

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No.)¹

Casella Waste Systems, Inc.
(Name of Issuer)

Class A Common Stock, \$0.01 par value per share
(Title of Class of Securities)

147448104
(CUSIP Number)

JAMES C. PAPPAS
JCP INVESTMENT MANAGEMENT, LLC
1177 West Loop South, Suite 1650
Houston, TX 77027
(713) 333-5540

STEVE WOLOSKY, ESQ.
OLSHAN FROME WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 21, 2015
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1	NAME OF REPORTING PERSON JCP Investment Partnership, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,483,435
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 1,483,435
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,483,435	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.7%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON JCP Single-Asset Partnership, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 496,670
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 496,670
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 496,670	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON JCP Investment Partners, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,980,105
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 1,980,105
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,980,105	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.0%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON JCP Investment Holdings, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,980,105
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 1,980,105
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,980,105	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.0%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON JCP Investment Management, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,980,105
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 1,980,105
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,980,105	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.0%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON	
	James C. Pappas	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		1,980,105
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		1,980,105
	10	SHARED DISPOSITIVE POWER
		- 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,980,105	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	5.0%	
14	TYPE OF REPORTING PERSON	
	IN	

1	NAME OF REPORTING PERSON Brett W. Frazier	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Joseph B. Swinbank	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

The following constitutes the Schedule 13D filed by the undersigned (the “Schedule 13D”).

Item 1. Security and Issuer.

This statement relates to the Class A Common Stock, \$0.01 par value per share (the “Shares”), of Casella Waste Systems, Inc., a Delaware corporation (the “Issuer”). The address of the principal executive offices of the Issuer is 25 Greens Hill Lane, Rutland, Vermont 05701.

Item 2. Identity and Background.

(a) This statement is filed by:

- (i) JCP Investment Partnership, LP, a Texas limited partnership (“JCP Partnership”);
- (ii) JCP Single-Asset Partnership, LP, a Texas limited partnership (“JCP Single-Asset”);
- (iii) JCP Investment Partners, LP, a Texas limited partnership (“JCP Partners”), which serves as the general partner of JCP Partnership and JCP Single-Asset;
- (iv) JCP Investment Holdings, LLC, a Texas limited liability company (“JCP Holdings”), which serves as the general partner of JCP Partners;
- (v) JCP Investment Management, LLC, a Texas limited liability company (“JCP Management”), which serves as the investment manager of JCP Partnership and JCP Single-Asset;
- (vi) James C. Pappas, who serves as the managing member of JCP Management and sole member of JCP Holdings;
- (vii) Brett W. Frazier; and
- (viii) Joseph B. Swinbank.

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each of the Reporting Persons is party to that certain Joint Filing and Solicitation Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of JCP Partnership, JCP Single-Asset, JCP Partners, JCP Holdings, JCP Management and Mr. Pappas is 1177 West Loop South, Suite 1650, Houston, Texas 77027. The address of the principal office of Mr. Frazier is 16310 Wimbledon Forest Dr., Spring, Texas 77379. The address of the principal office of Mr. Swinbank is 1041 Conrad Sauer, Houston, Texas 77043.

(c) The principal business of JCP Partnership is investing in securities. The principal business of JCP Single-Asset is investing in securities. The principal business of JCP Partners is serving as the general partner of JCP Partnership and JCP Single-Asset. The principal business of JCP Holdings is serving as the general partner of JCP Partners. The principal business of JCP Management is serving as the investment manager of JCP Partnership and JCP Single-Asset. The principal occupation of Mr. Pappas is serving as the managing member of JCP Management and sole member of JCP Holdings. Mr. Frazier is currently retired after serving in multiple executive roles for Waste Management, Inc. The principal occupation of Mr. Swinbank is serving as a Partner of each of Sprint Waste Services LP, Sprint Fort Bend County Landfill, L.P., Sprint Sand and Clay, LLC and Sprint Transport, LLC.

(d) No Reporting Person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Messrs. Pappas, Frazier and Swinbank are citizens of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

The Shares purchased by JCP Partnership and JCP Single-Asset were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. The aggregate purchase price of the 1,483,435 Shares owned directly by JCP Partnership is approximately \$7,407,195, including brokerage commissions. The aggregate purchase price of the 496,670 Shares owned directly by JCP Single-Asset is approximately \$2,693,357, including brokerage commissions.

Item 4. Purpose of Transaction.

JCP Partnership (together with its affiliates, "JCP") purchased the Shares based on its belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to JCP, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, JCP may endeavor to increase or decrease its position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as JCP may deem advisable. JCP has engaged and intends to continue to engage in discussions with the Issuer's management, Board of Directors (the "Board") and shareholders regarding the composition of the Board generally and means to enhance stockholder value.

On April 7, 2015, JCP Partnership delivered a private letter to the Issuer (the "Nomination Letter") nominating Brett W. Frazier, James C. Pappas and Joseph B. Swinbank (the "Nominees") for election to the Board at the 2015 annual meeting of stockholders (the "2015 Annual Meeting").

On April 28, 2015, JCP issued a press release announcing its nomination of the Nominees for election at the 2015 Annual Meeting. In the press release, JCP highlighted its serious concerns with the Issuer's history of underperformance and poor corporate governance practices. JCP stated its belief that new independent directors, including direct shareholder representatives, must be added to the Board and questioned the Issuer's motives for delaying the 2015 Annual Meeting. JCP reiterated that it has always been, and remains, open to a constructive engagement with the Board, but it will not hesitate to take all action it believes is necessary to protect the best interests of all shareholders. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position and investment strategy, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, engaging in additional communications with management and the Board of the Issuer, engaging in discussions with stockholders of the Issuer and others about the Issuer and the Reporting Persons' investment, making proposals to the Issuer concerning changes to the capitalization, ownership structure, board structure (including board composition) or operations of the Issuer, purchasing additional Shares, selling some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares, or changing their intention with respect to any and all matters referred to in Item 4.

Item 5. Interest in Securities of the Issuer.

The aggregate percentage of Shares reported owned by each person named herein is based upon 39,587,405 Shares outstanding as of January 30, 2015, which is the total number of Shares outstanding as reported in the Issuer's Annual Report on Form 10-KT filed with the Securities and Exchange Commission on February 27, 2015.

A. JCP Partnership

(a) As of the close of business on April 27, 2015, JCP Partnership beneficially owned 1,483,435 Shares.

Percentage: Approximately 3.7%

- (b)
1. Sole power to vote or direct vote: 1,483,435
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,483,435
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by JCP Partnership during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

B. JCP Single-Asset

(a) As of the close of business on April 27, 2015, JCP Single-Asset beneficially owned 496,670 Shares.

Percentage: Approximately 1.3%

- (b)
1. Sole power to vote or direct vote: 496,670
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 496,670
 4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Shares by JCP Single-Asset during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

C. JCP Partners

- (a) JCP Partners, as the general partner of each of JCP Partnership and JCP Single-Asset, may be deemed the beneficial owner of the (i) 1,483,435 Shares owned by JCP Partnership and (ii) 496,670 Shares owned by JCP Single-Asset.

Percentage: Approximately 5.0%

- (b)
 1. Sole power to vote or direct vote: 1,980,105
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,980,105
 4. Shared power to dispose or direct the disposition: 0

- (c) JCP Partners has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares on behalf of each of JCP Partnership and JCP Single-Asset during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

D. JCP Holdings

- (a) JCP Holdings, as the general partner of JCP Partners, may be deemed the beneficial owner of the (i) 1,483,435 Shares owned by JCP Partnership and (ii) 496,670 Shares owned by JCP Single-Asset.

Percentage: Approximately 5.0%

- (b)
 1. Sole power to vote or direct vote: 1,980,105
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,980,105
 4. Shared power to dispose or direct the disposition: 0

- (c) JCP Holdings has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares on behalf of each of JCP Partnership and JCP Single-Asset during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

E. JCP Management

- (a) JCP Management, as the investment manager of each of JCP Partnership and JCP Single-Asset, may be deemed the beneficial owner of the (i) 1,483,435 Shares owned by JCP Partnership and (ii) 496,670 Shares owned by JCP Single-Asset.

Percentage: Approximately 5.0%

- (b)
 1. Sole power to vote or direct vote: 1,980,105
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,980,105
 4. Shared power to dispose or direct the disposition: 0

- (c) JCP Management has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares on behalf of each of JCP Partnership and JCP Single-Asset during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

F. Mr. Pappas

- (a) Mr. Pappas, as the managing member of JCP Management and sole member of JCP Holdings, may be deemed the beneficial owner of the (i) 1,483,435 Shares owned by JCP Partnership and (ii) 496,670 Shares owned by JCP Single-Asset.

Percentage: Approximately 5.0%

- (b)
 1. Sole power to vote or direct vote: 1,980,105
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,980,105
 4. Shared power to dispose or direct the disposition: 0

- (c) Mr. Pappas has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares on behalf of each of JCP Partnership and JCP Single-Asset during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

G. Messrs. Frazier and Swinbank:

- (a) As of the close of business on April 27, 2015, Messrs. Frazier and Swinbank did not own any Shares.

Percentage: 0%

- (b)
 1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 0

- (c) Messrs. Frazier and Swinbank have not entered into any transactions in the Shares during the past 60 days.

The Reporting Persons, as members of a “group” for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On April 28, 2015, the Reporting Persons entered into a Joint Filing and Solicitation Agreement in which, among other things, the Reporting Persons agreed to (a) the joint filing on behalf of each of them of statements on Schedule 13D, and any amendments thereto, with respect to the securities of the Issuer and (b) solicit proxies for the election of the Nominees at the 2015 Annual Meeting. A copy of this agreement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

JCP Partnership and certain of its affiliates have signed letter agreements, pursuant to which they agree to indemnify Messrs. Frazier and Swinbank against claims arising from the solicitation of proxies from the Issuer's stockholders in connection with the 2015 Annual Meeting and any related transactions. A form of the indemnification letter agreement is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

- 99.1 Press Release, dated April 28, 2015.
- 99.2 Joint Filing and Solicitation Agreement, dated April 28, 2015.
- 99.3 Form of Indemnification Agreement
- 99.4 Form of Power of Attorney

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 28, 2015

JCP Investment Partnership, LP

By: JCP Investment Management, LLC
Investment Manager

By: /s/ James C. Pappas

Name: James C. Pappas
Title: Managing Member

JCP Single-Asset Partnership, LP

By: JCP Investment Management, LLC
Investment Manager

By: /s/ James C. Pappas

Name: James C. Pappas
Title: Managing Member

JCP Investment Partners, LP

By: JCP Investment Holdings, LLC
General Partner

By: /s/ James C. Pappas

Name: James C. Pappas
Title: Sole Member

JCP Investment Holdings, LLC

By: /s/ James C. Pappas

Name: James C. Pappas
Title: Sole Member

JCP Investment Management, LLC

By: /s/ James C. Pappas

Name: James C. Pappas
Title: Managing Member

/s/ James C. Pappas

James C. Pappas
Individually and as attorney-in-fact for Brett W. Frazier and Joseph B. Swinbank

SCHEDULE A**Transactions in the Shares During the Past Sixty Days**

<u>Shares of Class A Common Stock Purchased/(Sold)</u>	<u>Price Per Share(\$)</u>	<u>Date of Purchase/Sale</u>
<u>JCP INVESTMENT PARTNERSHIP, LP</u>		
50,000	4.1095	02/23/2015
29,900	4.1371	02/23/2015
100	4.1450	02/23/2015
30,000	4.1466	02/24/2015
60,000	4.2026	02/25/2015
30,000	4.1911	02/26/2015
30,027	4.3519	02/27/2015
30,000	4.4851	03/02/2015
30,000	4.5983	03/03/2015
20,303	4.6000	03/04/2015
33,410	4.6354	03/05/2015
3,600	4.6500	03/06/2015
71,490	4.7122	03/09/2015
13,891	4.7443	03/10/2015
22,100	4.7548	03/12/2015
50,000	4.8316	03/13/2015
164,750	4.9879	03/16/2015
49,999	4.9959	03/18/2015
170	4.9000	03/18/2015
16,744	5.0498	03/20/2015
7,550	5.0999	03/23/2015
100	5.1000	03/24/2015
3,513	5.1000	03/25/2015
7,887	5.0995	03/26/2015
7,038	5.1217	03/27/2015
34,354	5.1994	03/27/2015
25,000	5.3272	03/30/2015
20,364	5.7348	04/02/2015
20,742	6.0892	04/06/2015
75,000	6.2500	04/07/2015
23,019	5.7305	04/13/2015
31,134	5.7960	04/14/2015
42,882	5.8330	04/15/2015
45,250	5.8963	04/16/2015
83,333	5.9358	04/17/2015
41,667	5.7200	04/20/2015
50,000	5.5500	04/21/2015

CUSIP NO. 147448104

JCP SINGLE-ASSET PARTNERSHIP, LP

164,750	4.9879	03/16/2015
50,001	4.9959	03/18/2015
169	4.9000	03/18/2015
16,745	5.0498	03/20/2015
7,550	5.0999	03/23/2015
100	5.1000	03/24/2015
3,513	5.1000	03/25/2015
7,886	5.0995	03/26/2015
7,039	5.1217	03/27/2015
34,353	5.1994	03/27/2015
25,000	5.3272	03/30/2015
20,364	5.7348	04/02/2015
20,743	6.0892	04/06/2015
75,000	6.2500	04/07/2015
4,604	5.7305	04/13/2015
6,227	5.7960	04/14/2015
8,576	5.8330	04/15/2015
9,050	5.8963	04/16/2015
16,667	5.9358	04/17/2015
8,333	5.7200	04/20/2015
10,000	5.5500	04/21/2015

JCP INVESTMENT MANAGEMENT ANNOUNCES DISSIDENT SLATE FOR ELECTION AT CASELLA'S ANNUAL MEETING

Highlights Serious Concerns with the Company's History of Underperformance and Poor Corporate Governance

Believes New, Highly-Qualified and Independent Directors Should be Added to Casella's Board

Stresses Importance of Direct Shareholder Representation in the Boardroom

HOUSTON, TX – April 28, 2015 – JCP Investment Management, LLC (“JCP”), a significant shareholder of Casella Waste Systems, Inc. (“Casella” or the “Company”) with aggregate ownership of approximately 5.0% of its outstanding Class A shares, announced today it had formally notified Casella back on April 7, 2015 of its intention to seek the election of three independent, highly-qualified director candidates to the Board of Directors of Casella (the “Board”) at the upcoming 2015 annual meeting of Casella shareholders (the “2015 Annual Meeting”).

JCP is seeking Board change because we are dedicated to maximizing shareholder value and improving corporate governance at Casella and we are confident that enhancing the Board is a critical first step towards these goals. In our view, Casella is deeply undervalued as a result of poor investment and operational decisions and a dual capital structure that has eroded shareholder rights and value. We believe substantial shareholder representation is needed on the Board to ensure that appropriate actions are taken to drive better financial performance and create value for all shareholders.

We are puzzled that having had almost a month's notice of our nominees' candidacy, and having interviewed them recently, the Board has nevertheless taken the questionable step of delaying its annual meeting of shareholders until an undefined date in the future. The Board claims it needs the delay to identify candidates with “industry experience.” Notably, this is precisely what JCP's nominees offer to bring to the Board. Two of our three nominees are proven waste management industry leaders with extensive experience in the field.

It is alarming that rather than allow shareholder representation in the boardroom and let shareholders vote in a timely manner on the candidates they believe will best represent their interests, this Board is trying instead to preempt shareholder input by adding to the Board candidates of their own choosing and postponing indefinitely shareholders' opportunity to vote on the matter. We strongly advise against any unilateral Board changes prior to a shareholder vote at the 2015 Annual Meeting. Such actions are inconsistent with a Board that open-mindedly and in good faith welcomes shareholder input. We continue to be open, as we always have been, to a constructive engagement with the Board, but will closely monitor the Board's actions to ensure they are driven by the best interests of Casella shareholders above all.

Disappointing Total Shareholder Return (TSR)

The current Board has presided over a prolonged underperformance. Casella continues to lack a strategically coherent plan to stop the value destruction. Casella's Total Shareholder Returns over the last -1, -3, -5 and -10-year periods on an absolute basis and relative to its peers and the S&P 500 Index have been abysmal. The Company has delivered negative returns to shareholders over many consecutive years.

	Share Price Performance ⁽¹⁾			
	1-Year	3-Year	5-Year	10-Year
Republic Services Inc	22%	47%	58%	144%
Waste Connections Inc	5%	47%	104%	220%
Waste Management Inc	27%	63%	79%	170%
Most Similar Competitors	18%	52%	80%	178%
S&P 500 Index	13%	54%	74%	84%
2014 CWST Proxy Group ⁽²⁾	16%	43%	83%	225%
Casella Waste Systems Inc	7%	-10%	6%	-53%
Underperformance vs. S&P 500 Index	-5%	-64%	-68%	-137%
Underperformance vs. 2014 CWST Proxy Group	-9%	-53%	-77%	-278%

Source: Bloomberg as of April 24, 2015

1. Figures are adjusted for dividends.

2. Progressive Waste Solutions is calculated with Canadian listed equity unadjusted for US dollar.

Republic Services, Waste Management and Waste Connections have successfully: (1) controlled their debt load, (2) issued dividends and (3) produced significant value to their shareholders over the last 10 years. Casella has accomplished none of the above over the last 10 years.

Since Casella's initial public offering in October 1997, the Company's stock price has declined by a staggering 70% to \$5.38 per share as of market close on April 27, 2015 from \$18.00 at the time of the IPO. Nearly half of the incumbent directors have been on the Board since the IPO and oversaw this massive destruction of shareholder value under their watch.

Abysmal Corporate Governance

The Company has a dual class capital structure that creates a gap between the economic investment of shareholders and their voting power. The Class B shares which have 10 votes per share are 100% held by John and Doug Casella. Such an unbalanced capitalization structure effectively allows insider control with a lesser economic stake in the Company and significantly impairs the rights of public shareholders. Furthermore, according to our research total payments to John and Doug Casella from related party transactions with the Company over the past 10 years aggregate to more than \$70 million.

The Board is classified and stale. Average incumbent tenure is over 14 years, with 4 directors having been on the Board for more than 20 years and only one addition (Emily Nagle Green) in the past 7 years. Absence of proactive change on the Board has been coupled with severe restrictions on the ability of shareholders to effect Board change. Shareholders are prohibited from calling special meetings and cannot act by written consent, which effectively means shareholders cannot seek Board change between annual meetings. Not surprisingly, leading proxy advisory firm, Institutional Shareholders Services (ISS) has raised high concerns with Casella's corporate governance and has assigned the Company a governance score of 9 out of 10 (with 10 being the highest governance concern).

Poor Operational and Financial Performance

Casella has suffered multi-year stagnation in cash flows and EBITDA while the rest of the industry continues to show growth and solid capital allocation.

In 2005, Casella's EBITDA was approximately \$107 million. Today, the Company forecasts approximately \$105 million in EBITDA for 2015, showing a deterioration rather than growth in the past decade. Over that 10-year period, Casella has produced approximately \$900 million to \$1 billion in EBITDA and more than \$600 million in cash flow from operations. Yet public shareholders have not seen a dime. Capital allocation through organic growth and acquisitions has not produced additional earning power and the Company has paid out more than \$70 million to entities controlled by John and Doug Casella.

Over this same time period, the share count has increased more than 60% without any increase in earning power. Shareholders continue to experience dilution, with the most recent issuance in September 2012.

Summary

As a significant shareholder of Casella, JCP has serious concerns with the chronic underperformance of the Company and the inability or unwillingness of this Board to take the right steps to enhance shareholder value. In our view, the underlying cause for these problems is a capitalization structure and decision-making construct that is heavily skewed to protect insiders at the expense of public shareholders. This has led in our view to complacency on the Board and lack of urgency in delivering value for public shareholders.

Public shareholders must have a voice in the boardroom to ensure that decisions are made with their best interests in mind. We find it insincere that this Board which has resisted change for so long and has erected barriers to shareholder-initiated improvements to the Board, is now purporting to proactively seek candidates for addition to the Board and is delaying a critically important shareholder referendum on their performance, only now that they are facing shareholder pressure from JCP. We also question their purported explanation that they need time to find candidates with "industry experience" when JCP has identified two highly qualified candidates with impressive industry experience.

We always have been, and remain, open to constructive engagement with the Board. We intend to continue to work hard to reach an amicable resolution on Board composition. However, to the extent that no agreement is reached, we will not hesitate to take all actions we believe necessary to protect the best interests of ALL Casella shareholders.

JCP nominees are:

Brett W. Frazier – currently retired after serving in multiple executive roles for Waste Management, Inc. ("Waste Management"), North America's leading provider of comprehensive waste management environmental services, from 2000 until July 2012. Mr. Frazier most recently served as Senior Vice President – Southern Group, where he had full P&L accountability for Waste Management's largest and most profitable operating group, and Senior Vice President – Eastern Group, where he had full P&L responsibility for the 13 states in the Northeast. From 1980 until 1999, Mr. Frazier held various leadership roles with Browning-Ferris Industries, Inc. (BFI Waste Services), formerly the second largest solid waste disposal company in the world, including Area Vice President – Marketing and Sales and Vice President of Investor Relations. Mr. Frazier's professional experience also includes serving as a Regional Vice President for TruGreen Limited Partnership, America's top lawn care company based on market share. Mr. Frazier earned an MBA from Tulane University. Mr. Frazier's extensive leadership experience and expertise in the waste management services industry will make him a valuable addition to the Board.

James C. Pappas – Managing Member of JCP Investment Management, LLC and the sole member of JCP Investment Holdings, LLC. Mr. Pappas has also served as a director of Jamba, Inc., a leading health and wellness brand and the leading retailer of freshly squeezed juice, since January 2015. Previously, Mr. Pappas served as a director of The Pantry, Inc., a leading independently operated convenience store chain in the southeastern United States and one of the largest independently operated convenience store chains in the country, from March 2014 until the completion of its sale in March 2015. He also previously served as Chairman of the Board of Morgan’s Foods, a then publicly traded company, from January 2013 until May 2014, when the company was acquired by Apex Restaurant Management, Inc., after initially joining as a director in February 2012. Mr. Pappas also served as a director of Samex Mining Corp, a junior resource company, in 2013. Previously, Mr. Pappas was with the Investment Banking / Leveraged Finance Division of Goldman Sachs Group, Inc. where he advised private equity groups and corporations on appropriate leveraged buyout, recapitalization and refinancing alternatives, and prior to that with Banc of America Securities, where he focused on Consumer and Retail Investment Banking, providing advice on a wide range of transactions including mergers and acquisitions, financings, restructurings and buyside engagements. Mr. Pappas received a BBA, and a Masters in Finance from Texas A&M University. Mr. Pappas’ significant experience in the valuation and management of investment securities in addition to his experience in investment banking and corporate finance from his career with major investment banking firms will enable him to provide invaluable oversight to the Board.

Joseph B. Swinbank – Partner of each of Sprint Waste Services LP, a waste collection and disposal company and the largest privately owned trash hauler in the Houston area with approximately \$100 million in revenue, Sprint Fort Bend County Landfill, L.P., a Type IV landfill facility in Texas, Sprint Sand and Clay, LLC, a provider of sand and clay to various industries, and Sprint Transport, LLC, a tank trailer transport company. Mr. Swinbank also currently serves as a director of Community Bank of Texas and was a Founding Director of Vista Bank from 2006 until its merger with Community Bank of Texas in August 2013. From 2004 until its sale in March 2012, Mr. Swinbank served as a Partner of Sprint Pipeline Services, LP, a construction and maintenance company. Mr. Swinbank’s professional experience includes 41 years as an entrepreneur involved in the transportation, environmental services, frac tank rental, mining, safety and construction materials industries. Mr. Swinbank earned a B.S. in Agricultural Economics from Texas A&M University. Mr. Swinbank’s track-record of building and leading successful businesses, including in the waste management industry, well qualifies him to serve on the Board.

CERTAIN INFORMATION CONCERNING PARTICIPANTS

JCP Investment Management, LLC, together with the participants named herein, intends to file a preliminary proxy statement and accompanying proxy card with the Securities and Exchange Commission (“SEC”) to be used to solicit votes for the election of their slate of three highly-qualified director nominees at the 2015 annual meeting of stockholders of Casella Waste Systems, Inc., a Delaware corporation (the “Company”).

JCP INVESTMENT MANAGEMENT STRONGLY ADVISES ALL SHAREHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC’S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE PARTICIPANTS IN THIS PROXY SOLICITATION WILL PROVIDE COPIES OF THE PROXY STATEMENT WITHOUT CHARGE, WHEN AVAILABLE, UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS’ PROXY SOLICITOR.

The participants in the proxy solicitation are JCP Investment Partnership, LP (“JCP Partnership”), JCP Single-Asset Partnership, LP (“JCP Single-Asset”), JCP Investment Partners, LP (“JCP Partners”), JCP Investment Holdings, LLC (“JCP Holdings”), JCP Investment Management, LLC (“JCP Management”), James C. Pappas, Brett W. Frazier and Joseph B. Swinbank (collectively, the “Participants”).

As of the date hereof, JCP Partnership beneficially owned 1,483,435 shares of Class A Common Stock, \$0.01 par value per share (“Common Stock”). As of the date hereof, JCP Single-Asset beneficially owned 496,670 shares of Common Stock. JCP Partners, as the general partner of each of JCP Partnership and JCP Single-Asset, may be deemed the beneficial owner of the 1,980,105 shares of Common Stock owned in the aggregate by JCP Partnership and JCP Single-Asset. JCP Holdings, as the general partner of JCP Partners, may be deemed the beneficial owner of the 1,980,105 shares of Common Stock owned in the aggregate by JCP Partnership and JCP Single-Asset. JCP Management, as the investment manager of each of JCP Partnership and JCP Single-Asset, may be deemed the beneficial owner of the 1,980,105 shares of Common Stock owned in the aggregate by JCP Partnership and JCP Single-Asset. Mr. Pappas, as the managing member of JCP Management and sole member of JCP Holdings, may be deemed the beneficial owner of the 1,980,105 shares of Common Stock owned in the aggregate by JCP Partnership and JCP Single-Asset. As of the date hereof, Messrs. Frazier and Swinbank did not beneficially own any shares of Common Stock.

About JCP Investment Management:

JCP Investment Management, LLC is an investment firm headquartered in Houston, TX that engages in value-based investing across the capital structure. JCP follows an opportunistic approach to investing across different equity, credit and distressed securities largely in North America.

Investor Contacts:

James C. Pappas
JCP Investment Management, LLC
(713) 333-5540

John Glenn Grau
InvestorCom, Inc.
(203) 972-9300 ext. 11

JOINT FILING AND SOLICITATION AGREEMENT

WHEREAS, certain of the undersigned are stockholders, direct or beneficial, Casella Waste Systems, Inc., a Delaware corporation (the "Company");

WHEREAS, JCP Investment Partnership, LP, JCP Single-Asset Partnership, LP, JCP Investment Partners, LP, JCP Investment Holdings, LLC, JCP Investment Management, LLC and James C. Pappas (collectively, "JCP"), Brett W. Frazier and Joseph B. Swinbank wish to form a group for the purpose of seeking representation on the Board of Directors of the Company (the "Board") at the 2015 annual meeting of stockholders of the Company (including any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof, the "2015 Annual Meeting") and for the purpose of taking all other action necessary to achieve the foregoing.

NOW, IT IS AGREED, this 28th day of April 2015 by the parties hereto:

1. In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of the undersigned (collectively, the "Group") agrees to the joint filing on behalf of each of them of statements on Schedule 13D, and any amendments thereto, with respect to the securities of the Company. Each member of the Group shall be responsible for the accuracy and completeness of his/its own disclosure therein, and is not responsible for the accuracy and completeness of the information concerning the other members, unless such member knows or has reason to know that such information is inaccurate. JCP or its representative shall provide each member of the Group with copies of all Schedule 13D filings and other public filings to be filed on behalf of such member prior to the filing or submission thereof.

2. So long as this Agreement is in effect, each of the undersigned shall provide written notice to Olshan Frome Wolosky LLP ("Olshan") of (i) any of their purchases or sales of securities of the Company, or (ii) any securities of the Company over which they acquire or dispose of beneficial ownership. Notice shall be given no later than 24 hours after each such transaction.

3. Each of the undersigned agrees to form the Group for the purpose of (i) soliciting proxies for the election of the persons nominated by the Group to the Board at the 2015 Annual Meeting, (ii) taking such other actions as the parties deem advisable, and (iii) taking all other action necessary or advisable to achieve the foregoing.

4. JCP shall have the right to pre-approve all expenses incurred in connection with the Group's activities and agrees to pay directly all such pre-approved expenses.

5. Each of the undersigned agrees that any SEC filing, press release or stockholder communication proposed to be made or issued by the Group or any member of the Group in connection with the Group's activities set forth in Section 3 shall be first approved by JCP, or its representatives, which approval shall not be unreasonably withheld.

6. The relationship of the parties hereto shall be limited to carrying on the business of the Group in accordance with the terms of this Agreement. Such relationship shall be construed and deemed to be for the sole and limited purpose of carrying on such business as described herein. Nothing herein shall be construed to authorize any party to act as an agent for any other party, or to create a joint venture or partnership, or to constitute an indemnification. Nothing herein shall restrict any party's right to purchase or sell securities of the Company, as he/it deems appropriate, in his/its sole discretion, provided that all such sales are made in compliance with all applicable securities laws.

7. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute but one and the same instrument, which may be sufficiently evidenced by one counterpart.

8. In the event of any dispute arising out of the provisions of this Agreement or their investment in the Company, the parties hereto consent and submit to the exclusive jurisdiction of the Federal and State Courts in the State of New York.

9. Any party hereto may terminate his/its obligations under this Agreement on 24 hours' written notice to all other parties, with a copy by fax to Steve Wolosky at Olshan, Fax No. (212) 451-2222.

10. Each party acknowledges that Olshan shall act as counsel for both the Group and JCP relating to their investment in the Company.

11. Each of the undersigned parties hereby agrees that this Agreement shall be filed as an exhibit to a Schedule 13D pursuant to Rule 13d-1(k)(1)(iii) under the Exchange Act.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

JCP Investment Partnership, LP

By: JCP Investment Management, LLC
Investment Manager

By: /s/ James C. Pappas
Name: James C. Pappas
Title: Managing Member

JCP Single-Asset Partnership, LP

By: JCP Investment Management, LLC
Investment Manager

By: /s/ James C. Pappas
Name: James C. Pappas
Title: Managing Member

JCP Investment Partners, LP

By: JCP Investment Holdings, LLC
General Partner

By: /s/ James C. Pappas
Name: James C. Pappas
Title: Sole Member

JCP Investment Holdings, LLC

By: /s/ James C. Pappas
Name: James C. Pappas
Title: Sole Member

JCP Investment Management, LLC

By: /s/ James C. Pappas
Name: James C. Pappas
Title: Managing Member

/s/ James C. Pappas

James C. Pappas

/s/ Brett W. Frazier

Brett W. Frazier

/s/ Joseph B. Swinbank

Joseph B. Swinbank

JCP INVESTMENT PARTNERSHIP, LP
c/o JCP Investment Management, LLC
1177 West Loop South, Suite 1650
Houston, Texas 77027

April __, 2015

Re: Casella Waste Systems, Inc.

Dear _____:

Thank you for agreeing to serve as a nominee for election to the Board of Directors of Casella Waste Systems, Inc. (the "Company") in connection with the proxy solicitation that JCP Investment Partnership, LP and its affiliates (collectively, the "JCP Group") is considering undertaking to nominate and elect directors at the Company's 2015 annual meeting of stockholders, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "JCP Group Solicitation"). Your outstanding qualifications, we believe, will prove a valuable asset to the Company and all of its stockholders. This letter ("Agreement") will set forth the terms of our agreement.

The members of the JCP Group agree to jointly and severally indemnify and hold you harmless against any and all claims of any nature, whenever brought, arising from the JCP Group Solicitation and any related transactions, irrespective of the outcome; provided, however, that you will not be entitled to indemnification for claims arising from your gross negligence, willful misconduct, intentional and material violations of law, criminal actions or material breach of the terms of this agreement; provided further, that upon your becoming a director of the Company, this indemnification shall not apply to any claims made against you in your capacity as a director of the Company. This indemnification will include any and all losses, liabilities, damages, demands, claims, suits, actions, judgments, or causes of action, assessments, costs and expenses, including, without limitation, interest, penalties, reasonable attorneys' fees, and any and all reasonable costs and expenses incurred in investigating, preparing or defending against any litigation, commenced or threatened, any civil, criminal, administrative or arbitration action, or any claim whatsoever, and any and all amounts paid in settlement of any claim or litigation asserted against, resulting, imposed upon, or incurred or suffered by you, directly or indirectly, as a result of or arising from the JCP Group Solicitation and any related transactions (each, a "Loss").

In the event of a claim against you pursuant to the prior paragraph or the occurrence of a Loss, you shall give the JCP Group prompt written notice of such claim or Loss (provided that failure to promptly notify the JCP Group shall not relieve us from any liability which we may have on account of this Agreement, except to the extent we shall have been materially prejudiced by such failure). Upon receipt of such written notice, the JCP Group will provide you with counsel to represent you. Such counsel shall be reasonably acceptable to you. In addition, you will be reimbursed promptly for all Losses suffered by you and as incurred as provided herein. The JCP Group may not enter into any settlement of loss or claim without your consent unless such settlement includes a release of you from any and all liability in respect of such claim.

You hereby agree to keep confidential and not disclose to any party, without the consent of the JCP Group, any confidential, proprietary or non-public information (collectively, "Information") of the JCP Group or its affiliates which you have heretofore obtained or may obtain in connection with your service as a nominee hereunder. Notwithstanding the foregoing, Information shall not include any information that is publicly disclosed by the JCP Group or its affiliates or any information that you can demonstrate is now, or hereafter becomes, through no act or failure to act on your part, otherwise generally known to the public.

Notwithstanding the foregoing, if you are required by applicable law, rule, regulation or legal process to disclose any Information you may do so provided that you first promptly notify the JCP Group so that the JCP Group or any member thereof may seek a protective order or other appropriate remedy or, in the JCP Group's sole discretion, waive compliance with the terms of this Agreement. In the event that no such protective order or other remedy is obtained or the JCP Group does not waive compliance with the terms of this Agreement, you may consult with counsel at the cost of the JCP Group and you may furnish only that portion of the Information which you are advised by counsel is legally required to be so disclosed and you will request that the party(ies) receiving such Information maintain it as confidential.

All Information, all copies thereof, and any studies, notes, records, analysis, compilations or other documents prepared by you containing such Information, shall be and remain the property of the JCP Group and, upon the request of a representative of the JCP Group, all such information shall be returned or, at the JCP Group's option, destroyed by you, with such destruction confirmed by you to the JCP Group in writing.

This letter agreement shall be governed by the laws of the State of New York, without regard to the principles of the conflicts of laws thereof.

* * *

If you agree to the foregoing terms, please sign below to indicate your acceptance.

Very truly yours,

JCP INVESTMENT PARTNERSHIP, LP

By: JCP Investment Management, LLC, its investment manager

By:

Name: James C. Pappas
Title: Managing Member

ACCEPTED AND AGREED:

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints James C. Pappas the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of Casella Waste Systems, Inc., a Delaware corporation (the "Company") directly or indirectly beneficially owned by JCP Investment Partnership, LP ("JCP Partnership") or any of its affiliates or members of its Schedule 13D group (collectively, the "JCP Group") and (ii) any proxy solicitation of the JCP Group to elect the JCP Group's slate of director nominees to the board of directors of the Company at the 2015 annual meeting of stockholders of the Company (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by the JCP Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
2. if applicable, executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Exchange Act in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents pursuant to which the undersigned shall agree to be a member of the JCP Group;
4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the reasonable opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's reasonable discretion and shall not be inconsistent with the terms of that certain letter agreement between JCP and the undersigned dated April ___, 2015 with respect to the indemnification of the undersigned by JCP under certain circumstances.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the JCP Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this ___ day of April 2015.
