

## PARTIAL ASSIGNMENT OF CONSERVATION RESTRICTION

WHEREAS, the **TOWN OF DENNIS**, a Massachusetts municipal corporation, with an address of 485 Main Street, South Dennis, Massachusetts, 02660, **acting by and through its Conservation Commission**, by authority of M.G.L. c.40 s.8C (the "Assignor"), co-holds a Conservation Restriction (the "Conservation Restriction") over the entirety of three parcels of land, totaling approximately 39.7 acres, in the Town of Dennis, Barnstable County, Commonwealth of Massachusetts, which Conservation Restriction was granted by Aquacultural Research Corp. (the "Owner") and recorded in the Barnstable County Registry of Deeds on \_\_\_\_\_, 2015 in Book \_\_\_\_ Page \_\_\_\_; and,

WHEREAS, Mary Pat Flynn, ~~Chair~~, Sheila R. Lyons, and Leo Cakounes, being the duly elected **Commissioners of the County of Barnstable**, acting for and on behalf of the County of Barnstable, with a principal office at 3195 Main Street, Superior Courthouse, Barnstable Massachusetts 02630 (hereinafter "County"), and the **Town of Yarmouth**, a Massachusetts municipal corporation, with a principal place of business at 1146 Route 28, Main Street, So. Yarmouth, Massachusetts 02664, **acting by and through its Board of Selectmen acting as the Board of Park Commissioners** (hereinafter "Town of Yarmouth"), and the **Dennis Conservation Trust**, under Agreement and Declaration of Trust dated February 27, 1988, recorded with the Barnstable County Registry of Deeds in Book 6212 Page 96, as amended, with a mailing address of P.O. Box 67, East Dennis, Massachusetts 02641 (hereinafter "DCT"), co-hold said Conservation Restriction (hereinafter collectively "Assignees");

WHEREAS, by deed to be recorded immediately following this Partial Assignment of Conservation Restriction ("Partial Assignment") in the Barnstable County Registry of Deeds, the Owner will convey to Assignor the fee interest in two parcels of land in the Town of Dennis (the "Premises," as further defined hereinafter) that are a portion of the land that is subject to the Conservation Restriction; and,

WHEREAS, it is consistent with the purposes of the Assignees to hold and enforce the Conservation Restriction; and,

WHEREAS, Assignor and Assignees have mutually concluded that this Partial Assignment will not impair the qualification of the Conservation Restriction or the status of Assignor and Assignees under any applicable laws, including Section 170(h) of the Code and Sections 31-33 of Chapter 184 of the Massachusetts General Laws, is fully consistent with the

purposes of the Conservation Restriction and with Article 97 of the Massachusetts Constitution, will not affect the perpetual duration of the Conservation Restriction, and will not have any adverse impact on the conservation values of the land subject to the Conservation Restriction (as such conservation values are defined in the Conservation Restriction).

NOW, THEREFORE, in consideration of the above and the mutual covenants and promises of the parties hereto, the Assignor and Assignees mutually agree as follows:

1. The parcels of land subject to this Partial Assignment of Conservation Restriction (“the Premises”) are described as follows:

Parcel D and Parcel E on a plan of land entitled “Re-Division Plan of Land in Dennis, Massachusetts, as prepared for the Town of Dennis and Aquacultural Research Corp., Scale 1” = 100’, Date: April 27, 2015, Soule Land Surveying, 103 Vesper Pond Drive, Brewster MA” recorded at the Barnstable County Registry of Deeds in Plan Book \_\_\_\_ Page \_\_\_\_ (“the Plan”), a reduced copy of which Plan is attached hereto as Exhibit A, to be recorded herewith.

SPECIFICALLY EXCLUDING from this Partial Assignment and from the description of the Premises as applicable to this Partial Assignment is Parcel C of the Plan, such that Assignor remains a co-grantee/holder of the Conservation Restriction as to this excluded land.

2. Assignor hereby assigns to Assignee all of its right, title and interest in and to the Conservation Restriction of the Premises. Assignees hereby accept and assume said assignment, and each warrants and represents that it has the commitment and the resources to carry out, and will carry out, all of the duties and responsibilities, only with respect to the Premises of Assignor under said Conservation Restriction, and except as otherwise provided in the Partial Assignment, Assignor is hereunder relieved of all duties, responsibilities, obligations and liabilities under the Conservation Restriction. Assignor and Assignees warrant and represent that the assignment provisions of Section I of the Conservation Restriction have been complied with in full and with and with the execution and recording of this Partial Assignment in the Barnstable County Registry of Deeds will have been fully satisfied to accomplish a valid assignment.
3. Upon recording of this Partial Assignment , Assignor and Assignees shall continue to hold the Conservation Restriction as tenants in common, with their percentage interests in the Conservation Restriction henceforth being 8.58% County, 72.61% Town of Dennis, 6.84% Town of Yarmouth, and 11.97% DCT,

3. The Assignees agree to monitor and inspect the Premises regularly in accordance with the Conservation Restriction to ensure compliance with the terms of the Conservation Restriction, and agree to take reasonable steps, including appropriate legal action, to enforce said

Conservation Restriction. The Assignees also agree to prepare a written monitoring report promptly after each annual inspection and to provide Assignor with a copy promptly after its preparation.

4. In the event of the dissolution or other termination of the Assignee DCT, and upon the recording of an affidavit by the Assignor in the Barnstable County Registry of Deeds, which affidavit states that the Assignee DCT has dissolved, or ceased to operate, or has ceased to function as a qualified organization under the aforementioned sections of the Code, as the case may be, the Conservation Restriction as assigned herein shall be further assigned in accordance with Section I of the Conservation Restriction and applicable law. Said affidavit shall state the effect of its recording.

6. Assignor and Assignees intend that this Partial Assignment take effect on the day and year that this instrument is recorded in the Registry of Deeds of Barnstable County, Massachusetts, after the signatures of the Assignor and Assignee have been affixed hereto.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Assignor and Assignees have set their hands under seal on the dates set forth below.

**Assignor:     Town of Dennis  
                  Conservation Commission**

At a public meeting held on \_\_\_\_\_, 2015, we, the members of the Conservation Commission of the Town of Dennis, Massachusetts voted to partially assign the Conservation Restriction from the Aquacultural Research Corp. to the Town of Yarmouth Board of Selectmen acting as the Board of Park Commissioners, the Commissioners of the County of Barnstable and the Dennis Conservation Trust

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COMMONWEALTH OF MASSACHUSETTS

Barnstable, ss.

On this \_\_ day of \_\_, 2015, before me, the undersigned notary public, personally appeared the above-named \_\_\_\_\_, a member of the Town of Dennis Conservation Commission, and proved to me through satisfactory evidence of identification, which was personal knowledge of identity, to be the person whose name is signed on the document and acknowledged the foregoing instrument to be his/her free act and deed on behalf of the Town of Dennis Conservation Commission, before me.

\_\_\_\_\_  
Notary Public  
My commission expires:

APPROVAL OF PARTIAL ASSIGNMENT BY TOWN OF DENNIS BOARD OF  
SELECTMEN

At a public meeting duly held on \_\_\_\_\_, 2015, we, the members  
the Board of Selectmen of the Town of Dennis, Massachusetts voted to approve the Partial  
Assignment of the Conservation Restriction from the Town of Dennis Conservation  
Commission to the Town of Yarmouth acting by and through its Board of Selectmen acting as  
Board of Park Commissioners, the Commissioners of the County of Barnstable and the  
Dennis Conservation Trust

TOWN OF DENNIS  
BOARD OF SELECTMEN

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

COMMONWEALTH OF MASSACHUSETTS

Barnstable, ss.

On this \_\_\_ day of \_\_\_, 2015, before me, the undersigned notary public, personally  
appeared the above-named \_\_\_\_\_, member of the Town of  
Dennis Board of Selectmen, and proved to me through satisfactory evidence of identification,  
which was personal knowledge of identity, to be the person whose name is signed on the  
document and acknowledged the foregoing instrument to be his/her free act and deed on  
behalf of said Town of Dennis Board of Selectmen.

\_\_\_\_\_  
Notary Public  
My commission expires:

(Assignees' Acceptances Follow on Next Pages)

ACCEPTANCE OF PARTIAL ASSIGNMENT BY  
COMMISSIONERS OF THE COUNTY OF BARNSTABLE

At a public meeting duly held on \_\_\_\_\_ 2015, we, the Commissioners of the County of Barnstable voted to accept the foregoing Partial Assignment of Conservation Restriction from the Town of Dennis Conservation Commission to the Town of Yarmouth acting by and through its Board of Selectmen acting as the Board of Park Commissioners, the Dennis Conservation Trust and the Commissioners of the County of Barnstable..

**Assignee:**

**COUNTY COMMISSIONERS OF THE COUNTY OF BARNSTABLE**

By: \_\_\_\_\_  
Mary Pat Flynn, .

By: \_\_\_\_\_  
Leo Cakounes

By: \_\_\_\_\_  
Sheila R. Lyons, *Chair*

COMMONWEALTH OF MASSACHUSETTS

Barnstable, ss.

On this \_\_ day of \_\_\_\_, 2015, personally appeared the above-named Mary Pat Flynn, Leo Cakounes, and Sheila R. Lyons, and proved to me through satisfactory evidence of identification, which was personal knowledge of identity, to be the persons whose names are signed on the document and acknowledged the foregoing instrument to be their free act and deed on behalf of said County of Barnstable.

\_\_\_\_\_  
Notary Public:

My commission expires:

**SETTLEMENT STATEMENT**

Aquacultural Research Corp. ("Seller")  
Town of Dennis, Town of Yarmouth, Dennis Conservation Trust and County of Barnstable  
("Buyer")

*Chapin Beach Road, MA*

June 25, 2015

Purchase Price:	\$ 2,925,000.00	
<i>Gross Amount Due Seller</i>		\$ 2,925,000.00
Less Recording Fees: (Clerk's Certificate, Resolution, Good Standing Certificate)	\$	
Less Mortgage Payoff:	\$	
Less Attorney's Fees:	\$	
<i>Total Deductions</i>		\$
<b>Net Amount Due Seller:</b>		<b>\$</b>

Wire of Funds from Buyer to Kopelman and Paige, P.C.:

1. Town of Dennis-\$1,950,000.00
2. County of Barnstable \$250,000.00(delivered by Town of Dennis at closing)
3. Town of Yarmouth- \$200,000.00
4. Dennis Conservation Trust- \$325,000.00
5. The Nature Conservancy- \$250,000.00

Total Buyer's Funds- \$2,925,000.00

**SELLER: AQUACULTURAL RESEARCH CORP.**

By: \_\_\_\_\_

Name:

Title:

By: \_\_\_\_\_

Name:

Title:

**BUYER:**

**TOWN OF DENNIS  
BY ITS CONSERVATION COMMISSION**

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**Approved by: TOWN OF DENNIS  
BY ITS BOARD OF SELECTMEN**

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**BUYER: TOWN OF YARMOUTH  
BT ITS BOARD OF SELECTMEN**

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**BUYER: DENNIS CONSERVATION TRUST**

By: \_\_\_\_\_  
Carole w. Bell, Trustee/Vice President  
(Acting President)

By: \_\_\_\_\_  
James Wick, Trustee/Treasurer

**BUYER: COUNTY COMMISSIONERS OF THE  
COUNTY OF BARNSTABLE**

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