finance.)

Signature (both the grantor(s) and grantee(s) must sign)

The undersigned certify that the above information contained in schedules A, B, and C, including any return, certification, schedule, or attachment, is to the best of his/her knowledge, true and complete, and authorize the person(s) submitting such form on their behalf to receive a copy for purposes of recording the deed or other instrument effecting the conveyance.

Grantor signature	Title	Grantee signature	Title
Grantor signature	Title	Grantee signature	Title

Reminder: Did you complete all of the required information in Schedules A, B, and C? Are you required to complete Schedule D? If you checked e, f, or g in Schedule A, did you complete Form TP-584.1? Have you attached your check(s) made payable to the county clerk where recording will take place or, if the recording is in the New York City boroughs of Manhattan, Bronx, Brooklyn, or Queens, to the **NYC Department of Finance**? If no recording is required, send your check(s), made payable to the **Department of Taxation and Finance**, directly to the NYS Tax Department, RETT Return Processing, PO Box 5045, Albany NY 12205-5045.



FOR COUNTY USE ONLY

C1. SWIS Code _____
 C2. Date Deed Recorded _____
Month Day Year
 C3. Book _____ C4. Page _____

PROPERTY INFORMATION

1. Property Location 900 W. Broad
*STREET NUMBER *STREET NAME
Horseheads 14845
*CITY OR TOWN VILLAGE *ZIP CODE

2. Buyer Name Pathways, Inc.
*LAST NAME/COMPANY FIRST NAME

3. Tax Billing Address
 Indicate where future Tax Bills are to be sent if other than buyer address(at bottom of form)
LAST NAME/COMPANY FIRST NAME
STREET NUMBER AND NAME CITY OR TOWN STATE ZIP CODE

4. Indicate the number of Assessment Roll parcels transferred on the deed 1 # of Parcels OR Part of a Parcel (Only if Part of a Parcel) Check as they apply:
 4A. Planning Board with Subdivision Authority Exists
 4B. Subdivision Approval was Required for Transfer
 4C. Parcel Approved for Subdivision with Map Provided

5. Deed Property Size X 12.35
*FRONT FEET *DEPTH *ACRES

6. Seller Name Horseheads CSD
*LAST NAME/COMPANY FIRST NAME

7. Select the description which most accurately describes the use of the property at the time of sale:
 I. Community Service
 Check the boxes below as they apply:
 8. Ownership Type is Condominium
 9. New Construction on a Vacant Land
 10A. Property Located within an Agricultural District
 10B. Buyer received a disclosure notice indicating that the property is in an Agricultural District

SALE INFORMATION

11. Sale Contract Date 10/28/2015
*12. Date of Sale/Transfer

13. Full Sale Price 900,000.00
(Full Sale Price is the total amount paid for the property including personal property. This payment may be in the form of cash, other property or goods, or the assumption of mortgages or other obligations.) Please round to the nearest whole dollar amount.

14. Indicate the value of personal property included in the sale .00

15. Check one or more of these conditions as applicable to transfer:
 A. Sale Between Relatives or Former Relatives
 B. Sale between Related Companies or Partners in Business.
 C. One of the Buyers is also a Seller
 D. Buyer or Seller is Government Agency or Lending Institution
 E. Deed Type not Warranty or Bargain and Sale (Specify Below)
 F. Sale of Fractional or Less than Fee Interest (Specify Below)
 G. Significant Change in Property Between Taxable Status and Sale Dates
 H. Sale of Business is Included in Sale Price
 I. Other Unusual Factors Affecting Sale Price (Specify Below)
 J. None
 Comment(s) on Condition:

ASSESSMENT INFORMATION - Data should reflect the latest Final Assessment Roll and Tax Bill

16. Year of Assessment Roll from which information taken(Y/Y) 16 *17. Total Assessed Value 1,295,000
 *18. Property Class 612 *19. School District Name Horseheads
 *20. Tax Map Identifier(s)/Roll Identifier(s) (if more than four, attach sheet with additional identifier(s))
58.12-2-60

CERTIFICATION

I Certify that all of the items of information entered on this form are true and correct (to the best of my knowledge and belief) and I understand that the making of any willful false statement of material fact herein subject me to the provisions of the penal law relative to the making and filing of false instruments.

SELLER SIGNATURE

SELLER SIGNATURE _____ DATE _____
 BUYER SIGNATURE _____
 BUYER SIGNATURE _____ DATE _____

BUYER CONTACT INFORMATION

(Enter information for the buyer. Note: If buyer is LLC, society, association, corporation, joint stock company, estate or entity that is not an individual agent or fiduciary, then a name and contact information of an individual/responsible party who can answer questions regarding the transfer must be entered. Type or print clearly.)

Pathways, Inc.
*LAST NAME FIRST NAME
*AREA CODE *TELEPHONE NUMBER (Ex: 999999)
33 Dennison Parkway West
*STREET NUMBER *STREET NAME
Corning NY 14830
*CITY OR TOWN *STATE *ZIP CODE
BUYER'S ATTORNEY
Agan Steven E.
LAST NAME FIRST NAME
(607) 734-2271
AREA CODE TELEPHONE NUMBER (Ex: 999999)



